Shriram epc
Engineering the future

September 15, 2016

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Bandra Kurla Complex,
Mumbai-400 051.

NSE Symbol:SHRIRAMEPC

BSE Limited,
14th Floor, P.J.Towers,
Dalal Street,
Mumbai-400 051

Scrip Code:532945

Dear Sir,

Sub: 16th Annual General Meeting ("AGM") and voting results

In continuation to our letter dated August 25, 2016, the 16th Annual General Meeting (AGM) of the Company was held today and the businesses mentioned in the Notice dated August 12, 2016 were transacted.

In this regard, Please find enclosed the following:-

1. Summary of proceedings as required under Regulation 30, Part-A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

2. Voting Results as required under Regulation 44, Part-A of Schedule – III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

3. Report of Scrutinizer dated September 15, 2016, pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014.

4. Annual Report for the financial year 2015-2016 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 duly approved and adopted by the members as per the provisions of the Companies Act, 2013.

Kindly take the above information on record.

Thanking you,
Yours faithfully,
For SHRIRAM EPC LIMITED

K SURESH
VICE PRESIDENT & COMPANY SECRETARY
Encl.:a/a.

Shriram EPC Limited
1st Floor, 'Rajah Annamalai Building', No.18/3, Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008, India. Ph: +91 44 4900 5555, Fax: +91 44 4900 5599 / 4269 2155
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Egmore, Chennai - 600 008. Ph: +91 44 4901 5678 Fax: +91 44 4901 5655
E-mail: info@shriramepc.com, website: www.shriramepc.com
CIN: L74210TN2000PLC045167

Shriram epc

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Shriram EPC Limited

Sixteenth Annual Report 2015-2016

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. S.R. Ramakrishnan – Chairman
Mr. T. Shivaraman - Managing Director & CEO
Mr. M. Amjat Shariff - Joint Managing Director
Mr. R. Sundararajan - Director
Mr. S. Krishnamurthy - Director
Mr. Sunil K Kolangara - Nominee Director - Ascent Capital
Mr. P.D. Karandikar - Director
Mr. S. Bapu - Director
Ms. Chandra Ramesh – Director

CHIEF FINANCIAL OFFICER
Mr. R.S. Chandrasekharan

COMPANY SECRETARY
Mr. K. Suresh

REGISTRAR & SHARE TRANSFER AGENT
Cameo Corporate Services Limited
Unit Shriram EPC Limited
Subramanian Building, V Floor
No. 1, Club House Road
Chennai - 600 002, Tamilnadu, India.

AUDITORS
M/s. Deloitte Haskins & Sells, Chartered Accountants
AVSN Ramana Tower, 52, Venkatanarayana Road,
T Nagar, Chennai - 600 017.

BANKERS
Oriental Bank of Commerce
Axis Bank Limited
Punjab National Bank
Central Bank of India
IDBI Bank Limited
Allahabad Bank
The South Indian Bank Ltd.
State Bank of Patiala
State Bank of Mysore
State Bank of Travancore
Bank of Maharashtra
Bank of India
The Federal Bank Ltd.
The Lakshmi Vilas Bank Ltd.
Corporation Bank
Dena Bank
ICICI Bank Ltd.
DBS Bank Ltd.
IndusInd Bank Ltd.
Yes Bank Ltd.
IFCI Factors Ltd.

REGISTERED OFFICE
Sigappi Achi Building, 4th Floor,
Door No. 18/3, Rukmini Lakshmipathi Road,
Egmore, Chennai - 600 008, Tamilnadu, India.

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Chairman's Message

Dear Shareholders,

The past year continued to be tough for the Company due to the slowdown in infrastructure sector and primarily owing to lower revenue generation on account of slowdown in project execution, the procedural formalities which in turn affected the turnover and profitability. The additional banking assistance was received only during the last quarter of 2015-16.

Global growth continued to remain weak, moderating to 2.4% during the year amidst the growing uncertainties in several economies across the world. The outlook remains muted as the World Bank (based on Jan 2016) expects the outlook to remain challenging with global growth projected to reach 2.9% in 2016 on the back of a modest recovery in advanced economies and stabilization amongst major commodity exporters.

India's economic growth is expected to gradually moderate to 7.4% in 2016-17, from 7.6% in 2015-16, with tepid external demand offsetting the pickup in domestic demand. Despite, relative slowdown in the economy, India is expected to remain the fastest growing economy in the world in the near term.

As already informed in our previous report 2014-15, the Company has restructured its debts. During the year, most of the CDR Lenders opted to convert their Funded Interest Term Loan (FITL) and sacrifice amount into equity. Further, the promoters had infused Rs.389 crores as equity and redeemed the Rs.300 crores of preference equity as well as repaid unsecured loans. By doing so, the Company has strengthened its networth.

The outlook for the sector is gradually improving and the Company has bagged new orders during the 2nd half of 2015-16, which has strengthened its order book position. The Company is also targeting newer markets like Middle East and Africa, where the Company is hopeful of bagging large orders with better margins.

Our order backlog is over Rs.2298 crs.

At this juncture, I wish to express my gratitude and appreciation towards our employees, customers, business associates, suppliers and bankers who have stood by us during these trying times. Lastly, I would like to thank our shareholders for their unstinted support.

Yours sincerely,

S R Ramakrishnan (DIN:00015839)
Chairman

SHRIRAM EPC LIMITED

Financial Performance - Standalone

₹in Lakhs

Statement of Profit and Loss	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
							(15 months)	(9 months)		
Gross Sales	29,571.71	64,629.93	91,876.55	111,051.76	128,216.76	138,220.03	170,512.96	49,509.13	54,765.89	54,759.98
Other Income	485.59	289.26	518.87	1,121.47	4,304.33	2,568.56	6,034.80	2,677.59	1,102.75	11,302.86
Interest	411.94	1,165.33	1,085.33	4,171.62	8,571.74	19,687.19	41,093.80	19,075.02	19,086.66	27,172.81
Profit Before Taxation	2,166.13	5,480.90	6,293.11	6,712.02	9,482.80	3,913.32	-30,512.94	-42,544.12	-25,261.56	-24,403.07
Profit After Taxation	1,313.64	3,539.86	4,001.68	4,466.03	6,961.29	2,550.75	-26,286.12	-43,936.96	-25,285.17	-24,403.07

