

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

31<sup>st</sup> October 2014

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 31<sup>st</sup> October, 2014 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Sections 14, 42, 61 62, 62 (1)(c), 180 (1) (a), 180 (1)(c) and 186 read with Section 110 of the Companies Act 2013 also read with Companies (Management and Administration) Rules, 2014 which has been completed vide Notice of Postal Ballot dated 26<sup>th</sup> September 2014.

We request you to kindly take the same on record.

Thanking you,

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



**K. SURESH,**  
Company Secretary.

Encl.: Scrutinizer's Report attached.

**Shriram EPC Limited**

1st Floor, 'Rajah Annamalai Building', No.18/3, Rukmani Lakshmi pathi Road,  
Egmore, Chennai - 600 008, India. Ph: +91 44 4900 5555, Fax: +91 44 4900 5599 / 4269 2155

Regd. Office : 4th Floor, 'Sigapi Achi Building', No.18/3, Rukmani Lakshmi pathi Road,  
Egmore, Chennai - 600 008. Ph: +91 44 4901 5678 Fax: +91 44 4901 5655  
E-mail: info@shriramepc.com, website: www.shriramepc.com

CIN: L74210TN2000PLC045167



31<sup>st</sup> October 2014

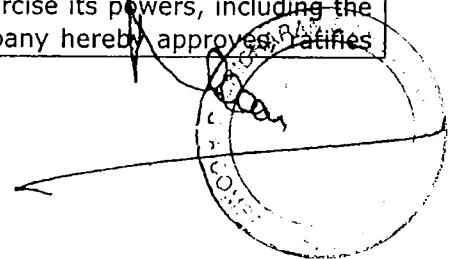
**The Chairman**  
**Messrs. Shriram EPC Limited**  
4th Floor, Sigappi Achi Building  
18/3, Rukmini Lakshmi pathi Salai  
Egmore,  
Chennai-600 008

Dear Sir,

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

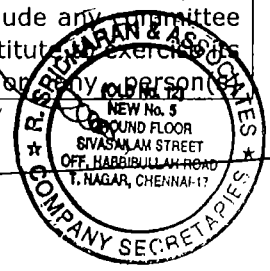
Pursuant to the resolutions passed by the Board of Directors of **M/s. Shriram EPC Limited** on 11<sup>th</sup> September, 2014, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolutions:

Referenc e to the Compani es Act, 2013	Type and Description of the resolutions
<b>Compan ies Act, 2013</b>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> subject to the applicable provisions of the Companies Act, 2013, along with the rules thereunder and all other applicable laws (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of Shriram EPC Limited (the Company), listing agreements entered into with stock exchanges on which the equity shares of the Company of face value of Rs. 10 each are listed (the Equity Shares), the applicable rules, regulations, notifications, guidelines, circulars issued by the Government of India, the Reserve Bank of India and any regulatory or other appropriate authorities (including but not limited to Securities and Exchange Board of India (SEBI)), and subject to approvals, permissions, sanctions and consents as may be necessary from any regulatory or other appropriate authorities (including but not limited to SEBI, the Corporate Debt Restructuring Empowered Group (the CDR EG), the Reserve Bank of India (the RBI), Government of India, etc.) which may be agreed to by the board of directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred under this resolution), the Company hereby approves, ratifies</p>





	<p>confirms the corporate debt restructuring package by and between the Company and the lenders of the Company whose loans are being restructured (the CDR Lenders) under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR EG and communicated to the Company by the Corporate Debt Restructuring Cell (the CDR Cell) vide its letter of approval dated 11th September, 2014 (the "CDR LOA") and the Board and/or any person authorised by the Board in respect thereof from time to time, be and is hereby authorised on behalf of the Company to discuss, negotiate, amend, if required, the terms of the CDR LOA in the manner as may be approved by and between the Company and the CDR Lenders, to execute the master restructuring agreement between the Company and the CDR lenders ("MRA") to amend or make changes to the MRA and enter into other documents in pursuance of the CDR LOA and the MRA, implement the CDR LOA and the MRA, on the basis of the terms set out in the CDR LOA and the MRA as may be agreed between the respective parties, and execute the necessary documents for the same including, inter alia issuance of Equity Shares to the promoter of the Company and to such other persons in terms of the CDR LOA and MRA."</p>
<p><b>Section 42,62 and all other applicable provisions of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant/subject to the provisions of Section 42, Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and/or the applicable rules, regulations, notifications, guidelines and circulars, if any, issued by the Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), the Reserve Bank of India (RBI), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the equity listing agreements (the Listing Agreement) entered into by Shriram EPC Limited ('Company') with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE, together with the BSE, the Stock Exchanges) where the Company's equity shares of face value of Rs. 10 each (the Equity Shares) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute) or any person or persons exercising the powers including the powers conferred hereunder on any person or persons</p>





