

The Bombay Stock Exchange Ltd.,  
Department of Corporate Services,  
P.J. Towers, 14<sup>th</sup> Floor,  
Dalal Street,  
MUMBAI-400 001.

March 26,2013

The National Stock Exchange of India Ltd.,  
Department of Corporate Services,  
Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra-Kurla Complex,  
MUMBAI-400 051.

Dear Sir,


**Sub: Declaration of the Results of Postal Ballot**

We are enclosing herewith the Scrutinizer Report issued by Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretary in Practice dated 25<sup>th</sup> March 2013 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Section 372A of the Companies Act 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 which has been completed vide Notice of Postal Ballot dated 30<sup>th</sup> May 2012 for the following item of business:

For the sale / transfer <sup>of</sup> ~~to~~ equity shares in Shriram EPC (Singapore) Pte Limited held by the Company to Shriram Industrial Holdings Private Limited and the consequent transfer of the equity shares held indirectly by the Company in Orient Green Power Company Limited, Blackstone Group Technologies Private Limited, Hamon Shriram Cottrell Private Limited, Leitwind Shriram Manufacturing Limited, Shriram EPC (Singapore) Pte Limited and Shriram SEPL Composites Private Limited to its promoter, Shriram Industrial Holdings Private Limited.

We request you to kindly take the same on record.

Yours faithfully,  
For **Shriram EPC Limited**,

  
**K. SURESH,**  
Company Secretary.

Encl.: Scrutiniser's Report attached.

**Shriram EPC Limited**

1st Floor (Northern Wing), 'Rajah Annamalai Building', No.18/3, Rukmani Lakshmiipathi Salai,  
Egmore, Chennai - 600 008, India. Ph: +91 44 49005555, Fax: +91 44 49005599

Regd. Office : 4th Floor, Sigapi Achi Building, Door No.18/3, Rukmani Lakshmiipathi Salai,  
Egmore, Chennai - 600 008. Ph: +91 44 49015678 Fax: +91 44 49015655

website: www.shriramepc.com



25<sup>th</sup> March, 2013

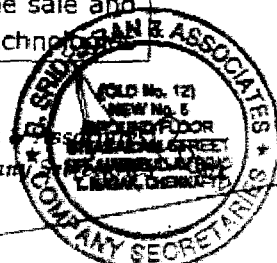
**The Managing Director**  
**Messrs. Shriram EPC Limited**  
 Sigappi Achi Building, 4<sup>th</sup> Floor,  
 No.18/3, Rukmini Lakshmi Pathi Road,  
 Egmore, Chennai - 600 008.

Dear Sir,

**Sub: Passing of Resolution through Postal Ballot**

Pursuant to the resolution passed by the Board of Directors of **M/s. Shriram EPC Limited** at their meeting held on 22<sup>nd</sup> February, 2013, We have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolution:

Reference to the Companies Act, 1956	Type and Description of the resolution
Section 293 (1) (a)	<p><b><u>Ordinary Resolution</u></b></p> <p><b>"RESOLVED THAT</b> pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and other laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board of Directors of the Company (hereinafter the <b>Board</b>, which term shall be deemed to include any Committee thereof) for the sale and transfer of 20,210,020 equity shares of Shriram EPC (Singapore) Pte Ltd held by the Company at a price aggregating to INR 148.20 crores to Shriram Industrial Holdings Private Limited and the consequent indirect transfer of the shares of Orient Green Power Company Limited held by the Company through Shriram EPC (Singapore) Pte Ltd, to Shriram Industrial Holdings Private Limited.</p> <p><b>RESOLVED FURTHER THAT</b> pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and other laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board for the sale and transfer of 374,429 equity shares of Blackstone Group Techno</p>





Private Limited held by the Company at a price aggregating to INR 3.32 crores to Shriram Industrial Holdings Private Limited.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and other laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board for the sale and transfer of 8,660,445 equity shares of Hamon Shriram Cottrell Private Limited held by the Company at a price aggregating to INR 33.90 crores to Shriram Industrial Holdings Private Limited.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and other laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board for the sale and transfer of 80,697,877 equity shares of Leitwind Shriram Manufacturing Limited held by the Company at a price aggregating to INR 73.70 crores to Shriram Industrial Holdings Private Limited.

**RESOLVED FURTHER THAT** pursuant to the applicable provisions of, the Companies Act, 1956 (including any statutory modification or re-enactment thereof for the time being in force) and other laws and regulations applicable thereunder, provisions in the Memorandum of Association and Articles of Association of the Company, the consent of the Company be and is hereby granted to the Board for the sale and transfer of 11,650,001 equity shares of Shriram SEPL Composites Private Limited held by the Company at a price aggregating to INR 6.52 crores to Shriram Industrial Holdings Private Limited.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate the price and terms and conditions for the sale and transfer of the shares referred above, to Shriram Industrial Holdings Private Limited, in the best interests of the Company and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be considered expedient and necessary in order to give effect to each of the aforesaid resolutions."





