

5th June, 2015

The Chairman

Messrs. Shriram EPC Limited

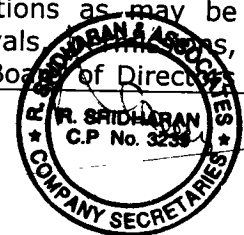
4th Floor, Sigappi Achi Building,
18/3, Rukmini Lakshmi pathi Salai,
Egmore,
Chennai-600 008

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 10th April, 2015, we have been appointed as Scrutinizer to receive, process and scrutinize the postal ballot papers in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (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 the Company, the equity listing agreements 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, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors</p>



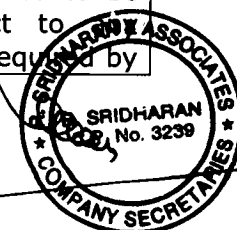


(hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board and in furtherance to the scheme of corporate debt restructuring (the CDR Package) by and between the Company and the lenders of the Company whose loans are restructured (the CDR Lenders) which has been approved by the Corporate Debt Restructuring Empowered Group (the CDR EG) on August 20, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell (the CDR Cell) vide its letter of approval dated August 27, 2014 (CDR LOA) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and in terms of the Master Restructuring Agreement dated 20th September 2014 (the MRA) executed by and between the Company and the CDR Lenders, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 9,49,96,968 fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 32.98/- per equity share being the price calculated with reference to the "Relevant Date" i.e. August 20, 2014 for an amount not exceeding Rs.313.30 crores in consideration of the amounts outstanding from the Company to the CDR Lenders under the Funded Interest Term Loan, subject to reconciliation and price certification by auditors being the interest for the period of 2 (two) years from the cut-off date i.e. from April 1, 2014 to March 31, 2016 on the Term Loan and the Working Capital Term Loan, as and when the same accrues and is payable to the CDR Lenders as per the MRA and as and when approved by their individual sanctioning authority, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the equity shares being allotted to the CDR Lenders, on a preferential basis, is August 20, 2014, being the date on which the CDR Package of the Company was approved by the CDR EG."

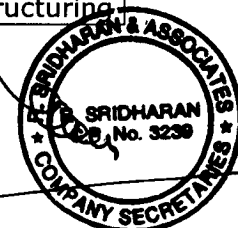
"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations and shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board/be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to modifications to the terms and conditions of the issue as may be required by





	<p>the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."</p> <p>RESOLVED FURTHER THAT 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>Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013</p>	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (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 the Company, the equity listing agreements 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, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as 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) and in furtherance to the scheme of corporate debt restructuring,</p>



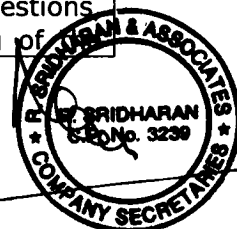


(the CDR Package) by and between the Company and the lenders of the Company whose loans are restructured (the CDR Lenders) which has been approved by the Corporate Debt Restructuring Empowered Group (the CDR EG) on August 20, 2014, and communicated to the Company by the Corporate Debt Restructuring Cell (the CDR Cell) vide its letter of approval dated August 27, 2014 (CDR LOA) and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, in terms of the Master Restructuring Agreement dated 20th September 2014 (the MRA) executed by and between the Company and the CDR Lenders, and in terms of the RBI Master Circular Guidelines 1st July 2014, and the approval of the CDR EG on April 24, 2015, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 4,59,65,044 fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs.40.05/- per equity share in consideration of the amounts considered as sacrifice on the part of the CDR Lenders in terms of the RBI Master Circular Guidelines dated 1st July 2014, and the approval of the CDR EG on April 24, 2015 up to the amount, in aggregate, not exceeding Rs 184.08 crores to the CDR Lenders subject to reconciliation and price certification by auditors as and when approved by their individual sanctioning authority, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the "Relevant Date", for determining the price of the equity shares being allotted to the CDR Lenders, on a preferential basis, is April 24, 2015, being the date on which the said conversion was approved by the CDR EG".