Balance Sheet	2006-07	2007-08	2008-09	2009-10	2010-11	2011-12	2012-13	2013-14	2014-15	2015-16
Fixed Assets (Net)	1,760.92	4,672.14	10,655.23	14,170.20	13,612.79	12,625.13	5,386.39	6,984.05	7,040.53	6,535.69
Investments (Current and Non current)	1,720.77	10,122.64	17,201.22	21,064.28	26,757.40	28,981.59	24,433.41	4,549.39	4,549.39	542.17
Net Deferred Tax	-90.08	-567.08	-1,542.80	-2,802.13	-2,893.64	-3,073.33	1,392.84	–	–	–
Net Assets (Current and Non Current)	26,144.72	64,935.04	88,876.75	142,355.03	193,380.78	151,749.91	214,796.57	229,957.83	255,198.02	2,88,089.04
Share Capital	3,786.78	4,286.78	4,334.89	4,391.38	4,426.24	4,434.43	4,435.82	34,435.82	38,635.82	33,062.64
Reserves & Surplus	13,238.25	29,651.22	33,380.25	37,619.10	44,217.91	46,314.34	20,030.22	-23,906.74	-32,437.77	6,132.16
Loan Funds	1,995.26	11,550.69	26,543.87	63,092.12	121,223.23	179,350.36	155,973.70	172,420.29	212,142.24	1,96,394.24

Board's Report

Dear Shareholder,

Your Directors present the Sixteenth Annual Report together with the Audited Financial statements of your Company for the Financial Year ended 31st March 2016.

FINANCIAL RESULTS

₹in Lakhs

	Consolidated (12 months)	Consolidated (12 months)	Standalone (12 months)	Standalone (12 months)
	2015-16	**2014-15**	**2015-16**	**2014-15**
Total Income	66,062.84	66,900.47	66,062.84	66,900.81
Profit before Interest, Depreciation, tax and extraordinary items	14,126.34	5,403.63	14,134.95	5,427.60
Interest & depreciation	27,823.42	30,689.16	27,823.42	30,689.16
Profit before tax & before extra-ordinary items	(13,697.08)	(25,285.53)	(13,688.47)	(25,261.56)
Provision for taxation	–	23.61	–	23.61
Profit after tax & extraordinary items	(20,404.46)	(25,309.14)	(24,403.07)	(25,285.17)
Balance brought forward from last year	(8,3453.18)	(56,842.34)	(74,662.49)	(49,331.46)
Profit available for appropriation	(20,404.46)	(26,519.11)	(24,403.07)	(25,239.31)
Transfer to general reserves	–	–	–	–
Surplus carried forward	(1,03,857.64)	(83453.18)	(99,065.56)	(74,662.49)

OPERATING RESULTS & PERFORMANCE

During the Financial Year ended March 31, 2016 the Company had recorded a total income at Rs.660.62 crores as against Rs. 669 crores in the previous year on a standalone basis. Loss before tax and extraordinary items was at Rs. 136.88 crores.

Loss after tax was at Rs.244.03 crores compared to a loss in the previous year of Rs. 252.85 crores.

BUSINESS HIGHLIGHTS

During the past year, the operations of the Company continued to be under some stress due to the business environment. Payment and approval delays from customers as well as delays in approval and release of enhanced limits from Banks affected the operations and the cash flows.

CAPITAL INFUSION

During the year, as a part of the Corporate Debt Restructuring scheme, the lenders had opted to convert their Funded Interest Term Loan and their Sacrifice amount into Equity Shares. Consequently, the Bankers' shareholding in the Company had increased to 42% of the outstanding equity as on 31st March, 2016. The promoters have also infused Rs.389 crores as equity into the Company. This was used for redemption of preference shares and repayment of unsecured loan of Rs.89 crores. The promoter's shareholding as on 31st March, 2016 was 50.03%.

A few banks converted a part of their WCTL into equity before March 2016 and other bankers are also approaching their sanctioning authorities for approval of the same.

During the year, your Company was awarded orders worth over Rs.1100 crores. Water and Infrastructure division received orders for Rs. 668 crores and Process & Metallurgy division Rs.350 crores. Significant orders include the following:

Process & Metallurgy

Rs. in crs

Supply, Erection, Testing and Commissioning of Steel Melt Shop and Continuous Casting Shop to produce 615000 TPA capacity of Steel Billets at New Gummidipoondi, Chennai	352.00

Water and Infrastructure projects	
a. Rehabilitation of Trunk Sewer in Varanasi by Trenchless Technology	83.68
b. Supply and installation of the Zero Liquid Discharge Effluent Treatment Plant at Ennore	28.42
c. Providing UGD facilities to further extension of Anjanapura, BDA Layout.	14.61
d. Design and Construction of Intake Wells and Water Distribution System for Rural Water Supply in Districts, Jharkand	137.47
e. Design, Build and Operate Sewerage Network and Sewage Treatment Plant for Byadgi Town, Municipality in Karnataka	64.49
f. Road Work of NH-43 Kanker to Bedma Section in the State of Chhattisgarh under NHDP - IV on EPC basis	308.77

Company's Standalone order book was over Rs.2298 crores as at March 31, 2016.

BUSINESS RISK MANAGEMENT

Pursuant to the requirement of Regulation 21 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015, the Company has constituted Business Risk Management Committee. The details of Committee and its terms of reference are set out in the Corporate Governance Report forming part of the Board's Report.

The Company has a robust Business Risk Management (BRM) framework to identify, evaluate, treat and Report business risks. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as well as business segments and its mitigation plans.

The business risks identified by the Company and its mitigation plans are as under:

Project Risks:

In the context of the projects being executed, the Company reviews the risks associated with a project in all the following aspects, but not restricted to:

- Client related details such as financial closure of the project, creditworthiness and reputation of the client.
- Estimation risks like price and quantity variances, contingency provision, forex fluctuation on a periodic basis.
- Commercial risks like taxes and duties, payment terms, bank guarantee requirements
- Organisational risks like availability of technical and managerial resources, gap funding needs, consortium partners roles and responsibilities.
- Performance risk like achievability of guarantee parameters, time schedule, warranty and defect liability obligations.
- Interfacing risks like coordination with multiple agencies for approvals and clearances.
- Geographic risks like unfavourable weather conditions, earth quake, floods etc.