We report that the Postal ballot notice dated **22<sup>nd</sup> February, 2013** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on 23<sup>rd</sup> February, 2013 under secured mode by Department of Posts, India. We report that as stated in the notice sent to the shareholders, the Company had fixed **25<sup>th</sup> March, 2013** as the last date for receipt of Postal Ballots. The Company has filed the **Calendar of events** with the Registrar of Companies, Chennai the e- Form No. 61 on 2<sup>nd</sup> March, 2013 vide SRN B69259547. As stated in Rule 3(c) of Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 an advertisement was published by the Company in "**THE HINDU BUSINESS LINE**" in English and "**THINABOOMI**" in Tamil on 25<sup>th</sup> February, 2013 informing about the despatch of the Postal Ballot forms and other related matters mentioned therein. We report that we have received the Postal Ballot forms from the shareholders during the period starting from **2<sup>nd</sup> March, 2013** to **25<sup>th</sup> March, 2013**.

All the Postal Ballot forms received upto the closure of working hours (05.30 P.M.) on **25<sup>th</sup> March, 2013**, the last date fixed by the Company for receipt of the forms, were considered for our scrutiny.

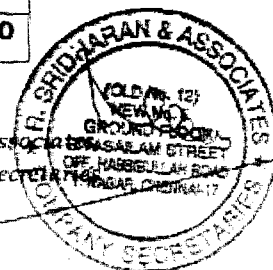
Envelopes containing postal ballot forms returned undelivered aggregated to 27 (Twenty Seven only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot Forms were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **8973** Shareholders, we have received polled Ballot Forms from **280** Shareholders and the details of polling results are given below:

Total No. of Shareholders	<b>8973</b>
Total No. of Shares	<b>44,355,184</b>
Receipt of Postal Ballot Forms	<b>2<sup>nd</sup> March, 2013 to 25<sup>th</sup> March, 2013</b>
Total Postal Ballot Forms Received	<b>280</b>





Less: Invalid Postal Ballot Forms	1
Net Postal Ballot Forms	279
Valid Postal Ballot Forms	279

*\*Invalid Postal Ballot was not taken into account for the voting.*

**Ordinary Resolution** under Section 293 (1) (a) of the Companies Act, 1956 for sale of and transfer of shares of associate / subsidiaries and joint venture companies.

**Summary of Postal Ballot**

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	269	34152556	99.99
Dissent	10	4450	0.01
<b>Total</b>	<b>279</b>	<b>34157006</b>	<b>100</b>

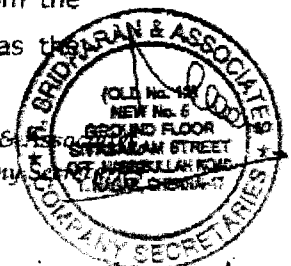
**RESULTS:**

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the **Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956** as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

The results of the resolution passed through Postal Ballot pursuant to Section 192A of the Companies Act, 1956 read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 is annexed hereto.

We further report that as per the Board Resolution dated 22<sup>nd</sup> February, 2013, the Managing Director & CEO or any other Director or Mr. K Suresh, Vice President and Company Secretary may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein on 26<sup>th</sup> March, 2013 at 11.00 a.m. at D-17, SIPCOT Industrial Complex, Gummidipoondi - 601 201 and the results of the postal ballot should be displayed at the Registered Office and also posted on the Company's website - [www.shriramepc.com](http://www.shriramepc.com). The results shall also be communicated to the Stock Exchanges where the Company's shares are listed.

We further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has complied with the provisions of the Rules. We further report that as per the said Rules, the records maintained by me such as, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the





name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares rejected), ballot papers and other related papers are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,  
For **R. SRIDHARAN & ASSOCIATES**  
**COMPANY SECRETARIES**

*[Handwritten Signature]*  
**CS. R. SRIDHARAN**  
C P No. 3239  
FCS No. 4775

Encl.: a/a





**Shriram EPC Limited**  
**Regd. Off: Sigappi Achi Building, 4<sup>th</sup> Floor, No.18/3, Rukmini Lakshmi pathi**  
**Road, Egmore, Chennai - 600 008**

**SUMMARY OF POSTAL BALLOT**

PARTICULARS	RESOLUTION	No of votes
NO. OF POSTAL BALLOT FORMS RECEIVED	280	34157306
<b>LESS:-</b> NO. OF POSTAL BALLOT INVALID	1	300
<b>NO.OF VALID POSTAL BALLOT FORMS</b>	279	34157006
NO OF VOTES CAST ASSENT	269	34152556
NO OF VOTES CAST DISSENT	10	4450

**FOR R. SRIDHARAN & ASSOCIATES**  
**COMPANY SECRETARIES**

*[Signature]*  
**CS R.SRIDHARAN**  
**C.P.NO.3239**  
**FCS NO.4775**

PLACE: Chennai  
DATE: 25<sup>th</sup> March, 2013