authorized by the Board to exercise the powers conferred on the Board) and in terms of and furtherance to the scheme of corporate debt restructuring package (the CDR Package) by and between the Company and the lenders of the Company whose loans are being restructured (the CDR Lenders) and pursuant to the CDR Package under the corporate debt restructuring scheme issued by the RBI and the corporate debt restructuring guidelines formulated thereunder, which has been approved by the CDR Empowered Group (the CDR EG) and communicated to the Company by the Corporate Debt Restructuring Cell (the CDR Cell) vide its letter of approval dated 11th September, 2014 (the CDR LOA) and approval of the shareholders and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and in compliance of the terms of the master restructuring agreement to be executed by and between the Company and its CDR Lenders (the MRA), the Company and the Board be and is hereby authorised to create, offer, issue and allot, up to 3,20,00,000 Equity Shares to Shriram Industrial Holdings Limited (Promoter), at a price of Rs. 50/- (Rupees fifty) per Equity Share (Including premium of Rs. 40 (Rupees forty) per Equity Share aggregating up to Rs. 160 crores (Rupees one hundred and sixty crores), on a preferential allotment basis (Preferential Allotment) in one or more tranches, at such time or times and on such further terms and conditions as may be finalized by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations.

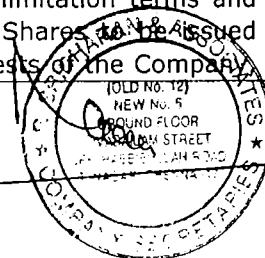
**RESOLVED FURTHER THAT** the said Equity Shares to be so issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determining the issue price under ICDR Regulations for the Preferential Allotment shall be Thursday, 11th September, 2014, i.e. the date of approval of Corporate Debt Restructuring Scheme / Package by CDR EG.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted within the period prescribed under the applicable laws and shall be subject to lock in as provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to negotiate the price and terms and conditions of the said Equity Shares to be issued pursuant to the Preferential Allotment, in the best interests of the Company, and to do all such acts, deeds and things as may be considered expedient and necessary in order to give effect to the Preferential Allotment.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and conditions relating to variation of price) of the Equity Shares to be issued pursuant to the Preferential Allotment, in the best interests of the Company.





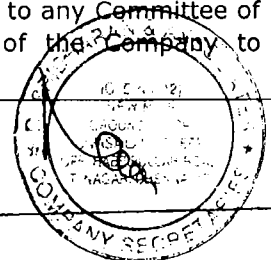
and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, private placement offer letters, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares pursuant to the Preferential Allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to the provisions of ICDR Regulations and other applicable laws, the Board be and is hereby authorized on behalf of the Company to vary, modify, or alter any of the relevant terms and conditions of the Preferential Allotment to Shriram Industrial Holdings Limited as it may deem expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise and execute all definitive agreements and other incidental documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to each of the aforesaid resolutions for creation, issue and allotment of the said Equity Shares pursuant to the Preferential Allotment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchanges).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors/Managing Director or any other Officer(s) of the Company to implement the aforesaid resolutions.

