

4th August, 2014

The Chairman

Messrs. Shriram EPC Limited

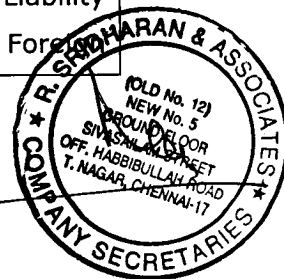
4th Floor, Sigappi Achi Building
18/3, Rukmini Lakshmipathi Salai
Egmore,
Chennai-600 008

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 27th May, 2014, 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 186 of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT in supersession of all the resolution passed by the shareholders, consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and subject to the approval of the Reserve Bank of India, if any, and other applicable Rules, Regulations, Guidelines (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, the Board be and is hereby authorised</p> <p>a) 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</p>

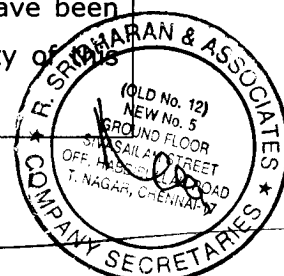




may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.500 Crores.

- b) give from time to time any guarantee(s) in connection with any loan(s) made, by any other person(s) to, or to any other person(s) by, anybody(ies) 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 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.100/- Crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, 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 or the Committee thereof and the Board/ Committee 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 / Committee 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.





Section 180 (1) (c) of the Companies Act, 2013	RESOLVED THAT in super session of the resolution passed earlier under Section 293(1)(d) of the Companies Act, 1956, 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, 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.2500 crores (Rupees two thousand and five hundred crores only).
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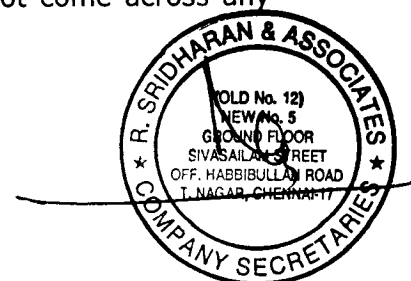
WE REPORT that the Postal ballot notice dated **27th May, 2014** under Section 110 of the Companies Act, 2013, was issued individually to all the shareholders and the notices were despatched on 3rd July, 2014.

We report that as stated in the notice sent to the shareholders, the Company had fixed **2nd August, 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 5th July, 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 **4th July, 2014** to **2nd August, 2014**.

All the Postal Ballot forms and E-Voting received upto the closure of working hours (5.p.m) on 2nd August, 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 24 (Twenty Four). 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 **9462** Shareholders, we have received valid polled Ballot forms and E-Voting from **229** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	4th July, 2014 to 2nd August 2014		
Total No. of Shareholders	9462		
Total No. of Shares	44358184		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	214	18	232
Less: Invalid Forms*	3	0	3
Net Valid Forms	211	18	229

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

ITEM NO.1 IN THE NOTICE OF POSTAL BALLOT

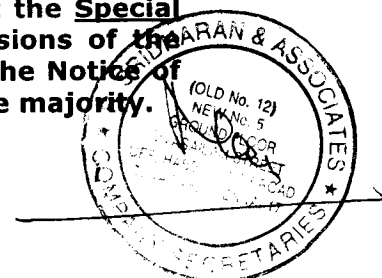
Special Resolution pursuant to the provisions of Section 186 and other applicable provisions, if any of the Companies Act, 2013, for empowering the company to give Inter Corporate Loans and Advances or Guarantee in excess of the prescribed limits.

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	171	18412304	14	2485	185	18414789	99.83
Dissent	40	19939	4	12016	44	31955	0.17
Total	211	18432243	18	14501	229	18446744	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.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 the provisions of Section 180 (1) (c) of the Companies Act, 2013, for to increase the Borrowing Limit from Rs.1500 Crores to Rs.2500 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	175	18412739	15	13485	190	18426224	99.89
Dissent	36	19504	3	1016	39	20520	0.11
Total	211	18432243	18	14501	229	18446744	100

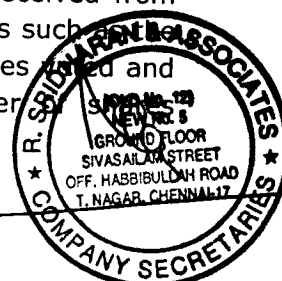
RESULT

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) 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.

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 27th May, 2014 approved by the Board of Directors on 27th May, 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 Tuesday, the 5th August, 2014 at 11.00 a.m. at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi 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 name, address, folio number, number of shares held, number of shares assented, number of shares dissented, number





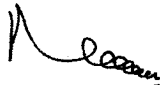
rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

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