Above key risks are closely tracked for timely mitigation.

Competition Risks:

The Infrastructure Industry is becoming intensely competitive with the foray of new entrants and some of the existing players adopting inorganic growth strategies. To mitigate this risk, the Company is leveraging on its expertise, experience to increase market share, enhance brand equity / visibility and enlarge product portfolio and service offerings.

Occupational Health & Safety (OHS) Risks:

Safety of employees and workers is of utmost importance to the Company. To reinforce the safety culture in the Company, it has identified occupational health & safety as one of its focus areas. Various training programmes have been conducted at the sites such as behaviour based safety training program, visible safety leadership program, logistics safety program etc.

ECONOMIC SCENARIO AND OUTLOOK

Global growth disappointed again in 2015, slowing to 2.4 percent, and is expected to recover at a slower pace than previously envisioned. The GDP (Gross Domestic Product) growth in India dipped marginally this year as expansion in public investment weakened under fiscal constraints. Private corporations continuing to deleverage. Private sector capex continued to be very limited. The weak balance sheets of public sector banks hampered lending and growth prospects.

The medium term to long term growth prospects look positive in view of the Government of India taking significant initiatives to boost the infrastructure sector. The Government of India planning to launch the National Infrastructure Investment Fund (NIFF) is a big step forward.

BUSINESS OVERVIEW

Your Company operates in two main segments; turnkey contracts and wind turbines. A brief review of the business in these segments is given below.

The turnkey contracts segment represents the Company's engineering, procurement and construction projects business, which include renewable energy projects like biomass-based power plants, metallurgical and process plant projects and municipal services projects like water and wastewater treatment plants, water and sewer infrastructure and pipe rehabilitation.

The order backlog was over Rs.2298 crores as on March 31, 2016.

GREEN INITIATIVE IN CORPORATE GOVERNANCE

The Ministry of Corporate Affairs (MCA) has through Circular No.17/2011 pronounced a Green initiative in Corporate Governance that allows Companies to send notices/documents to shareholders electronically. The Green Initiative endeavors to reduce consumption of paper, in turn preventing deforestation and contributes towards a green and clean environment. In support of the initiative announced by MCA, your Company will send notices convening Annual General Meeting, Audited Financial Statements, Directors Report and Auditors' Report etc in electronic form in the current Financial Year. Your Company would like to continue the Green Initiative further and requests all shareholders to opt for electronic documents.

However, on request by any member of the Company/Statutory Authority interested in obtaining full text of the financial statements, these documents will be made available for examination, at its registered office. On personal request by

any shareholder, a physical copy of the Annual Accounts need to be provided. Pursuant to this, a statement summarizing the financial results of the Subsidiary is attached to the Consolidated Financial Statement.

SUBSIDIARY

SHRIRAM EPC FZE, SHARJAH

The Company had formed a 100% subsidiary in the name of Shriram EPC FZE, Sharjah at Sharjah Airport International Free Zone, which will facilitate the Company in procuring overseas contracts in the Middle East & Africa. This is in line with the management's strategy to embark into overseas market.

The Company is hopeful of increasing the business activity in the said subsidiary in the coming years.

ASSOCIATES

HALDIA COKE & CHEMICALS PVT. Limited (HCCL)

HCCL is engaged in the business of manufacturing, processing, importing, exporting, trading, buying, selling, stocking and distributing coke.

The last year for HCCL continued to be extremely tough due to the general economic scenario.

During the year 2015-16, HCCL recorded a turnover of Rs 39.66 crores compared to Rs 545.92 crores in 2014-15.

DIVIDEND

Since the Company has made a loss for the year, the Board has decided not to recommend a Dividend.

SHARE CAPITAL

The paid up Equity Share Capital as on March, 31 2016 was Rs.330.62 Crores. During the year under review, M/s SVL Limited. (SVL) formerly M/s Shriram Industrial Holdings Limited, the holding Company infused Rs.389 crores, which was used for redeeming the Preference shares of Rs.300 crores and the balance to repay the unsecured loan in the Company. As per one of the clauses in the CDR scheme, majority of the banks opted to convert their Funded Interest Term Loan (FITL) and Sacrifice amount into equity at Rs.32.98 per share and Rs.40.05 per share respectively. Further, in the later part of the year, some bankers also decided to convert a portion of their Working Capital Term Loan (WCTL) into equity, which was at Rs.32.98 per equity share, allotment of which was completed before March, 31 2016. The shareholding of the Company as on 31st March, 2016 is promoters holding at 50.03% and the bankers holding at 42.1%. The total networth of the Company as at 31st March, 2016 was Rs.456.88 crores.

DETAILS OF DEPOSITS

The Company has not accepted any Deposits covered under Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

DETAILS OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS

In addition to the Internal Controls on Operations, the Board has laid emphasis on adequate internal financial controls to ensure that the financial affairs of the Company are carried out with due diligence. Apart from Internal Audit function which scrutinizes all the financial transactions, there are also processes laid down, leading to CFO/CEO certification to Board on the adequacy of Internal Financial Controls as well as internal controls over financial reporting.

APPOINTMENT OF DIRECTORS

Mr. R. Sundararajan, Director (DIN: 00498404) will retire by rotation pursuant to Section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment.

RESIGNATION OF DIRECTORS

During the year, Mr. Vishal Vijay Gupta, Director (DIN: 01913013) and Mr. S. Srinivasan, Vice Chairman (DIN: 00014652) had

resigned from the Board of Directors and the same was accepted by the Board with effect from 30th July, 2015 and 13th January, 2016 respectively.

Your Directors place on record their grateful appreciation of the valuable services rendered and contributions made by Mr. Vishal Vijay Gupta (DIN: 01913013) and Mr.S.Srinivasan (DIN: 00014652), during their tenure of office as Directors of the Company.

