

April 02, 2012

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,

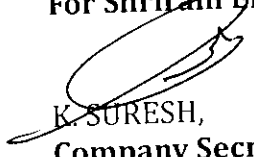
Sub: Declaration of the Results of Postal Ballot

We are enclosing herewith the Scrutinizer Report issued by Mr. R. Sridharan of Messrs R. Sridharan & Associates, Company Secretary in Practice dated 31st March 2012 for obtaining the approval of the shareholders of the Company by way of Postal Ballot under Section 192 A 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 18th February 2012 for the following item of business:

For seeking approval of the Shareholders U/S 372A for making Investment, loan or giving guarantee or security in connection with Sree Jayajothi Cements Limited and Spark Environmental Technology Limited.

We request you to kindly take the same on record.

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


**K. SURESH,
Company Secretary.**

Encl.: Scrutaniser's Report attached.

Shriram EPC Limited

1B, Sigappi Achi Building, No. 18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai - 600 008. India
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Regd. Office : 4th Floor, Sigappi Achi Building, No.18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai - 600 008. India
Ph: +91 44 49015678 Fax: +91 44 49015655
website: www.shriramepc.com



31st March, 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 18th February, 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	Type and Description of the resolution
Section 372A	<p><u>SPECIAL RESOLUTION</u></p> <p>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, Departments, Bodies or Lenders as may be necessary and further subject to such approvals, consents, sanctions, and permissions of Appropriate Authorities, Departments, Bodies or Lenders as may be necessary and further subject to satisfactory legal and financial due diligence of Sree Jayajothi Cements Limited, a Company Incorporated under Companies Act, 1956 ("SJJCL") and subject to acceptance by SJJCL's bankers, the consent of the Company 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 of one or more bodies corporate, which may or may not be subsidiary(ies) of the Company, to take / give from time any loan or loans to any body corporate and / or provide any Gurantee or provide any Security as the Board may think fit, for the amount exceeding the limits specified in Section 372A of the Companies Act, 1956 as per details mentioned herein below:</p>



Particulars	Name of the Company	Maximum Limit (Rs.In Crores)	Details
Investments in Equity Shares (Including equity linked instruments) / Optionally Convertible Debentures (OCD) etc.	Sree Jayajothi Cements Limited	94.00	Conversion of outstanding dues owed to the Company by SJJCL into Equity Shares of SJJCL/ subscription to Equity Shares of SJJCL upto a maximum of 19% shareholding in SJJCL, including this investment.
	Spark Environmental Technology Limited	258.00	Transfer, sale and /or assignment of outstanding dues owed to the Company by SJJCL/subscription of OCDs, Equity Shares and/ or equity linked instruments to be issued by Spark Environmental Technology Limited
	Sree Jayajothi Cements Ltd	24.00	Funding for Working capital requirements/ capital expenditure requirements.
Loans & Guarantees	Spark Environmental Technology Limited	24.00	Funding requirement for meeting needs of supporting its investments





	<p>RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred, to any committee of Directors or any one more Directors of the Company.</p> <p>RESOLVED FURTHER THAT the Board of Directors be and hereby authorised to finalise the exact equity component (including OCDs potentially convertible into equity) and percentage of equity based on the findings of the final due diligence report and debts due from Sree Jayajothi Cements Limited.</p> <p>RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board and/ or its Committee of Directors be and is 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 proposed investment 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, in relation to the above Investments and to sign and execute all deeds, applications, documents and writings as may be required to give effect to the above Special Resolution.</p>
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We report that the Postal ballot notice dated **18th February, 2012** under Section 192A of the Companies Act, 1956, was issued individually to all the shareholders and the notices were despatched on 29th February, 2012 under Book Post vide Ref.Claim Bill No. 2070/3 issued by Department of Posts, India. We report that as stated in the notice sent to the shareholders, the Company had fixed **30th March, 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 8th March, 2012 vide SRN B33924762. 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 1st March, 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 March, 2012** to **30th March, 2012**.

All the Postal Ballot forms received upto the closure of working hours on **30th March, 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 151 (One Hundred and Fifty one 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 **8577** Shareholders, we have received polled Ballot Forms from **295** Shareholders and the details of polling results are given below:

Total No. of Shareholders	8577
Total No. of Shares	44,344,284
Receipt of Postal Ballot Forms	9th March, 2012 to 30th March, 2012
Total Postal Ballot Forms Received	306
Less: Invalid Postal Ballot Forms	11
Net Postal Ballot Forms	295
Valid Postal Ballot Forms	295

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

Special Resolution under Section 372A of the Companies Act, 1956 for making investment, loan or giving guarantee or security in connection with a loan in Sree Jayajothi Cements Limited and Spark Environmental Technology Limited.

Summary of Postal Ballot

Particulars	No. of Ballots	No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	270	27820093	99.98
Dissent	25	5631	0.02
Total	295	27825724	100

RESULTS:-

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 18th February, 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 31st March, 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 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





Shriram EPC Limited
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	306	27834879
LESS:- NO. OF POSTAL BALLOT INVALID	11	9155
NO.OF VALID POSTAL BALLOT FORMS	295	27825724
NO OF VOTES CAST ASSENT	270	27820093
NO OF VOTES CAST DISSENT	25	5631

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

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

PLACE: Chennai
DATE: 31st March, 2012