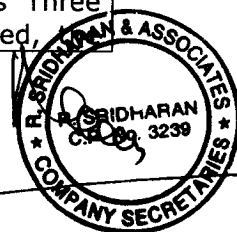
"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company, if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of



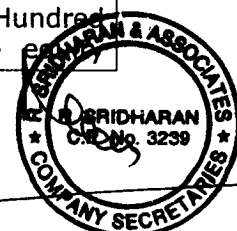


	<p>issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."</p> <p>RESOLVED FURTHER THAT 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>
Section 62 and all other applicable provisions, if any, of the Companies Act, 2013.	<p>"RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (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 the Company, the equity listing agreements 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, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the provisions of the Foreign Exchange Management Act, 1999, the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as 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 consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 11,11,42,857 fully paid-up equity shares of the Company, having face value of Rs. 10/- each, at a minimum price of Rs. 35/- (including a premium of Rs. 25/-) per equity share or such other higher price as may be arrived at in accordance with Regulation 76 of the ICDR Regulations for an amount not exceeding Rs. 389 crores (Rupees Three Hundred Eighty Nine Crores), to Shriram Industrial Holdings Limited,</p>



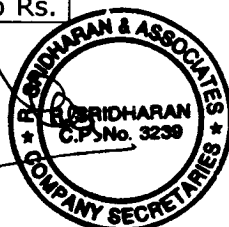


	<p>promoter of the Company, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."</p> <p>"RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the issue price under ICDR Regulations for the Preferential Allotment shall be May 7, 2015 i.e. 30 days prior to the date of declaration of results of postal ballot.</p> <p>"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution within the period prescribed under the ICDR Regulations shall be in dematerialized form, fully paid-up at the time of allotment and shall rank pari passu in all respects including as to dividend, with the existing equity shares of the Company and the same shall be subject to lock-in for such period that may be prescribed under the ICDR Regulations."</p> <p>"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."</p> <p>"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution."</p> <p>RESOLVED FURTHER THAT 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>
Section 61 and other applicable provisions, if any, of the Companies	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorized Share Capital of the Company of Rs.410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) divided into 11,00,00,000 (Eleven Crores) be and is hereby authorized to be issued by the Board of Directors of the Company, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."</p>





Act, 2013	<p>shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 110,00,00,000/- (Rupees Hundred and Ten Crores Only) and 3,00,00,000 (Three Crores), Cumulative Redeemable Preference Shares of Rs. 100/- (Rupees Hundred Only) each aggregating to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only) be and is hereby re-classified as Rs.410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) divided into 41,00,00,000 (Forty-One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) pursuant to the redemption of the entire preference share capital aggregating to Rs. 300,00,00,000/- (Rupees Three Hundred Crores Only)."</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to this Resolution."</p>
Section 13 and other applicable provisions, if any, of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, Clause V of the Company's Memorandum of Association be and is hereby substituted with the following:</p> <p>"V. The Authorized Share Capital of the Company is Rs.410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) divided into 41,00,00,000 (Forty-One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs. 410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being 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 as provided by the Articles of Association of the Company for the time being."</p> <p>"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the following officials of the Company, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form(s) with the Registrar of Companies, Tamilnadu, Chennai."</p>
Section 14 and other applicable provisions, if any, of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 3 of the Articles of Association of the Company be modified / substituted as follows:</p> <p>(a) Existing Article 3 be substituted by the following:</p> <p>"The Authorized Share Capital of the Company is Rs.410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) divided into 41,00,00,000 (Forty-One Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.</p>

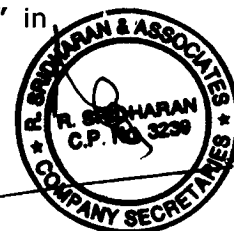




	<p>410,00,00,000/- (Rupees Four Hundred and Ten Crores Only) with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights; privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being 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 as provided by the Articles of Association of the Company for the time being."</p> <p>"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the following officials of the Company, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form(s) with the Registrar of Companies, Tamilnadu, Chennai."</p>
Section 13 and other applicable provisions, if any, of Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Tamilnadu, Chennai to append the following changes to the main objects of the Memorandum of Association of Company:</p> <p>"To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business."</p> <p>FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. T Shivaraman, Managing Director & CEO of the Company and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Tamilnadu, Chennai."</p>

WE REPORT that the Postal ballot notice dated **5th May, 2015** under Section 110 of the Companies Act, 2013, was issued individually to all the shareholders and the notices were despatched on 5th May, 2015.

We report that as stated in the notice sent to the shareholders, the Company had fixed **5th June, 2015** 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 7th May, 2015 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 **6th May, 2015 to 5th June, 2015**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (5.p.m) on 5th June, 2015, 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 31 (Thirty 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.