EVALUATION OF BOARD'S PERFORMANCE

As per the provisions of Section 134(3) (p) of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Risk Management Committee and Stakeholders Relationship Committee. The manner in which the evaluation has been carried out has been explained in the Corporate Governance Report.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS

The details of familiarization programmes for Independent Directors of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company at the following link: http://www.shriramepc.com/Companies-Act-2013-Compliance.aspx

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each Independent Director of the Company under Section 149(7) of the Companies Act, 2013 (Act) stating that the Independent Directors of the Company met with the criteria of Independence laid down in Section 149(6) of the Act and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

REMUNERATION POLICY

Pursuant to Section 178(3) of the Companies Act, 2013, the Board on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel and other employees and their remuneration.

The details of the Remuneration Policy are stated in the Corporate Governance Report.

NUMBER OF THE MEETINGS OF THE BOARD

The Board had met Thirteen (13) times during the Financial Year ended 31st March, 2016 on 10th April, 2015, 28th May, 2015, 25th June, 2015, 26th June, 2015, 9th July, 2015, 31st July, 2015, 11th August, 2015, 26th August, 2015, 24th September, 2015, 30th September, 2015, 4th November, 2015, 18th December, 2015 and 11th February, 2016. The Audit Committee had met Four (4) times on 28th May, 2015, 11th August, 2015, 4th November, 2015 and 11th February, 2015. The details of the said meetings are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

DIRECTORS' RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors make the following statements in terms of Section 134(3)(c) of the Companies Act, 2013.

a. that in the preparation of the annual accounts for the year ended March 31, 2016, the applicable accounting standards had been followed along with proper explanation relating to material departures, if any;

b. that the Directors had selected such accounting policies as mentioned in Note No : 2 of the Financial Statements and applied them consistently and judgement and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the loss of the Company for the year ended on that date;

c. that the Directors had taken that proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d. that the Directors had prepared the annual accounts on a going concern basis;

e. that the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.

f. that the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

RELATED PARTY TRANSACTIONS

All related party transactions that were entered during the Financial Year were on an arm's length basis and were in the ordinary course of business. There were no materially significant related party transactions made by the Company with promoters, Directors, key managerial personnel or other designated persons which may have a potential conflict with the interest of the Company at large. None of the Directors has any pecuniary relationships or transactions vis-à-vis the Company other than sitting fees and reimbursement of expenses incurred, if any, for attending the Board meetings.

All related party transactions are placed before the audit committee for review and approval as per terms of the Policy for dealing with related parties Prior omnibus approval of the audit committee is obtained on a quarterly basis for the transactions which are of a foreseen and repetitive nature. The transactions entered into pursuant to the omnibus approval so granted are audited and a statement giving details of all related party transactions is placed before the audit committee and the board of Directors for their approval on a quarterly basis.

The policy on related party transactions as approved by the board is uploaded on the Company's website at the following link, http://www.shriramepc.com/Companies-Act-2013-Compliance.aspx

EXPLANATIONS OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMER MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORT

The explanations/comments made by the Board relating to qualification, reservations or adverse remarks made by the Statutory Auditors and the Practising Company Secretary their respective reports are furnished below:

QUALIFICATIONS OF STATUTORY AUDITORS

Management's response to Statutory Auditors qualification.

The Company has taken recourse for recovery of amount spent on the project through legal, diplomatic and claim under credit insurance with ECGC, in addition to, injunction in force against invocation of Performance Bank Guarantee issued in favour of Governorate of Basra in Iraqi Court as well as High Court of Chennai, India. Further Company`s petition for award of compensation for the quantum of work done is pending with the Appellate Court in Iraq. In view of the above, Company is confident of recovering the amount spent on the project, hence no provision was made.

QUALIFICATIONS BY THE SECRETARIAL AUDITORS

1. The Company has not filed Form 5 INV and not disclosed the same on the website of the Company as per the provisions of Section 205C of the Companies Act,1956.

   Management's response

   The Company shall undertake to file Form 5 INV once the new form is made available in the MCA website

2. The Company has not forwarded the Annual General Meeting Proceedings to the stock exchanges for the AGM held on 24.09.2015 and hence Clause 31 of the Listing Agreement has not been complied with.

   Management's response

   The Company has noted the same and shall ensure in future that clause 31 of the listing agreement is complied with.

3. The Company has filed certain PAS-3 forms wrongly mentioning the number of shares, subsequently revised PAS-3 forms were filed by the Company.

   Management's response

   The Company had filed a PAS 3 for allotment of shares and by oversight had mentioned the number of shares wrongly, which was duly rectified immediately by filing the revised form. The Company had also subsequently got the listing & trading approvals for the said allotment.

4. As per Regulation 108(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 the issuer or issuing Company, as the case may be, shall make an application for listing, within twenty days from the date of allotment, but the Company has filed few Listing Applications to stock exchanges beyond the 20 days' time limit.

   Management response

   The Company had filed a particular listing application with the Stock Exchange beyond the statuatory limit. However, the Company had provided a proper explanation for the delay in filing the listing application to the Stock Exchanges. The Company had also subsequently got the listing and trading approvals for the said applications.

MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT

There are no material changes or commitments affecting the financial position of the Company between the end of the Financial Year and the date of this report.

COMPOSITION OF AUDIT COMMITTEE

Pursuant to Section 177 of the Companies Act, 2013, the Audit Committee was reconstituted by the Board of Directors and consists of the following members:

1. Mr S.R. Ramakrishnan (DIN:00015839) – Chairman
2. Mr R. Sundararajan (DIN: 00498404) – Member
3. Mr. S Krishnamurthy (DIN:00140414) – Member
4. Mr. S Bapu (DIN:02541697) – Member
5. Mr. P D Karandikar (DIN:02142050) – Member
6. Ms. Chandra Ramesh (DIN:00938694) – Member

The Board has accepted the recommendations of the Audit Committee and there were no incidences of deviation from such recommendations during the Financial Year under review.

VIGIL MECHANISM

The Company has devised a vigil mechanism in pursuance of provisions of Section 177(10) of the Companies Act, 2013 for Directors and employees to report genuine concerns or grievances to the Audit Committee in this regard and details whereof are available on the Company's website.

NOMINATION AND REMUNERATION COMMITTEE

Pursuant to Section 178 of the Companies Act, 2013, the Board has constituted a Nomination and Remuneration Committee consisting of the following members:

1. Ms. Chandra Ramesh (DIN:0098694) – Chairman
2. Mr S.R. Ramakrishnan (DIN:00015839) – Member
3. Mr R. Sundararajan (DIN:00498404) – Member

The said committee has been empowered and authorized to exercise powers as entrusted under the provisions of Section 178 of the Companies Act, 2013. The Company had laid out the policy on director's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a director and other matters provided under sub section 3 of Section 178 of the Companies Act, 2013.

