

27th August, 2012

The Managing Director
Messrs. Shriram EPC Limited
Sigappi Achi Building, 4th Floor,
No.18/3, Rukmini Lakshmipathi 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 30th May, 2012, 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	Description of the Resolution	Type of Resolution
Section 372A	RESOLVED THAT pursuant to the Sections 192A and 372A of the Companies Act,1956 (Act) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and other applicable provisions, if any, of the Companies Act,1956 (Including any ordinance, statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such approvals, consents, sanctions, and permissions of appropriate authorities, the consent of the shareholders be and is hereby accorded to the Board of Directors of the company, to invest/acquire from time to time by way of subscription,purchase,conversion or otherwise equity shares, preference shares, debentures (whether convertible or non convertible) or any other financial instruments, provide securities, provide loans,guarantes from time to time on behalf of the below mentioned Companies or its Subsidiaries, for the amount exceeding the limits specified in Section 372A of the Companies Act, 1956 as per details mentioned herein :	Special Resolution



SL.no	Name of the Company	Maximum Limit (Rs.In Crores)
1	Shriram SEPL Composites Pvt.Ltd.	25
2	Haldia Coke and Chemicals Pvt.Ltd.	50
3	Leitwind Shriram Manufacturing Ltd.	25
4	Orient Green Power Company Ltd.	250
5	Sree Jayajothi Cements Ltd.	50

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to delegate all or any of the powers conferred, to any Committee of Directors or any one or more Directors of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/ or its Committee of Directors be and are hereby authorised to take all such actions and to give all such directions as may be necessary or desirable and also to settle any question or difficulty that may arise in regard to this and further to do and perform all such acts, matters, deeds and things, as may be necessary, without further referring to the members of the Company, including finalizing and executing, agreements, deeds, and such other documents and writings as may be necessary or expedient in its own discretion and in the best interest of the Company and as may be required to give effect to the Special Resolution.

We report that the Postal ballot notice dated **30th May, 2012** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on 24th July, 2012 under Book Post vide Ref.Claim Bill No. 892/8 issued by Department of Posts, India. We report that as stated in the notice sent to the shareholders, the Company had fixed **25th August, 2012** 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 23rd July, 2012 vide SRN





B43879329. 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 "**BUSINESS LINE**" in English and "**MAKKAL KURAL**" in Tamil on **25th July, 2012** 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 **9th August, 2012** to **25th August, 2012**.

All the Postal Ballot forms received upto the closure of working hours (05.30 p.m.) on **25th August, 2012**, 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 75 (Seventy 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 **8823** Shareholders, we have received polled Ballot Forms from **276** Shareholders and the details of polling results are given below:

Total No. of Shareholders	8,823
Total No. of Shares	4,43,46,734
Receipt of Postal Ballot Forms	9th August, 2012 to 25th August, 2012
Total Postal Ballot Forms Received	276
Less: Invalid Postal Ballot Forms	6
Net Postal Ballot Forms	270
Valid Postal Ballot Forms	270

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

Special Resolution under Section 372A of the Companies Act, 1956 for making investment, providing loan or guarantee or security to the extent of Rs.400 crores in tranches in Corporates, Associate/Group Companies from time to time

Summary of Postal Ballot

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Valid Votes Received
Assent	239	32548998	94.95
Dissent	31	1732298	5.05
TOTAL	270	34281296	100





RESULT

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, we report that the Special Resolution under Section 372A 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 30th May, 2012, the Managing Director and CEO or Company Secretary may declare and confirm the above results of voting by postal ballot in respect of the resolution referred herein on 28th August, 2012 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.

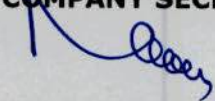
We further report that as per the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011, the Company has complied with the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as, the computer register (to record the consent or otherwise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





R.Sridharan & Associates
Company Secretaries

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Regd. Off: Sigappi Achi Building, 4th Floor, No.18/3, Rukmini Lakshmipathi
Road, Egmore, Chennai - 600 008

SUMMARY OF POSTAL BALLOT

PARTICULARS	RESOLUTION	No of votes
NO. OF POSTAL BALLOT FORMS RECEIVED	276	34281552
LESS:- NO. OF POSTAL BALLOT INVALID	6	256
NO.OF VALID POSTAL BALLOT FORMS	270	34281296
NO OF VOTES CAST ASSENT	239	32548998
NO OF VOTES CAST DISSENT	31	1732298

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

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

PLACE: Chennai
DATE: 27th August, 2012

