

June 21, 2013

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

The National Stock Exchange of India Ltd.,
Department of Corporate Services,
Exchange Plaza, 5th 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 19th June 2013 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, 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 10th May 2013 for the following items of business:

- a. Reappointment of Mr. T Shivaraman as the Managing Director & CEO of the Company
- b. Reappointment of Mr. M Amjad Shariff as the Joint Managing Director of the Company

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 Lakshmi pathi 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 Lakshmi pathi Salai,
Egmore, Chennai - 600 008. Ph: +91 44 49015678 Fax: +91 44 49015655

website: www.shriramepc.com



An ISO 9001 (2008) Company



Annexure

RESULTS OF THE RESOLUTIONS PASSED THROUGH POSTAL BALLOT, PURSUANT TO SECTION 192 A OF THE COMPANIES ACT, 1956 WITH REGARD TO THE ITEMS AS SET OUT IN THE NOTICE OF THE POSTAL BALLOT OF Shriram EPC Limited

ORDINARY RESOLUTION

ITEM NO.1 IN THE NOTICE OF POSTAL BALLOT

"RESOLVED THAT In accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. T Shivaraman as Managing Director & CEO of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. T Shivaraman.

RESOLVED FURTHER THAT In the event of absence or inadequacy of profits in any financial year, Mr. T Shivaraman will be paid remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

PARTICULARS	NO. OF POSTAL BALLOT FORMS	NO. OF VOTES	%
TOTAL POSTAL BALLOT FORMS RECEIVED	190	33184930	N.A.
LESS:- REJECTED POSTAL BALLOT FORMS	2	380	N.A.
NET VALID POSTAL BALLOT FORMS	188	33184550	100
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	161	33177539	99.98
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	27	7011	0.02





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 Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956, with regard to the Item No. 1 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

ITEM NO.2 IN THE NOTICE OF POSTAL BALLOT

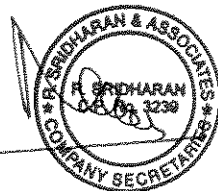
"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. M Amjad Shariff as the Joint Managing Director of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. M Amjad Shariff.

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RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

PARTICULARS	NO. OF POSTAL BALLOT FORMS	NO. OF VOTES	%
TOTAL POSTAL BALLOT FORMS RECEIVED	190	33184930	N.A.
LESS:- REJECTED POSTAL BALLOT FORMS	2	380	N.A.
NET VALID POSTAL BALLOT FORMS	188	33184550	100
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	155	33177276	99.98
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	33	7274	0.02





R. Sridharan & Associates

Company Secretaries

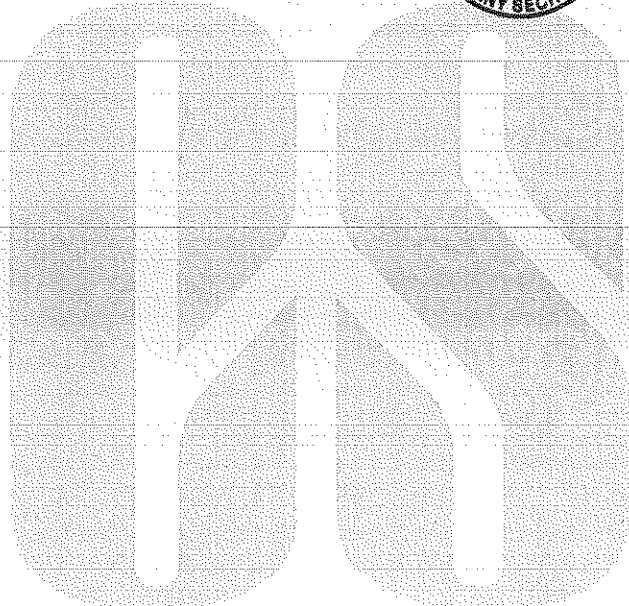
... Continuation Sheet

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 Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956, with regard to the Item No. 2 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

For R.Sridharan & Associates
Company Secretaries

CS R Sridharan
C P No.3239
FCS NO.4775

CHENNAI
19th June, 2013



19th June, 2013

The Managing Director
Messrs. Shriram EPC Limited
Sigappl Achi Building, 4th Floor,
No.18/3,Rukmini Lakshmi pathi Road,
Egmore, Chennai – 600 008.