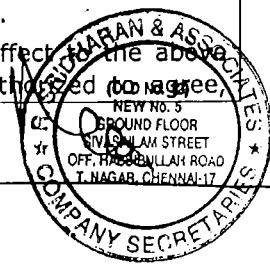




	<p><b>RESOLVED FURTHER THAT</b> all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."</p>
<p><b>Section 61 and other applicable provisions of the Companies Act, 2013.</b></p>	<p><b>ORDINARY RESOLUTION</b></p> <p>"<b>RESOLVED THAT</b> pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder the authorised share capital of Shriram EPC Limited ('Company') be increased from Rs.385,00,00,000/- (Rupees three hundred and eighty five crores) divided into 8,50,00,000 Equity Shares of Rs.10/- each and 3,00,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each to Rs.410,00,00,000/- divided into 11,00,00,000 equity shares of Rs.10/- each and 3,00,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each and consequently, the existing Clause V of the Memorandum of Association of the Company relating to the share capital be amended by replacing the same with following, as given below.</p> <p>V. The Authorised Share Capital of the Company is Rs. 410,00,00,000/- divided into 11,00,00,000 equity shares of Rs.10/- each and 3,00,00,000 Cumulative Redeemable Preference Shares of Rs. 100/- each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being. The Company has power to increase or reduce the Share Capital in accordance with the provisions of the Companies Act, 2013.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of Directors be and is hereby authorised to finalize and execute all documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to the aforesaid resolution."</p>
<p><b>Section 180 (1) (a) of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p>"<b>RESOLVED THAT -</b></p> <p>The consent of Shriram EPC Limited ('Company') be and is hereby accorded in terms of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules thereunder:</p> <p>A) To mortgaging and/or charging by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) of all the immovable and moveable properties of the</p>

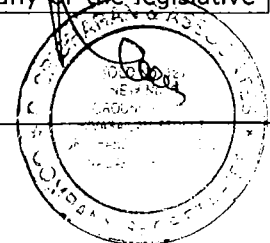


	<p>Company wheresoever situate, present and future, and the whole of the undertaking of the Company to or in favour of institutions / banks (lenders) or the trustees for the lenders of the Company to secure the financial assistances granted / to be granted by the lenders upto an amount in the aggregate not exceeding Rs.4000 crores, together with all interest thereon, commitment charge, costs, charges, expenses, including any increase as a result of devaluation/ revaluation/ fluctuation in the rates of foreign currencies involved and all other moneys payable by the Company to the lenders in terms of the respective facility agreements entered into by the Company in respect of the aforesaid assistances and</p> <p>B) To the Board of the Company agreeing with the lenders in terms of the respective facility agreements / security documents to reserve a right to take over the management of the business and concern of the Company in certain events.</p> <p><b>RESOLVED FURTHER THAT</b> the Board of the Company be and is hereby authorized to finalise with the lenders / trustees for the lenders of the Company documents for creating aforesaid mortgage and /or charge and for reserving the aforesaid right and to do all such acts and things as may be necessary for giving effect to the above resolutions.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to finalize and execute all documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to the aforesaid resolution."</p>
<p><b>Section 186 of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> in supersession of all the resolution passed by the shareholders of the Company, consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and rules thereunder and subject to the approval of the Reserve Bank of India, if any, and other applicable rules, regulations, guidelines notifications and circulars (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, to the board of directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) 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 and rules thereunder (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.1000 Crores.</p> <p><b>RESOLVED FURTHER THAT</b> for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree,</p>





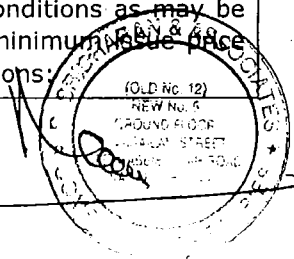
	<p>make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which loans / advances / guarantees, that may be given or made, as may be determined by the Board thereof and the Board is also 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 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."</p>
<p><b>Section 180 (1) (c) of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p>"<b>RESOLVED THAT</b> in supersession of the resolutions passed earlier by the shareholders of the Company, 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 of the Company (the Board), (including any committee which the board of directors has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), to borrow moneys from time to time notwithstanding 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.3000 crores (Rupees three thousand crores only).</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to finalize and execute all documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to the aforesaid resolution."</p>
<p><b>Section 14 of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p>"<b>RESOLVED THAT</b> pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013 and rules thereunder, the following Article 3 be substituted in place of existing Article 3 of the Articles of Association of the Company.</p> <p>ARTICLE 3:</p> <p>The Authorised Share Capital of the Company is Rs. 410,00,00,000/- divided into 11,00,00,000 Equity Shares of Rs.10/- each and 3,00,00,000 Convertible Preference Shares of Rs. 100/- each. The Company shall have power to increase or reduce its capital into different classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Articles of Association of the Company or the legislative</p>