Policy on Criteria for Board Nomination and Remuneration policy is available in the website of the under the link http://www.shriramepc.com/Companies-Act-2013-Compliance.aspx

CORPORATE SOCIAL RESPONSIBILITY (CSR)

The Company has been incurring losses for the last 3 years. Hence, Corporate Social Responsibility Committee has not been formed and no initiatives have been taken by the Company on CSR as per the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company shall comply with this requirement once the operations improve and the applicability of this provision comes into force.

SIGNIFICANT & MATERIAL ORDERS PASSED BY THE REGULATORS

The Company has not received any significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI), on 2nd September, 2015 issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the aim to consolidate and streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from 1st December, 2015 and accordingly all listed entities were required to enter into the listing agreement within six months from the effective date. The Company entered into Listing Agreement with BSE Limited and National Stock Exchange of India Limited during December, 2015.

AUDITORS

The Company's Auditors, Messrs Deloitte Haskins & Sells, Chartered Accountants, Chennai who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the rules framed thereunder for reappointment as Auditors of the Company. As required under

Regulations 33(1) (d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Auditors have also confirmed that they hold a valid certificate issued by the peer review board of the Institute of Chartered Accountants of India.

COST AUDITORS

Pursuant to Section 148 of the Companies Act, 2013 read with Rule 14 Companies (Audit and Auditor's Rules) Mr. G Sundaresan, CMA (Membership No:11733) was appointed as Cost Auditor of the Company for the Financial Year 2016-17 on a remuneration of Rs.50000. In terms of the Act and Rules refered above, the remuneration payable to the Cost Auditor is required to be placed before the members in a General Meeting for their ratification.

Accordingly, a resolution seeking member's ratification for the remuneration payable to Mr. G Sundaresan, CMA, Cost Auditor is included at Item No.4 of the notice convening the Annual General Meeting.

SECRETARIAL AUDITORS

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditor is annexed herewith.

As required under the Companies Act, 2013, the remuneration of Rs.1,00,000 payable to the Secretarial Auditor is required to be placed before the members in a General Meeting for their ratification.

Accordingly, a resolution seeking member's ratification for the remuneration payable to Messrs R Sridharan & Associates, a firm of Company Secretaries in Practice is included at Item No.6 of the Notice convening the Annual General Meeting.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Management Discussion and Analysis Report, highlighting the business details, is attached and forms part of this report.

CORPORATE GOVERNANCE

All material information was circulated to the Directors before the meeting or placed at the meeting, including minimum information required to be made available to the Board as prescribed under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations.

In terms of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 a Report on Corporate Governance along with a Certificate from the Practicing Company Secretary confirming the compliance with the conditions of Corporate Governance as stipulated under Part E of Schedule V of Sub- Regulation 34(3) of the Listing Regulations is attached to this report.

PROTECTION OF WOMEN AT WORKPLACE

The Company has formulated an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013.

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary and trainees) are covered under this policy.

The following is the summary of sexual harassment complaints received and disposed off during the year 2015-16.

No. of complaints received – Nil
No. of complaints disposed off – Not Applicable

ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014, is given below:

Earnings in Foreign Currency: Nil

Expenditure in Foreign Currency: Rs. 735.70 lakhs

Rs. in lakhs

Travelling and Conveyance	41.53
Professional and Consultation Fees	508.26
Erection, Construction & Operation Expenses	28.32
Others	157.59
Total	**735.70**

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in the prescribed form MGT 9 as per Section 92(3) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is annexed to and forms part of this Report.

PARTICULARS OF EMPLOYEES

The ratio of remuneration of each Director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013 read with Rule 5 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 is annexed to and forms part of this report.

CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company prepared in accordance with Section 129(3) of the Companies Act, 2013 and relevant Accounting Standards (AS) viz. AS 21, AS 23 and AS 27 issued by the Institute of Chartered Accountants of India form part of this Annual Report. Further, a statement containing the salient features of the financial statement of the subsidiary in the prescribed format AOC-1 is appended to the Directors Report. The statement also provides the details of performance and financial position of the subsidiary.

APPRECIATION & ACKNOWLEDGEMENTS

The Directors wish to thank the bankers for their continued assistance and support. The Directors also wish to thank the Shareholders of the Company for their continued support even during these testing period. Further the Directors also wish to thank the customers and suppliers for their continued cooperation and support. The Directors further wishes to place on record their appreciation to all employees at all levels for their commitment and their contribution.

For and on behalf of the Board

Place: Chennai
Date: 23rd May 2016

S R Ramakrishnan
(DIN:00015839)
Chairman

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,

Shriram EPC Limited,
Sigappi Achi Building, 4th Floor,
18/3 Rukmani Lakshmipathi Road,
Egmore, Chennai-600 008.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Shriram EPC Limited [Corporate Identification Number: L74210TN2000PLC045167] having its Registered Office at Sigappi Achi Building, 4th Floor, 18/3 Rukmani Lakshmipathi Road, Egmore, Chennai - 600 008 (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2016 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder and the Companies Act, 1956 to the extent applicable;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Company has not dealt with the matters relating to Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings under FEMA and hence, the requirement of complying with the provisions of Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder does not arise;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015;

c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and The Securities and Exchange Board of India (Employee Stock Option Scheme) Guidelines 1999. During the year under review the Company has not allotted any shares to its employees;

e) The Company has not issued any debentures during the period under review, and hence the requirement of compliance of the provisions of the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 does not arise;

f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

g) The Company has not delisted its Securities from the Stock Exchanges in which it is listed during the period under

review, hence the requirement of complying with the provisions of the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 does not arise; and

h) The Company has not bought back any Securities during the period under review, hence the requirement of compliance with the provision of the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 does not arise;

(vi) We have reviewed the systems and mechanisms established by the Company for ensuring compliances under the other applicable Acts, Rules, Regulations and Guidelines prescribed under various laws which are applicable to the Company and categorized under the following major heads/groups:

1. Factories Act, 1948;
2. Industrial Disputes Act, 1947
3. Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation etc.;
4. Industries (Development & Regulation) Act, 1951
5. Acts and Rules prescribed under prevention and control of pollution;
6. Acts and Rules relating to Environmental protection and energy conservation;
7. The Shops and Establishment Act, 1953
8. Acts relating to Protection of IPR
9. The Information Technology Act,2000
10. Indian Stamp Act, 1899
11. Motor Vehicles Act, 1988
12. Employment Exchange Act, 1959 and
13. Other local laws as applicable to various sites and offices.

