

Shriram EPC Limited
Regd. office: 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai,
Egmore, Chennai-600008. Ph.: 044-49015678 Fax: 044-49015655
Email: suresh@shriramepc.com website:www.shriramepc.com
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 (the **Act**), and other applicable provisions of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules under the Act, that the resolutions appended below are 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.

Change of name and Amendment to the Memorandum & Articles of Association of the Company

“RESOLVED THAT pursuant to the provisions of Section 4 read with Section 13 of the Companies Act, 2013 and other applicable provisions of the Companies Act, 2013 if any, and subject to the approval of the Central Government (powers delegated to the Registrar) and reservation of name by the Registrar of Companies the name of the company be changed from Shriram EPC Limited to SEPC Limited and the name of Shriram EPC Limited, wherever it appears in the memorandum, articles, documents, etc. be substituted by the new name ' SEPC Limited in due course.”

“RESOLVED FURTHER THAT pursuant to the provisions of section 13 and applicable rules and other applicable provisions, if any, of the Companies Act, 2013 the Memorandum of Association of the Company be and is hereby altered by substituting the following Clause thereof: Clause I

The name of the Company is **“SEPC Limited”**

“RESOLVED FURTHER THAT the name “Shriram EPC Limited” wherever it appears in the Articles of Association of the Company be substituted by the new name SEPC Limited

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company(which term shall be deemed to include any committee which the Board may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorised to do all such acts, deeds, matters and things as may, in its absolute discretion, deem necessary, expedient, usual or proper and to settle any question or difficulty that may arise with regard to the above or any other matters incidental or consequential thereto.”

This Notice will be available on the website of the Company (www.shriramepc.com), besides being communicated to the National Stock Exchange of India Limited and BSE Limited.

For Shriram EPC Limited

Place: Chennai
Date: December 08 2020

K Suresh
Vice President & Company Secretary

Registered Office:
Sigappi Achi Building, 4th Floor
18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai-600008

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 **electronically**, 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 Friday, the 4th December 2020.**

The Board has appointed Mr. Rajib Lochan Sarangi, Practising Company Secretary, Chennai, as the Scrutinizer for conducting the postal ballot/ e voting process in accordance with the law and in a fair and transparent manner.

The shareholders of the Company are required to exercise their voting rights electronically after reading the instructions clearly that is attached herewith.

The special resolution 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 cast against, with respect to the said resolution.

The Scrutinizer will submit his 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/ e voting 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 **11th January, 2021.** at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008. The date of declaration of the postal ballot / e voting result will be taken to be the date of passing of the resolution. The results shall also be displayed on the website of the Company www.shriramepc.com.

The results of the postal ballot/ e voting 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.

In compliance with Clause 35B of the listing agreements entered into with the Stock exchanges and the provisions of Section 108, 110 of the Companies Act 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has extended e-voting facility for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form.

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
- (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 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:

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

At the Board meeting held on 13th day of November, 2020, the Directors of the Company put forward the proposal to change the name of the Company by the new name “SEPC Limited”, which would give better representation in the Market. Subsequently the Company has applied to Central Registration Centre (CRC), Ministry of Corporate Affairs for approval of above name. The name “SEPC Limited”, has been approved by CRC vide its name approval letter dated 19th November 2020 which is valid for 60 days.

The proposed change of name will not affect any of the rights of the Company or of the shareholders/stakeholders of the Company.

The Board of Directors discussed the same and is of the opinion that the name of the company be changed from ‘Shriram EPC Limited’ to ‘SEPC Limited’. As a result of change in the name, the clause I of the Memorandum of Association is also required to be suitably amended.

As per the provisions of Section 13 of the Companies Act, 2014, approval of the shareholders is required to be accorded for changing the name of the Company & consequent alteration in the Memorandum of Association and Articles of Association by way of passing a Special Resolution

Your Directors recommend the above to the shareholders to be passed as a Special Resolution. None of the Directors or their relatives are deemed to be concerned or interested in any way in this resolution.

For Shriram EPC Limited

Place: Chennai
Date: December 08, 2020

K Suresh
Vice President & Company Secretary

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

Notes: - 1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.

2. The emailing of the Notice for the purpose of e voting will be completed by Thursday, the, 10th December, 2020. The process of evoting starts from Friday the 11th December 2020 and ends on Saturday the 9th January 2021.

3. The Postal Ballot / e voting Notice is being sent to the Members whose names appear on the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited as on Friday, December 04,2020 The Postal Ballot/ e voting Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding). For Members whose email IDs are not registered, are requested to download the notice from the website of the Company i.e. www.shriramepc.com or from both the Stock Exchanges; BSE Limited i.e. www.bseindia.com and National Stock Exchange Limited www.nseindia.com follow the procedure as mentioned in the notice to cast their votes.

4. Members whose names appear on the Register of Members / List of Beneficial Owners as on December 04, 2020 will be considered for the purpose of e voting.

5 Resolution passed by the Members through postal ballot/e voting is deemed to have been passed as if they have been passed at a General Meeting of the Members.

6. Members who have not registered their e-mail addresses so far are requested to register their e-mail addresses for receiving all communications including Annual Report, Notices, Circulars, etc from the Company electronically.

7. Members who have not received Notice, can download the same from the Company's website www.shriramepc.com or from the stock exchange's website: www.bseindia.com, www.nseindia.com. Members can also ask the same by sending mail to the Company on info@shriramepc.com.

8. The Members can opt for only one mode of voting, i.e., by e-voting. In case Members cast their votes through any other modes, voting done by e-voting shall prevail and votes cast through any other option will be treated as invalid.

9.. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on December 04, 2020.

10. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made there under, the Company has provided the facility to the Members to exercise their votes electronically and vote on all the resolutions through the e-voting service facility arranged by CDSL. The instructions for electronic voting are annexed to this Notice.

11. A Member cannot exercise his/her vote by proxy on postal ballot (e-voting).

12. The Scrutinizer will submit his report after the completion of scrutiny, and the result of the voting by postal ballot will be announced by the Mr. T Shivaraman, Managing Director/ Mr. K Suresh, Vice President & Company Secretary of the Company duly authorized, on Monday, January 11, 2021 at the registered office and will also be displayed on the website of the Company (www.shriramepc.com), besides being communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent on the said date.

13. The date of declaration of results of the postal ballot, i.e. on Monday, January 11, 2021, shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

14. All the material documents referred to in the explanatory statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice.

15. For any query and/or grievances members can contact to the Company on info@shriramepc.com and/or RTA of the Company i.e. Cameo Corporate Services Limited on shriramepc@cameoindia.com. VOTING THROUGH ELECTRONIC MEANS in compliance with the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with the related Rules, the Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its Members. The instructions for shareholders voting electronically are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Friday, the 11th December, 2020 and ends on Saturday, 09th January 2021. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday 04th December, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,

- b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 8 digits of 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 in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on “SUBMIT” tab.

(ix) Members holding shares in physical form will then directly reach 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> (Shriram EPC Limited) on which you choose to vote.

(xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password, then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.com, under help section or write an email to helpdesk.evoting@cdslindia.com