	<p>provisions in force in that behalf.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to finalize and execute all documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to the aforesaid resolution."</p>
<p><b>Sections 42 and 62(1)(c) and all other applicable provisions of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>"RESOLVED THAT</b> pursuant to the provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and/or the applicable rules, regulations, notifications, guidelines and circulars, if any, issued by the Securities and Exchange Board of India (SEBI) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), the Reserve Bank of India (RBI), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification(s) or re-enactment thereof), the Consolidated Foreign Direct Investment Policy, updated annually, with the latest policy dated 17th April 2014 issued by the Department of Industrial Policy and Promotion, the equity listing agreements (the Listing Agreement) entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE, together with the BSE, the Stock Exchanges) where the Company's equity shares of face value of Rs. 10 each (the Equity Shares) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI, the Foreign Investment Promotion Board (FIPB) and any other appropriate authority(ies), bank(s), institution(s) or body(ies) whether in India or outside India, as may be necessary and subject to such conditions as may be prescribed by any of them in granting any such approval, consent, permission or sanction, as are accepted by the Board of Directors of the Company (the Board), which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board), the Company and the Board be and is hereby authorised to create, offer, issue and allot, up to 10000000 fully paid-up Equity Shares to the following allottee, at a price of Rs.50/- (Rupees fifty) per Equity Share including premium of Rs. 40 (Rupees forty) per Equity Share aggregating up to Rs. 50 crores (Rupees fifty crores), on a preferential allotment basis (Preferential Allotment) in one or more tranches at such time or times and on such further terms and conditions as may be finalized by the Board, subject to compliance with the minimum issue size requirement set out in Regulation 76 of the ICDR Regulations.</p>





Sr. No.	Name of the Investor	Number of Shares	Nominal Value (In Rs.)	Premium (In Rs.)	Issue Price (In Rs.)	Total Amount (In Rs.)
1	SHRIRAM INDUSTRIAL HOLDINGS LIMITED (PROMOTER)	10000000	10	40	50	50000000
	Total	10000000				50000000

**RESOLVED FURTHER THAT** the said Equity Shares to be so issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

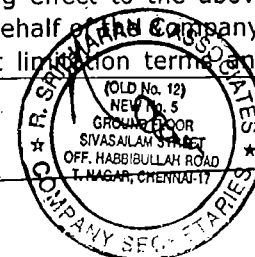
**RESOLVED FURTHER THAT** the "Relevant Date" for the purpose of determining the issue price under ICDR Regulations for the Preferential Allotment shall be 1st October, 2014, i.e. 30 days prior to the date of declaration of results of postal ballot.

**RESOLVED FURTHER THAT** the Equity Shares shall be issued and allotted by the Company to Shriram Industrial Holdings Limited within a period of 15 days from the date of passing of this resolution, provided that where any application for exemption from the applicability of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997 or any approval or permission by any regulatory authority or the Central Government for allotment is pending, the period of 15 days shall be counted from the date of order on such application or the date of approval or permission, as the case may be.

**RESOLVED FURTHER THAT** the Equity Shares to be issued and allotted shall be subject to lock in as provided under the ICDR Regulations.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to negotiate the price and terms and conditions of the said Equity Shares to be issued pursuant to the Preferential Allotment, in the best interests of the Company, and to do all such acts, deeds and things as may be considered expedient and necessary in order to give effect to the Preferential Allotment.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions (including without limitation terms and





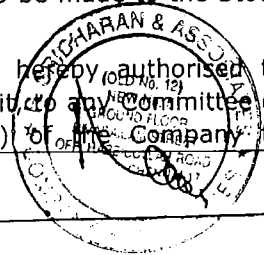
conditions relating to variation of price) of the Equity Shares to be issued pursuant to the Preferential Allotment, in the best interests of the Company, and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, private placement offer letters, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares pursuant to the Preferential Allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** subject to the provisions of ICDR Regulations and other applicable laws, the Board be and is hereby authorized on behalf of the Company to vary, modify, or alter any of the relevant terms and conditions of the Preferential Allotment to Shriram Industrial Holdings Limited as it may deem expedient.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to negotiate, finalise and execute all definitive agreements and other incidental documents, instruments and writings and to do any / all acts, deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to each of the aforesaid resolutions for creation, issue and allotment of the said Equity Shares pursuant to the Preferential Allotment.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchanges).