With respect to Fiscal laws such as Income Tax, Professional Tax, Central Sales Tax & Local Sales Tax, etc., based on the information and explanation provided to us by the management and officers of the Company and also certificates placed before the Board of Directors, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have also examined compliance with the applicable clauses / regulations of the following:

(i) Secretarial Standards with respect to Meetings of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India applicable with effect from 1st July, 2015.

(ii) The Listing Agreements entered into by the Company with BSE Limited and The National Stock Exchange of India Limited and the Uniform Listing Agreement entered with the said stock exchanges pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (applicable with effect from 1st December, 2015).

During the period under review, the Company has complied with the provisions of the Act, Rules, applicable Regulations, Guidelines, Standards, etc. as mentioned above except to the extent as mentioned below:

1. The Company has not filed Form 5 INV and not disclosed the same on the website of the Company as per the provisions of Section 205C of the Companies Act,1956.
2. The company has not forwarded the Annual General Meeting Proceedings to the stock exchanges for the AGM held on 24.09.2015 and hence Clause 31 of the Listing Agreement has not been complied with.
3. The company has filed certain PAS-3 forms wrongly mentioning the number of shares, subsequently revised PAS-3 forms were filed by the Company.

4. As per Regulation 108(2) of SEBI (Listing Obligations And Disclosure Requirements) Regulation, 2015 the issuer or issuing Company, as the case may be, shall make an application for listing, within twenty days from the date of allotment , but the company has filed few Listing Applications to stock exchanges beyond the 20 days time limit.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors before schedule of the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Based on the verification of the records and minutes, the decisions were carried out with the consent of the Board of Directors / Committee Members and no Director / Member dissented on the decisions taken at such Board / Committee Meeting. Further, in the minutes of the General Meeting, the members who voted against the resolution(s) have been recorded.

We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

We further report that there were no specific events having major bearing on the Company's affairs in pursuance of above referred laws, rules, regulations, guidelines and standards during the period under review.

For R.SRIDHARAN & ASSOCIATES

COMPANY SECRETARIES

CS R.SRIDHARAN

PLACE : CHENNAI

CP No. 3239

DATE : MAY 23, 2016

FCS No. 4775

Note: This Report is to be read with letter of even date by Secretarial Auditor, which is annexed as Annexure A and Forms an integral part of this report.

'Annexure A'

To,

The Members,

Shriram EPC Limited,
Sigappi Achi Building, 4th Floor
18/3 Rukmani Lakshmipathi Road
Egmore, Chennai - 600 008.

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES

CS R.SRIDHARAN
CP No. 3239
FCS No. 4775

PLACE : CHENNAI
DATE : MAY 23, 2016

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with amounts in Rs.)

Sl. No.	Particulars	Details
1.	Name of the subsidiary	Shriram EPC FZE, Sharjah
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreignsubsidiaries	AED
4.	Share capital	Rs 24,25,939
5.	Reserves & surplus	Rs (91,34,277)
6.	Total assets	Rs 7,49,891
7.	Total Liabilities	Rs 79,88,182
8.	Investments	Nil
9.	Turnover	Nil
10.	Profit before taxation	Rs (8,60,681)
11.	Provision for taxation	Nil
12.	Profit after taxation	Rs (8,60,681)
13.	Proposed Dividend	–
14.	% of shareholding	100%

Notes: The following information shall be furnished at the end of the statement:

1. Names of subsidiaries which are yet to commence operations - NIL
2. Names of subsidiaries which have been liquidated or sold during the year. - NIL

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	Haldia Coke and Chemicals Private Limited
Latest audited Balance Sheet Date	31.03.2016
Shares of Associate/Joint Ventures held by the company on the year end	Reporting period for the subsidiary concerned, if different from the holding company's reporting period
Amount of Investment in Associates/Joint Venture	Rs 4007.22 lakhs
Extend of Holding%	48.48%
Description of how there is significant influence	NA
Reason why the associate/joint venture is not consolidated	The carrying value of the investment as at 31st March 2015, after recognizing the group's share of loss in the Associate up to that date was NIL. Considering the erosion of net worth and continuing losses being incurred by it, the group's share of losses in the associate for the current year has not been recognized in these consolidated financial statements
Net worth attributable to shareholding as per latest audited Balance Sheet	Nil
Profit/Loss for the year	
Considered in Consolidation	NA
Not Considered in Consolidation	Nil

1. Names of associates or joint ventures which are yet to commence operations - NIL
2. Names of associates or joint ventures which have been liquidated or sold during the year - NIL

FORM MGT - 9

Extract of Annual Return as on the Financial Year ended on 31st March, 2016
[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN	L74210TN2000PLC045167
ii	Registration Date	12th June 2000
iii	Name of the Company	Shriram EPC Limited
iv	Category / Sub-Category of the Company	Company Limited by Shares / Indian Non-Govt Company
v	Address of the Registered office and Contact Details	No.18/3, Sigappi Achi Building, 4th Floor, Rukmani Lakshmipathi Salai, Egmore Chennai-600 008
vi	Whether Listed Company Yes / No	Yes
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	Cameo Corporate Services Limited Subramanian Building, V Floor, No. 1, Club House Road, Chennai 600 002. India Tel: (91 44) 2846 0390 Fax: (91 44) 2846 0129 Email: shriramepc@cameoindia.com Website: www.cameoindia.com Contact Person: Mr. R.D. Ramasamy