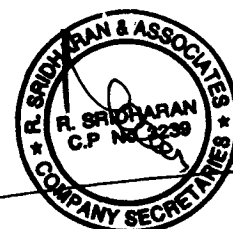
We report that all the Postal Ballot forms and E-Voting were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **10114** Shareholders, we have received valid polled Ballot forms and E-Voting from **112** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	6th May, 2015 to 5th June, 2015		
Total No. of Shareholders	10114		
Total No. of Shares	86358184		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	95	18	113
Less: Invalid Forms*	1	0	1
Net Valid Forms	94	18	112

ITEM NO.1 IN THE NOTICE OF POSTAL BALLOT

Special Resolution pursuant to Section 62 (1) (c) and all other applicable provisions of the Companies Act, 2013, and the rules made thereunder issue of equity shares on preferential basis in terms of ICDR Regulations on conversion of the Funded interest Term Loan to CDR Lenders.





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	85	3870181	15	70816841	100	74687022	99.997
Dissent	9	1600	3	417	12	2017	0.003
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 62 (1)(c) and all other 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 pursuant to Section 62 (1) (c) and all other applicable provisions of the Companies Act, 2013, and the rules made thereunder for issue of equity shares on preferential basis in terms of ICDR Regulations for Sacrifice by CDR Lenders.

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	79	3869921	15	70816841	94	74686762	99.997%
Dissent	15	1860	3	417	18	2277	0.003%
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 62 (1)(c) 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

Special Resolution pursuant to Section 62 and all other applicable provisions of the Companies Act, 2013, and the rules made thereunder for issue of equity shares on preferential basis to Shriram Industrial Holdings Limited

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	76	3869636	15	70816841	91	74686477	99.997%
Dissent	18	2145	3	417	21	2562	0.003%
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 62 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

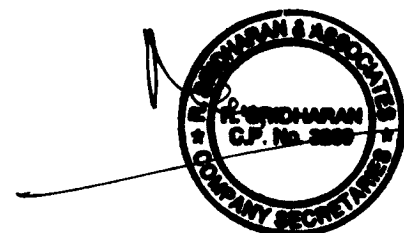
Special Resolution pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, for Re-classification of Authorized Share Capital of the Company.

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	84	3869991	17	70817171	101	74687162	99.997%
Dissent	10	1790	1	87	11	1877	0.003%
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 61 and 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 Section 13 and other applicable provisions of the Companies Act, 2013, for Amendment of the Memorandum 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	85	3870091	16	70817151	101	74687242	99.998%
Dissent	9	1690	2	107	11	1797	0.002%
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 13 and 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

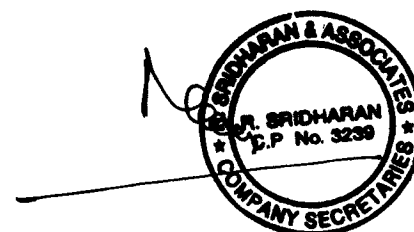
Special Resolution pursuant to Section 14 and other applicable provisions of the Companies Act, 2013, for Amendment of the Articles of Association of the Company.

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	83	3869971	17	70817171	100	74687142	99.997%
Dissent	11	1810	1	87	12	1897	0.003%
Total	94	3871781	18	70817258	112	74689039	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** pursuant to Section 14 and 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 Section 13 and other applicable provisions of the Companies Act, 2013, for Amendment of Object clause of the Memorandum 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	82	3869931	15	70816841	97	74686772	99.997%
Dissent	12	1850	3	417	15	2267	0.003%
Total	94	3871781	18	70817258	112	74689039	100%

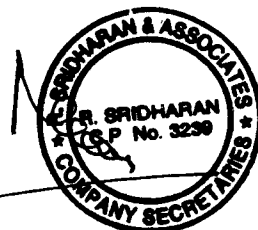
RESULT

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 pursuant to Section 13 and 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.

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 5th May, 2015 approved by the Board of Directors on 10th April, 2015, 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 Saturday, the 6th June, 2015 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 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,



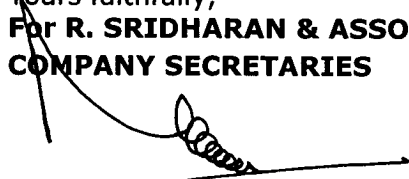


number of shares assented, number of shares dissented, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

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

