

Regd. Office : 4<sup>th</sup> Floor, Sigappi Achi Building, 18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai-600 008.

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CIN: L74210TN2000PLC045167

## POSTAL BALLOT NOTICE

(Notice issued to members pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (hereinafter referred to as the "Act"), and other applicable provisions, of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 that the resolution appended below is proposed to be passed by way of postal ballot. Members' consent is requested for the proposal contained in the resolutions appended below. The explanatory statement pertaining to the said resolutions setting out the material facts and the reasons thereof is annexed hereto along with a postal ballot form.

An explanatory statement pursuant to Section 110 of the Act setting out all material facts pertaining to the resolutions is annexed hereto along with a Postal Ballot Form for consideration and approval of the members.

**1. TO CONSIDER AND GIVE ASSENT/ DISSENT TO FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

RESOLVED THAT in supersession of all the resolution passed by the shareholders, consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (including any statutory modifications or re-enactment thereof for the time being in force), if any and such conditions as may be prescribed by any of the concerned authorities, the Board be and is hereby authorised

- a) to make/ give from time to time any loan(s) and / or advance(s) to any Body or bodies corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.500 Crores.
- b) give from time to time any guarantee(s) in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, anybody(ies) corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.100 Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which loans / advances / guarantees, that may be given or made, as may be determined by the Board or the Committee thereof and the Board/ Committee is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in this regard and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board / Committee in its absolute discretion may deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution.

**2. TO CONSIDER AND GIVE ASSENT/ DISSENT TO FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:**

RESOLVED THAT in supersession of the resolution passed earlier under Section 293(1)(d) of the Companies Act, 1956, consent of the Company be and is hereby accorded in terms of the provisions of Section 180 (1) (c) of the Companies Act, 2013, to the Board of Directors, to borrow moneys from time to time not withstanding that the moneys to be borrowed together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate of the paid-up capital of the Company and its free reserves that is to say, reserves not set apart for any specific purpose, provided however the total amount of such borrowings shall not exceed at any one time a sum of Rs.2500 crores (Rupees two thousand and five hundred crores only).

Place: Chennai  
Date: May 27<sup>th</sup>, 2014

Registered Office: 4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmi pathi Salai,  
Egmore, Chennai-600008.

By Order of the Board  
K.SURESH  
Company Secretary

## NOTES:

1. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 setting out all material facts is annexed hereto.
2. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on 30<sup>th</sup> June, 2014.
3. The Board has appointed Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretaries, Chennai, as the Scrutinizer for conducting the postal ballot voting process in accordance with the law and in a fair and transparent manner.
4. The shareholders are requested to carefully read the instructions printed in the attached postal ballot form. The postal ballot form, duly completed and signed should be returned in the enclosed self-addressed postage prepaid envelope directly to the Scrutinizer so as to reach the Scrutinizer not later than 05.00 P.M. on or before 2<sup>nd</sup> August, 2014. Any postal ballot form received after this date shall be treated as if the reply from the shareholder has not been received.
5. The shareholders are required to exercise their voting rights by using the attached postal ballot form only. No other form or photocopy of the form is permitted. Shareholders who do not receive the postal ballot form may apply to the Company and obtain a duplicate thereof. Facility of voting through electronic mode is also provided by the Company.
6. The special resolutions mentioned above shall be declared as passed if the number of votes cast in favour of the resolutions is three times more than the votes, if any, cast against the said resolutions.

The Scrutinizer will submit their report to either Mr. T Shivaraman – Managing Director & CEO of the Company or Mr. K Suresh, Vice President & Company Secretary of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Mr. T Shivaraman – Managing Director & CEO or Mr. K Suresh, Vice President & Company Secretary or any one of the Directors of the Company on Tuesday, the 5<sup>th</sup> August, 2014 at 11.00 A.M. at 4<sup>th</sup> Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008. The date of declaration of the postal ballot result will be taken to be the date of passing of the Special Resolutions. The results shall also be displayed on the website of the Company [www.shriramepc.com](http://www.shriramepc.com).

7. The results of the postal ballot will be published in one English Newspaper with nationwide circulation and in one Tamil Newspaper for the information of members, and will also be informed to the stock exchanges where the equity shares of the Company are listed.
8. In compliance with the provisions of Section 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form. E-voting is optional

The instructions for e-voting are as under:-

### In case of members receiving e-mail:

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Captcha Code as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
- (vi) Now, fill up the following details in the appropriate boxes:

|                        | For Members holding shares in Demat Form                                                                                                         | For Members holding shares in Physical Form |
|------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------|
| PAN*                   | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) |                                             |
| DOB#                   | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.    |                                             |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.                 |                                             |