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:-

Sl No.	Name and description of main products/ services	NIC code of the product/ service	% to total turnover of the Company
1	EPC	4220	100%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sl No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable section
1	SVL Limited 123, Angappa Naicken Street, Chennai- 600001	U74900TN1986PLC013431	Holding	50.03%	2(46)
2	Shriram EPC FZE, Sharjah Airport International Free Zone (SAIF-Zone)	NA	Subsidiary	100%	2(87)
3	Haldia Coke & Chemicals Pvt Limited. Sigapi Achi Building, 4th Floor No.18/3, Rukmani Lakshmipathi Road, Egmore, Chennai-600 008	U15541TN2004PTC054260	Associate	48.48%	2(6)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding	
Name of the Company	: SHRIRAM EPC LIMITED
Face Value	: 10 /-
Paidup Shares as on 01-Apr-2015	: 86358184
Paidup Shares as on 31-Mar-2016	: 330626422
For the Period From	: 01-Apr-2015 To : 31-Mar-2016

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A.	**Shareholding of Promoter and Promoter Group**									
1.	**Indian**									
a.	Individuals/Hindu Undivided Family	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Bodies Corporate	60334526	0	60334526	69.8654	165412862	0	165412862	50.0301	-19.8353
d.	Financial Institutions/ Banks	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Any Other									
	Sub - Total (A)(1)	60334526	0	60334526	69.8654	165412862	0	165412862	50.0301	-19.8353
2.	**Foreign**									
a.	Individuals (Non-Resident Individuals/ Foreign Individuals)	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Bodies Corporate	0	0	0	0.0000	0	0	0	0.0000	0.0000
c.	Institutions	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (contd...)

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e.	Any Other									
	Sub - Total (A)(2)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Share Holding of Promoter and Promoter Group (A) = (A)(1)+(A)(2)	60334526	0	60334526	69.8654	165412862	0	165412862	50.0301	-19.8353
B.	**Public Shareholding**									
1.	**Institutions**									
a.	Mutual Funds/UTI	0	0	0	0.0000	0	0	0	0.0000	0.0000
b.	Financial Institutions/Banks	322646	0	322646	0.3736	139507548	0	139507548	42.1949	41.8213
c.	Central Government/ State Government(s)	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Venture Capital Funds	0	0	0	0.0000	0	0	0	0.0000	0.0000
e.	Insurance Companies	0	0	0	0.0000	0	0	0	0.0000	0.0000
f.	Foreign Institutional Investors	1128530	0	1128530	1.3068	0	0	0	0.0000	-1.3068
g.	Foreign Venture Capital Investors	0	0	0	0.0000	0	0	0	0.0000	0.0000
h.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
i.	Any Other									
	Foreign Portfolio Investor (Corporate) Category III	0	0	0	0.0000	1123364	0	1123364	0.3398	0.3398
	Sub - Total (B)(1)	1451176	0	1451176	1.6804	140630912	0	140630912	42.5347	40.8543
2.	**Non-Institutions**									
a.	Bodies Corporate	3960308	0	3960308	4.5859	4315566	0	4315566	1.3053	-3.2806
b.	Individuals -									
	Individual Shareholders Holding Nominal Share Capital Upto ₹1 Lakh	3033274	1171	3034445	3.5138	3781799	1216	3783015	1.1442	-2.3696

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (contd...)

Category code	Category of Shareholder	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
	Individual Shareholders Holding Nominal Share Capital In Excess of ₹1 Lakh	1702026	0	1702026	1.9709	2430314	0	2430314	0.7351	-1.2358
c.	Qualified Foreign Investor	0	0	0	0.0000	0	0	0	0.0000	0.0000
d.	Any Other									
	Clearing Members	44718	0	44718	0.0518	30267	0	30267	0.0092	-0.0426
	Directors And Their Relatives	14100	20	14120	0.0164	14100	20	14120	0.0043	-0.0121
	Foreign Corporate Bodies	11731762	0	11731762	13.5850	10919343	0	10919343	3.3026	-10.2824
	Hindu Undivided Families	233514	0	233514	0.2704	265860	0	265860	0.0804	-0.1900
	Non Resident Indians	64810	0	64810	0.0750	61384	0	61384	0.0186	-0.0565
	Trusts	3786779	0	3786779	4.3850	2762779	0	2762779	0.8356	-3.5493
		15875683	20	15875703	18.3836	14053733	20	14053753	4.2506	-14.1329
	Sub - Total (B)(2)	24571291	1191	24572482	28.4541	24581412	1236	24582648	7.4352	-21.0190
	Total Public Shareholding (B) = (B)(1)+(B)(2)	26022467	1191	26023658	30.1346	165212324	1236	165213560	8.5794	-21.5552
	Total (A)+(B)	86356993	1191	86358184	100.0000	330625186	1236	330626422	100.0000	0.0000
C.	**Shares Held By Custodians And Against Which Depository Receipts Have Been Issued**									
	Promoter And Promoter Group	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Public	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Total Custodian (C)	0	0	0	0.0000	0	0	0	0.0000	0.0000
	Grand Total (A)+(B)+(C)	86356993	1191	86358184	100.0000	330625186	1236	330626422	100.0000	0.0000

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(ii) Shareholding of promoters

Name of the Company : SHRIRAM EPC LIMITED

Sl No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year							
		No of shares	% of total shares of the Company	% of shares pledged /encumbered to total shares	No of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	% change in share-holding during the year	FOLIO/DP_CL_ID	PAN	Pledged Shares at beginning of the Year	Pledged Shares at end of the Year
1	SVL Limited	60334526	69.87	64.54459259	165412862	50.03	29.59	-19.84	'IN30002011730413	AAACS7696D	38942674	48942674

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
1	**SVL Limited (formerly known as Shriram Industrial Holdings Limited)**						
	At the beginning of the year 01-Apr-2015	44460123	51.48	44460123	51.48	'IN30002011730413	AAACS7696D
	Purchase 01-May-2015	10000000	11.58	54460123	63.06		
	Pref allotment 26-Junt-2015	105078336	44.27	159538459	67.22		
	At the end of the Year 31-Mar-2016	159538459	48.25	159538459	48.25		
	Having Same Pan						

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iii) Change in Promoters' Shareholding (please specify, if there is no change) (contd.)

