

The National Stock Exchange of India Ltd.,  
Exchange Plaza, 5<sup>th</sup> Floor  
Bandra-Kurla Complex  
MUMBAI-400 051  
NSE Symbol SHRIRAMEPC

BSE Limited  
14<sup>th</sup> Floor, P.J. Towers  
Dalal Street  
MUMBAI-400 001  
Scrip Code : 532945

05<sup>TH</sup> February 2022

Dear Sir,

Sub: Regulation 44(3) of SEBI (LODR) Regulations, 2015 - Voting Results – Postal Ballot – Reg.

Please find enclosed herewith the Scrutinizer Report of the Postal Ballot results announced today pertaining to the Notice dated 05<sup>th</sup> January 2022 circulated to all the Shareholders by e-Mail.

The Members of the Company transacted the business as per the Postal Ballot Notice dated 05<sup>th</sup> January 2022 and the details of the Meeting are as follows: -

S.No.	Description	Details
1	Date of Deemed General Meeting	05 <sup>th</sup> February 2022
2	Cut-off Date	31 <sup>st</sup> December 2021
3	Total Number of Shareholders as of cut-off date	45171

The result of the Postal Ballot notice dated 05<sup>th</sup> January 2022 was declared today, Saturday, the 05<sup>th</sup> February, 2022 at the Registered Office of the Company. We are also enclosing herewith the particulars of Voting Results as per Regulation 44(3) of SEBI (LODR) Regulations, 2015. (Physical & E-voting) is enclosed. The Voting was conducted by way of E-voting and the Resolutions placed before the Members had been passed with requisite majority.

We request you to take the same on record and confirm.

Thanking you,

Yours faithfully  
For **Shriram EPC Limited**,



**T. SHIVARAMAN**  
Managing Director & CEO

*Encl.: a.a.*



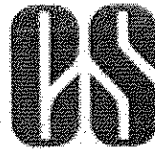
**Shriram EPC Limited**

Registered Office: 10/1, Bascon Futura, 4th Floor, Venkatmarayana Road, T. Nagar,  
Chennai – 600 017. Ph.044-4900 5555

E mail : [info@shriramepc.com](mailto:info@shriramepc.com) Website: [www.shriramepc.com](http://www.shriramepc.com)

CIN : L74210TN2000PLC045167





FORM NO. MGT - 13

Report of the Scrutinizer(s)

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the  
Companies (Management and Administration) Rules, 2014]

Dated 05<sup>th</sup> February 2022

To,

The Managing Director,  
of SHRIRAM EPC LIMITED, held on 05<sup>th</sup> February 2022 at 4<sup>th</sup> Floor, BASCON FUTURA  
SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar Chennai-600017, at  
11.00 A.M.

**Subject:** ~~Ordinary Resolution(s) and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under- Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under~~

Dear Sir,

We, RLS & ASSOCIATES, Practicing Company Secretaries, Chennai appointed as Scrutinizer as per the letter dated 05<sup>th</sup> January, 2022, for the purpose of monitoring the voting by electronic means on the below mentioned resolutions, at the Deemed General Meeting of SHRIRAM EPC LIMITED, held on 05<sup>th</sup> February 2022 at 4<sup>th</sup> Floor, BASCON FUTURA SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar Chennai-600017, at 11.00 A.M hereby submit my report as under:

- |    |   |
|----|---|
| a. | Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) <del>to the other shareholders by Ordinary post</del> on 05 <sup>th</sup> January, 2022 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., CAMEO CORPORATE SERVICES LIMITED (Registrar and Share Transfer Agent). The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL). |
| b. | The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper Financial  |



	Express of wide circulation on 06 <sup>th</sup> January 2022 and a vernacular newspaper Maalai Thamazhagam on the 06 <sup>th</sup> January 2022.
b.	The e-voting period commenced on January, 6 2022 at 9:00 A.M. and ended on February 4, 2022 at 05:00 P.M.
c.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on February 04, 2021 at 05:00 P.M, the CDSL portal was blocked for voting.
d.	The votes cast were unblocked in the presence of two witnesses on February 04, 2022
e.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
f.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorisation to vote the resolutions considered in the Deemed General Meeting.