Dear Sir,

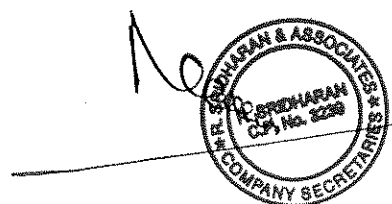
Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **M/s.Shriram EPC Limited** at their meeting held on 10th May, 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
<p>Sections 198, 269, 309 read with Sch XIII and other applicable provisions of the Act.</p>	<p><u>Ordinary Resolution</u></p> <p>"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. T Shivaraman as Managing Director & CEO of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. T Shivaraman.</p> <p>RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. T Shivaraman will be paid remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.</p> <p>RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or</p>



	<p>any amendments made thereto from time to time.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.</p>
<p>Sections 198, 269, 309 read with Sch XIII and other applicable provisions of the Act.</p>	<p><u>Ordinary Resolution</u></p> <p>"RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the consent of the Company be and is hereby accorded to the re-appointment of Mr. M Amjad Shariff as the Joint Managing Director of the Company for a period of three years from September 20, 2012 to September 19, 2015, on the terms and conditions including remuneration as approved by the Shareholders at the meeting held on 29th September 2010 in accordance with Schedule XIII to the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) or any amendments and / or modification(s) that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the board and Mr. M Amjad Shariff.</p> <p>RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year, Mr. M Amjad Shariff will be paid remuneration subject to the limits specified under Section II of Part II of Schedule XIII of the Companies Act, 1956.</p> <p>RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company as it may at its discretion deem fit, so as not to exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any Statutory modification or re-enactment thereof, for the time being in force), or any amendments made thereto from time to time.</p> <p>RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.</p>





We report that the Postal ballot notice dated **10th May, 2013** under Section 192A of the Companies Act, 1956, was Issued Individually to all the shareholders and the notices were despatched on 20th May, 2013 under secured mode by Department of Posts, Indla. We report that as stated In the notice sent to the shareholders, the Company had fixed **19th June, 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 16th May, 2013 vide SRN B75082651. 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 21st May, 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 **30th May,2013** to **19th June, 2013**.

All the Postal Ballot forms received upto the closure of working hours (05.30 P.M.) on **19th June, 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 38 (Thirty Eight only). These envelopes were not opened and they are separately maintained.

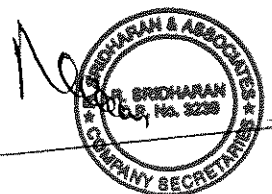
During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

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 **8849** Shareholders, we have received polled Ballot Forms from **190** Shareholders and the details of polling results are given below:

Total No. of Shareholders	8,849
Total No. of Shares	4,43,55,184
Receipt of Postal Ballot Forms	30 th May,2013 to 19 th June,2013
Total Postal Ballot Forms Received	190
Less: Invalid Postal Ballot Forms	2
Net Postal Ballot Forms	188
Valid Postal Ballot Forms	188

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



**ITEM NO.1 IN THE NOTICE OF POSTAL BALLOT**

Ordinary Resolution pursuant to Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956 for Re-appointment of Mr. T Shivaraman as Managing Director & CEO of the company.

Summary of Postal Ballot

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	161	33177539	99.98
Dissent	27	7011	0.02
Total	188	33184550	100

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 Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956, with regard to the Item No. 1 as set out in the Notice of Postal Ballot has been passed by the shareholders with requisite majority.

ITEM NO.2 IN THE NOTICE OF POSTAL BALLOT

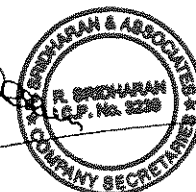
Ordinary Resolution pursuant to Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956 for Re-appointment of Mr. M Amjad sheriff as Joint Managing Director of the company.

Summary of Postal Ballot

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	155	33177276	99.98
Dissent	33	7274	0.02
Total	188	33184550	100

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 Sections 198,269,309 read with schedule XIII and all other provisions of the Companies Act, 1956, with regard to the Item No. 2 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 10th May, 2013, Mr, S R Ramakrishnan, Chairman of the Board of directors of the Company 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 20th June, 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. 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.

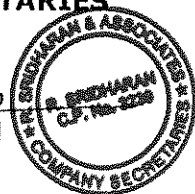
We thank you for the opportunity given to act as a Scrutinizer for the above Postal Ballot.

Thanking You

Yours faithfully,

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

CS R. SRIDHARAN
C P No. 3239
FCS No. 4775



Encl.: a/a