

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

August 6, 2013

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 5<sup>th</sup> August 2013 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Section 293(1) (a) read with Section 192A 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 27<sup>th</sup> June 2013 for the following items of business:

We request you to kindly take the same on record.

Thanking you,

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 / 42692155

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Egmore, Chennai - 600 008, Ph: +91 44 49005555, Fax: +91 44 49005599



5<sup>th</sup> August,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 27<sup>th</sup> June, 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
<b>Sections 293 (1) (a) and other applicable provisions of the Act.</b>	<p><b><u>Ordinary Resolution</u></b></p> <p>"RESOLVED that pursuant to the provisions of Section 293(1)(a) read with Section 192A and other applicable provisions of the Companies Act, 1956, if any, the consent of the Company be and is hereby accorded, to the Board of Directors of the company to enter into a Sale Agreement and execute a Slump Sale Agreement for transfer of 11 Nos. Wind Electric Generators totaling to 16.2 MW capacity to M/s. Hexa Wind Private Limited for a consideration as may be decided and that the Board of Directors be and are hereby authorized to complete the transfer and make such modifications as may be considered necessary in the best interest of the Company."</p>

We report that the Postal ballot notice dated **27<sup>th</sup> June, 2013** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on 5<sup>th</sup> July, 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 **5<sup>th</sup> August, 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 1<sup>st</sup> July, 2013 vide SRN B78391026. 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 **8<sup>th</sup> July, 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 **20<sup>th</sup> July, 2013** to **5<sup>th</sup> August, 2013**.

All the Postal Ballot forms received upto the closure of working hours (05.30 P.M.) on **5<sup>th</sup> August, 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 55 (Fifty Five 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 **8817** Shareholders, we have received polled Ballot Forms from **211** Shareholders and the details of polling results are given below:

Total No. of Shareholders	<b>8,817</b>
Total No. of Shares	<b>4,43,58,184</b>
Receipt of Postal Ballot Forms	<b>20<sup>th</sup> July, 2013 to 5<sup>th</sup> August, 2013</b>
Total Postal Ballot Forms Received	<b>211</b>
Less: Invalid Postal Ballot Forms*	<b>2</b>
Net Postal Ballot Forms	<b>209</b>
Valid Postal Ballot Forms	<b>209</b>

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





**SPECIAL BUSINESS**

**Ordinary Resolution** pursuant to Section 293 (1) (a) and other applicable provisions of the Companies Act, 1956 Transfer of 11 Nos. Wind Electric Generators totaling to 16.2 MW capacity to M/s. Hexa Wind Farm Private Limited by way of Slump Sale.

**Summary of Postal Ballot**

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	196	18023223	99.99
Dissent	13	2378	0.01
Total	209	18025601	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 Section 293 (1) (a) and other applicable provisions 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 27<sup>th</sup> June, 2013, Mr. S R Ramakrishnan, Chairman of the Board of directors of the Company or any other Director of the company 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 Tuesday, 6<sup>th</sup> August, 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**

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

Encl.: a/a





**Annexure**

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

**ORDINARY RESOLUTION**

**NOTICE OF POSTAL BALLOT**

"RESOLVED that pursuant to the provisions of Section 293(1)(a) read with Section 192A and other applicable provisions of the Companies Act, 1956, if any, the consent of the Company be and is hereby accorded, to the Board of Directors of the company to enter into a Sale Agreement and execute a Slump Sale Agreement for transfer of 11 Nos. Wind Electric Generators totaling to 16.2 MW capacity to M/s. Hexa Wind Private Limited for a consideration as may be decided and that the Board of Directors be and are hereby authorized to complete the transfer and make such modifications as may be considered necessary in the best interest of the Company."

PARTICULARS	NO. OF POSTAL BALLOT FORMS	NO. OF VOTES	%
TOTAL POSTAL BALLOT FORMS RECEIVED	211	18025761	N.A.
LESS:- REJECTED POSTAL BALLOT FORMS	2	160	N.A.
NET VALID POSTAL BALLOT FORMS	209	18025601	100
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	196	18023223	99.99
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	13	2378	0.01

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) and other applicable provisions of the Companies Act, 1956 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  
5<sup>th</sup> August, 2013