The resolution has been passed through Postal Ballot. So, there is no question of ballot paper distribution.

The resolutions for which this Deemed General Meeting of the shareholders was held were as follows:

Sl. No	Resolutions	Nature of Resolution
1	Issue of equity shares of the Company to MARK AB CAPITAL INVESTMENT LLC, and/or its Subsidiaries/Associates on preferential basis pursuant to the Resolution Plan.	Special
2	Issue of Compulsory Convertible Debentures (CCD) in lieu of existing debt with yield and convertible into equity at future date as per Resolution Plan.	Special
3.	Issue of Non Convertible Debentures (NCD) in lieu of existing debt with yield and redemption as per Resolution Plan.	Special

The results of the poll & voting by electronic means are as follows:

The details of the valid / invalid votes in respect of each of the resolutions are given below.





Item No-1: Approval for issue of equity shares of the Company to MARK AB CAPITAL INVESTMENT LLC, and/or its Subsidiaries/Associates on preferential basis pursuant to the Resolution Plan:

Nature of Resolution: Special Resolution

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of Members Voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting & e-voting	64	51154424	99.9997
Total	64	51154424	99.9997

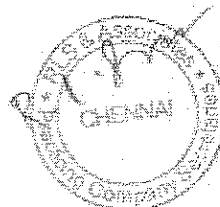
(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of Members Voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting & e-voting	9	209	0.0003
Total	9	209	0.0003

(iii) Votes 'Invalid'

Mode of Voting	Number of Members Voted	Number of Invalid votes	% of total number of votes casted
Remote e-voting & e-voting	0	0	0
Total	0	0	0

We report that the above Resolution has been passed by the shareholders as Special Resolution.





We further report that as per the provisions of Regulation 164A (4)(a) of SEBI (ICDR) Regulation 2009 (Amended from time to time), the votes casted by the shareholders in the "public" category in favour of the resolution are more than the number of votes casted against it. (No of votes casted in favour of the resolution are 5,11,54,424 and no. of votes casted against the resolution are 209)

**Item No.2: Approval for issue of Compulsory Convertible Debentures (CCD) in lieu of existing debt with yield and convertible into equity at future date as per Resolution Plan:**

Nature of Resolution: Special Resolution

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of Members Voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting & e-voting	64	330544280	99.9983
Total	64	330544280	99.9983

(ii) Voted 'AGAINST' the resolution:

Mode of Voting	Number of Members Voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting & e-voting	10	1709	0.0017
Total	10	1709	0.0017

(iii) Votes 'Invalid'

Mode of Voting	Number of Members Voted	Number of Invalid votes	% of total number of votes casted
Remote e-voting & e-voting	0	0	0
Total	0	0	0





We report that the above Resolution has been passed by the shareholders as Special Resolution.

**Item No.3: Approval for issue of Non Convertible Debentures (NCD) in lieu of existing debt with yield and redemption as per Resolution Plan.**

Nature of Resolution: Special Resolution

(i) Voted 'FOR' the resolution:

Mode of Voting	Number of Members Voted	Number of votes cast in 'Favor' of resolution	% of total number of valid votes cast
Remote e-voting & e-voting	64	330544280	99.9983
Total	64	330544280	99.9983

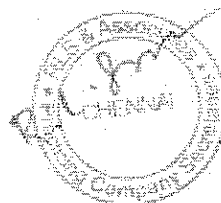
(ii) Voted 'AGAINST' the resolution:

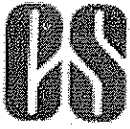
Mode of Voting	Number of Members Voted	Number of votes cast 'Against' the resolution	% of total number of valid votes cast
Remote e-voting & e-voting	10	1709	0.0017
Total	10	1709	0.0017

(iii) Votes 'Invalid'

Mode of Voting	Number of Members Voted	Number of Invalid votes	% of total number of votes casted
Remote e-voting & e-voting	0	0	0
Total	0	0	0

We report that the above Resolution has been passed by the shareholders as Special Resolution.