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it to any committee of Directors/Managing Director or any other Officer(s) of the Company to





	implement the aforesaid resolutions. <b>RESOLVED FURTHER THAT</b> all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."
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WE REPORT that the Postal ballot notice dated **26<sup>th</sup> September, 2014** under Section 110 of the Companies Act, 2013, was issued individually to all the shareholders and the notices were despatched on 29<sup>th</sup> September, 2014.

We report that as stated in the notice sent to the shareholders, the Company had fixed **29<sup>th</sup> October, 2014** as the last date for receipt of Postal Ballots and E-Voting. As stated in Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS LINE**" in English and Tamil vernacular paper "**MALAI TAMIZHAGAM**" on 30<sup>th</sup> September, 2014 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting from the shareholders during the period starting from **30<sup>th</sup> September, 2014 to 29<sup>th</sup> October, 2014**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (5.p.m) on 29<sup>th</sup> October, 2014, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.

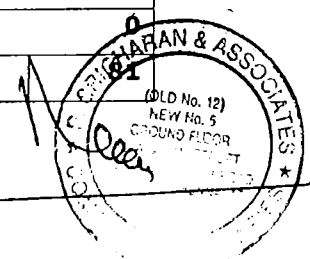
Envelopes containing Postal Ballot forms returned undelivered aggregated to 52 (Fifty two only). These envelopes were not opened and they are separately maintained.

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 and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **9741** Shareholders, we have received valid polled Ballot forms and E-Voting from **81** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	<b>30<sup>th</sup> September 2014 to 29<sup>th</sup> October 2014</b>		
Total No. of Shareholders	<b>9741</b>		
Total No. of Shares	<b>44358184</b>		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	<b>64</b>	<b>17</b>	<b>81</b>
Less: Invalid Forms*	<b>0</b>	<b>0</b>	<b>0</b>
<b>Net Valid Forms</b>	<b>64</b>	<b>17</b>	<b>81</b>





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

**Special Resolution** subject to the applicable provisions of the Companies Act, 2013, along with the rules thereunder and all other applicable laws for approval, ratification and confirmation of the corporate debt restructuring scheme in relation to the Company's debt.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	63	3822853	15	28824405	78	32647258	99.998%
Dissent	1	10	2	567	3	577	0.002%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under applicable provisions of the Companies Act, 2013, with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM NO.2 IN THE NOTICE OF POSTAL BALLOT**

**Special Resolution** subject to Section 42,62 and other applicable provisions of the Companies Act, 2013, for issue of equity shares for Rs.160 Crores on preferential basis to the Promoter, M/s. Shriram Industrial Holdings Limited pursuant to corporate debt restructuring scheme.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	59	3822709	13	28824303	72	32647012	99.997%
Dissent	5	154	4	669	9	823	0.003%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** subject to Section 42,62 and other applicable provisions of the Companies Act, 2013, with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.



**ITEM NO.3 IN THE NOTICE OF POSTAL BALLOT**

**Ordinary Resolution** pursuant to the provisions of Section 61 and other applicable provisions, if any of the Companies Act, 2013, for empowering the company to increase the Authorised Share Capital of the Company from Rs.385,00,00,000 to Rs.410,00,00,000.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	63	3822858	14	28824305	77	32647163	99.998%
Dissent	1	5	3	667	4	672	0.002%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

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 61 and all other applicable provisions of the Companies Act, 2013, with regard to Item No.3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM NO.4 IN THE NOTICE OF POSTAL BALLOT**

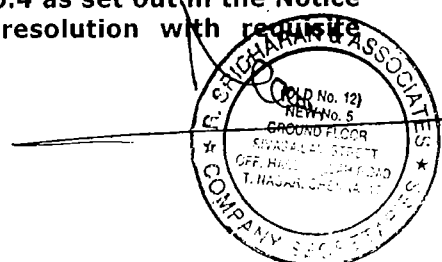
**Special Resolution** pursuant to the provisions of Section 180 (1) (a) of the Companies Act, 2013, to Sell, Lease or otherwise dispose of the whole or substantially whole of the Undertaking(s) of the Company.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	56	3822123	12	28816581	68	32638704	99.972%
Dissent	8	740	5	8391	13	9131	0.028%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 180 (1) (a) and all other applicable provisions of the Companies Act, 2013, with regard to Item No.4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.