\*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your

name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

# Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
- (xvii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
  - (B) The voting period begins on 10.00 a.m. on 4<sup>th</sup> July 2014 and ends on 05.00 p.m. on 2<sup>nd</sup> August 2014. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 30<sup>th</sup> June 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
  - (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com).
  - (xviii) Mr. R Sridharan, Practising Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
11. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiatives of Ministry of Corporate Affairs are being sent Notice of Postal Ballot by e-mail and others are sent by post along with Ballot Form. Members have option to vote either through e-voting or through Postal Ballot Form. Members who have received Postal Ballot Notice by e-mail and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the link [https:// www.evotingindia.com](https://www.evotingindia.com) / or [www.shriramepc.com](http://www.shriramepc.com) or seek duplicate Postal Ballot Form from M/s. Cameo Corporate Services Limited fill in the details and send the same to the Scrutinizer.
12. Kindly note that the Members can opt only one mode of voting, i.e. either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa

**EXPLANATORY STATEMENT**

**ANNEXURE TO NOTICE - EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

**Item no. 1:**

The shareholders had accorded approval to the Company for providing loans/advances& guarantees to associate/subsidiary/ group companies to the extent of Rs.400 crs on 27.8.2012, based on the support required from time to time as detailed below:

| Sl. No. | Name of the Company                                | Maximum Limit<br>(Rs. in Crores) |
|---------|----------------------------------------------------|----------------------------------|
| 1       | Shriram SEPL Composites Pvt. Ltd.(SEPL Composites) | 25.00                            |
| 2       | Haldia Coke and Chemicals Pvt. Ltd.(HCCL)          | 50.00                            |
| 3       | Leitwind Shriram Manufacturing Ltd.(LSML)          | 25.00                            |
| 4       | Orient Green Power Company Ltd.(OGPL)              | 250.00                           |
| 5       | Sree Jayajothi Cements Ltd.(SJCL)                  | 50.00                            |
|         |                                                    | 400.00                           |

The Shareholders are also informed that the Company has incurred a loss of Rs.439.37 Crores for the 9 Months ended March 2014, because of which the net worth of the Company does not support the limits prescribed by the Act. Further, the Company has also set up a Subsidiary in Sharjah for exploring business potential in Middle East / African Countries. This necessitates increase in limits of Loans / Advances / Guarantees to the extent of Rs.600 Crores.

Hence, as per the provisions of Section 186 of the Companies Act, 2013 the Board of Directors /committee of the Board of the Company recommend the granting of any loan, advance or providing guarantee to subsidiaries/ bodies corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside as per the provisions of the Companies Act, 2013 within the overall limits of Rs.600 crs as and when necessary subject to the approval of the shareholders.

The proposed special resolution as set out in item No.1 of the Postal Ballot Notice is enabling in nature for any further loan / advance / guarantee if any given to subsidiaries/ bodies corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside as per the provisions of the Companies Act, 2013 and subject to the approval of the shareholders proposed to be obtained through postal ballot / e-voting by way of a special resolution, pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014. The following Directors of the Company is deemed to be concerned/interested in the above said resolution being Directors of the subsidiary/associate/ group Companies including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside:

| S.NO. | Name & Designation                        |
|-------|-------------------------------------------|
| 1.    | Mr. R. Sundararajan, Director             |
| 2.    | Mr. S Srinivasan , Director               |
| 3.    | Mr. T Shivaraman, Managing Director & CEO |
| 4.    | Mr. Vishal Gupta, Director                |

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.1 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form / E-Voting as explained in the notes appended herewith.

#### Item no. 2

At the Annual General Meeting of the Company held on 29th September 2010, the shareholders of the Company had granted to the Board of Directors powers to borrow money in excess of the Paid-up Share Capital and free reserves of the Company. Under the above resolution, the Directors were empowered to borrow monies up to a limit of Rs. 1500 Crores only.

In April 2014, the Company has informed its bankers of its intention to go for restructuring of its debts in order to reduce finance costs and provide postponement of payments which would be necessary during the stabilising period for the next two years. This process would entail change of nomenclature of existing loans as term (Loans of long term in nature) loans which requires approval under Section 180 (1) (c) of the Companies Act, 2013.

In view of the above, the Board of Directors, at their meeting held on 27<sup>th</sup> May 2014 recommended increasing the borrowing powers from the present level of Rs.1500 Crores to Rs.2500 Crores. The Borrowing in excess of the Paid-up Capital and free reserves of the Company requires the prior approval of the Shareholders by way of a Special Resolution under Section 180 (1) (c) of the Companies Act, 2013.

The Board recommends the passing of the resolution by the Members of the Company, as set out in Item No.2 of the Postal Ballot Notice, by casting their vote through the Postal Ballot Form / E-Voting as explained in the notes appended herewith.

None of the Directors is interested or concerned in this resolution.

By Order of the Board

Place: Chennai  
Date: May 27, 2014

K.SURESH  
Company Secretary

Registered Office: 4th Floor, Sigappi Achi Building,  
18/3 Rukmini Lakshmiipathi Salai,  
Egmore, Chennai-600008.