**RLS & ASSOCIATES**  
COMPANY SECRETARIES

Continuation Sheet...

1. The poll papers and all other relevant records were sealed and handed over to the ~~Company Secretary~~/ Managing Director authorized by the Board for safe keeping.
2. The data sheet relating to e-voting and other related papers/ registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,  
Yours faithfully,  
For RLS & ASSOCIATES



*R. L. Sarangi*

**RAJIBLOCHAN SARANGI**  
Practicing Company Secretary  
CP No 17498

Witness :1

*T. Sivaraman*  
(T-SIVARAMAN)

Witness:2

*E. S. Shankar Hanumanth*  
(E.S. SHANKAR HANUMANTH)

*T. Shivaraman*  
Counter Signed by

T. Shivaraman  
Managing Director & CEO  
SHRIRAM EPC LIMITED

1. Issue of equity shares of the Company to MARK AB CAPITAL INVESTMENT

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	Special Resolution					% OF VOTES AGAINST ON VOTE POLLED
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 279391356	(2) 279391356	(3)=(2/1)*100	(4) 279391356	(5) 0	(7)=(5/2)*100
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	279391356	279391356	100	279391356	0	0
PUBLIC-INSTITUTIONS	E-VOTING	551479695	35664419	6.47	35664419	0	0
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	551479695	35664419	6.47	35664419	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	140657967	15490214	11.01	15490005	209	100
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	140657967	15490214	11.01	15490005	209	100
<b>GRAND TOTAL</b>		<b>971529018</b>	<b>330545989</b>	<b>34.02</b>	<b>330545780</b>	<b>209</b>	<b>100</b>

2. TO CONSIDER AND APPROVE ISSUE OF COMPULSORILY CONVERTIBLE

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	Special Resolution					% OF VOTES AGAINST ON VOTE POLLED
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 279391356	(2) 279391356	(3)=(2/1)*100	(4) 279391356	(5) 0	(7)=(5/2)*100
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	279391356	279391356	100	279391356	0	0
PUBLIC-INSTITUTIONS	E-VOTING	551479695	35664419	6.47	35664419	0	0
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	551479695	35664419	6.47	35664419	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	140657967	15490214	11.01	15488505	1709	99.99
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	140657967	15490214	11.01	15488505	1709	99.99
<b>GRAND TOTAL</b>		<b>971529018</b>	<b>330545989</b>	<b>34.02</b>	<b>330544280</b>	<b>1709</b>	<b>100</b>

3. TO CONSIDER AND APPROVE ISSUE OF NON CONVERTIBLE DEBENTURES (NCD)

Resolution Required: (Ordinary/Special)

Whether promoter/ promoter groups are interested in the agenda/resolution?

PARTICULARS	MODE OF VOTING	Special Resolution					% OF VOTES AGAINST ON VOTE POLLED
		NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	
PROMOTER AND PROMOTER-GROUP	E-VOTING	(1) 279391356	(2) 279391356	(3)=(2/1)*100	(4) 279391356	(5) 0	(7)=(5/2)*100
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	279391356	279391356	100	279391356	0	0
PUBLIC-INSTITUTIONS	E-VOTING	551479695	35664419	6.47	35664419	0	0
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	551479695	35664419	6.47	35664419	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	140657967	15490214	11.01	15488505	1709	99.99
	POLL	0	0	0	0	0	0
	POSTAL BALLOT	0	0	0	0	0	0
	VENUE-VOTING	0	0	0	0	0	0
	SUB TOTAL	140657967	15490214	11.01	15488505	1709	99.99
<b>GRAND TOTAL</b>		<b>971529018</b>	<b>330545989</b>	<b>34.02</b>	<b>330544280</b>	<b>1709</b>	<b>100</b>