**ITEM NO.5 IN THE NOTICE OF POSTAL BALLOT**

**Special Resolution** pursuant to the provisions of Section 186 of the Companies Act, 2013, to give Inter Corporate Loans and Advances in excess of the prescribed limits.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	50	3821884	13	28816681	63	32638565	99.972%
Dissent	14	979	4	8291	18	9270	0.028%
Total	64	3822863	17	28824972	81	32647835	100%

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 186 and all other applicable provisions of the Companies Act, 2013, with regard to Item No.5 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM NO.6 IN THE NOTICE OF POSTAL BALLOT**

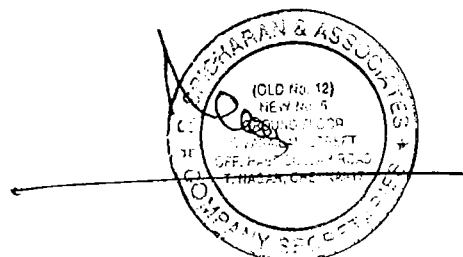
**Special Resolution** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013, to increase the Borrowing limit from Rs.2500 Crores to Rs.3000 Crores.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	54	3822133	13	28816681	67	32638814	99.972%
Dissent	10	730	4	8291	14	9021	0.028%
Total	64	3822863	17	28824972	81	32647835	100%

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 180 (1) (c) and all other applicable provisions of the Companies Act, 2013, with regard to Item No.6 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.





**ITEM NO.7 IN THE NOTICE OF POSTAL BALLOT**

**Special Resolution** pursuant to the provisions of Section 14 of the Companies Act, 2013, for approval to alter the Articles of Association of the Company.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	63	3822853	14	28824305	77	32647158	99.998%
Dissent	1	10	3	667	4	677	0.002%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 14 and all other applicable provisions of the Companies Act, 2013, with regard to Item No.7 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM NO.8 IN THE NOTICE OF POSTAL BALLOT**

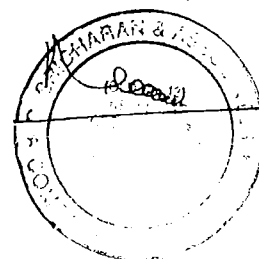
**Special Resolution** pursuant to the provisions of Section 42 and 62(1) (c) of the Companies Act, 2013, for issue of equity shares on preferential basis to Promoter, M/s. Shriram Industrial Holdings Limited to the tune of Rs.50 crores.

**Summary of Postal Ballot**

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No. of E-Voting	No. of shares (E-Voting)	Total No. of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	59	3817684	13	28824303	72	32641987	99.982%
Dissent	5	5179	4	669	9	5848	0.018%
<b>Total</b>	<b>64</b>	<b>3822863</b>	<b>17</b>	<b>28824972</b>	<b>81</b>	<b>32647835</b>	<b>100%</b>

**RESULT**

As the number of votes cast in favour of the resolution was more than three times the number of votes cast against, we report that the **Special Resolution** under Section 42 and 62(1) (c) of the Companies Act, 2013, with regard to Item No.8 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.







The result of the resolution passed through Postal Ballot pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 is annexed hereto.


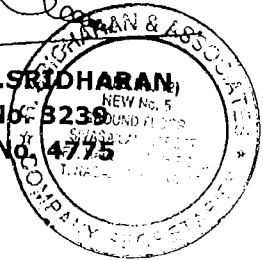
We further report that as per the notice of Postal Ballot dated 26<sup>th</sup> September, 2014 approved by the Board of Directors on 11<sup>th</sup> September, 2014, Mr. T. Shivaraman - Managing Director & CEO or Mr. K. Suresh, Vice President & Company Secretary or any one of the Directors of the Company may declare and confirm the above results of voting by postal ballot and e-voting in respect of the resolution referred to herein on Friday, the 31<sup>st</sup> October, 2014 at 11.00 a.m. at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Salai, Egmore, Chennai - 600 008. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - [www.shriramepc.com](http://www.shriramepc.com) besides communication to the Stock Exchanges where the Company's shares are listed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has generally complied with the provisions of the Rules. We further report that as per the said Rules, the records maintained by me such as postal ballot papers including voting by electronic means, 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), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting 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