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
1	**SVL Limited (formerly known as Shriram Industrial Holdings Limited)**						
	At the beginning of the year 01-Apr-2015	10000000	11.58	10000000	11.58	'1203840001372810	AAACS7696D
	Sale 01-May-2015	-10000000	-11.58	0	0.00	'	
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
	Having Same Pan						
1	**SVL Limited (formerly known as Shriram Industrial Holdings Limited)**						
	At the beginning of the year 01-Apr-2015	5874403	6.80	5874403	6.80	'1301490000019372	AAACS7696D
	At the end of the Year 31-Mar-2016	5874403	1.78	5874403	1.78		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
1	**Bessemer Venture Partners Trust**						
	At the beginning of the year 01-Apr-2015	10481762	12.1375	10481762	12.1375	'IN30016710018200	AABTB1675K
	Sale 08-Jan-2016	-493176	-0.1701	9988586	3.4444	'	
	Sale 15-Jan-2016	-270243	-0.0932	9718343	3.3512		
	Sale 22-Jan-2016	-49000	-0.0169	9669343	3.3343		
	At the end of the Year 31-Mar-2016	9669343	2.9246	9669343	2.9246		
2	**Unit Trust Of India Investment Advisory Services Limited- A/C Ascent India Fund**						
	At the beginning of the year 01-Apr-2015	3786779	4.3850	3786779	4.3850	'IN30134820008125	AABTA4725B
	Sale 25-Mar-2016	-1024000	-0.3337	2762779	0.9004		
	At the end of the Year 31-Mar-2016	2762779	0.8356	2762779	0.8356		
3	**GKFF Ventures**						
	At the beginning of the year 01-Apr-2015	1250000	1.4475	1250000	1.4475	'IN30005410063610	AAFCA9520K
	At the end of the Year 31-Mar-2016	1250000	0.3781	1250000	0.3781		
	HAVING SAME PAN						
3	**GKFF Ventures**						
	At the beginning of the year 01-Apr-2015	1123364	1.3008	1123364	1.3008	'IN30005410060834	AAFCA9520K
	At the end of the Year 31-Mar-2016	1123364	0.3398	1123364	0.3398		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) **Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (contd.)**

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
4	**ASTS Management Consultancy Llp**						
	At the beginning of the year 01-Apr-2015	875000	1.0132	875000	1.0132	'1203840001335643	AATFA4963H
	At the end of the Year 31-Mar-2016	875000	0.2646	875000	0.2646		
5	**Mani N Jt1 : Sankar R**						
	At the beginning of the year 01-Apr-2015	658436	0.7624	658436	0.7624	'IN30136410234758	ABNFS8467R
	Purchase 26-Jun-2015	400000	0.1521	1058436	0.4026		
	At the end of the Year 31-Mar-2016	1058436	0.3201	1058436	0.3201		
6	**Inspire Management Consultants Private Limited**						
	At the beginning of the year 01-Apr-2015	400000	0.4632	400000	0.4632	'IN30136410068566	AACCI1852K
	Sale 26-Jun-2015	-400000	0.1521	0	0.0000		
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
7	**Nissan Management Consultants Private Limited**						
	At the beginning of the year 01-Apr-2015	400000	0.4632	400000	0.4632	'IN30136410068574	AADCN1382N
	Sale 03-Jul-2015	-400000	-0.1685	0	0.0000		
	At the end of the Year 31-Mar-2016	0	0.0000	0	0.0000		
8	**Canola Consultancy Private Limited**						
	At the beginning of the year 01-Apr-2015	392416	0.4544	392416	0.4544	'IN30131321105715	AACCC8370Q
	At the end of the Year 31-Mar-2016	392416	0.1187	392416	0.1187		
9	**SMA Professional Services Pvt Limited**						
	At the beginning of the year 01-Apr-2015	356958	0.4133	356958	0.4133	'IN30136410000316	AAMCS2340C
	At the end of the Year 31-Mar-2016	356958	0.1080	356958	0.1080		
10	**Mayur Consultancy Private Limited**						
	At the beginning of the year 01-Apr-2015	354681	0.4107	354681	0.4107	'IN30131321105707	AAECM6823E
	At the end of the Year 31-Mar-2016	354681	0.1073	354681	0.1073		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (contd.)

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
11	**Central Bank Of India Cp Allotment Account**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30108022286142	AAACC2498P
	Purchase 12-Feb-2016	13675072	5.2019	13675072	5.2019		
	At the end of the Year 31-Mar-2016	13675072	5.2019	13675072	5.2019		
12	**Oriental Bank of Commerce**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30002010060150	AAACO0191M
	Purchase 16-Oct-2015	8388338	3.1908	8388338	3.1908		
	Purchase 30-Oct-2015	1270467	0.4832	9658805	3.6741		
	At the end of the Year 31-Mar-2016	9658805	3.6741	9658805	3.6741		
13	**Punjab National Bank**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30070810609099	AAACP0165G
	Purchase 16-Oct-2015	6980445	2.6553	6980445	2.6553		
	Purchase 30-Oct-2015	924803	0.3517	7905248	3.0071		
	At the end of the Year 31-Mar-2016	7905248	3.0071	7905248	3.0071		
14	**State Bank of Patiala**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30378610000279	AACCS0143D
	Purchase 16-Oct-2015	6669385	2.5370	6669385	2.5370		
	Purchase 30-Oct-2015	1055185	0.4013	7724570	2.9384		
	At the end of the Year 31-Mar-2016	7724570	2.9384	7724570	2.9384		
15	**The South Indian Bank Limited.**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30009511274987	AABCT0022F
	Purchase 16-Oct-2015	3819834	1.4530	3819834	1.4530		
	Purchase 30-Oct-2015	657975	0.2502	4477809	1.7033		
	At the end of the Year 31-Mar-2016	4477809	1.7033	4477809	1.7033		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(iv) Shareholding Pattern of top ten shareholders (other than Directors, Promoters and Holders of GDRs and ADRs): (contd.)

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
16	**Bank of Maharashtra**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30038610000287	AACCB0774B
	Purchase 16-Oct-2015	3534254	1.3444	3534254	1.3444		
	Purchase 30-Oct-2015	385082	0.1464	3919336	1.4909		
	At the end of the Year 31-Mar-2016	3919336	1.4909	3919336	1.4909		
	HAVING SAME PAN						
17	**IDBI Bank Limited.**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'1302860000092629	AABCI8842G
	Purchase 16-Oct-2015	3696180	1.4060	3696180	1.4060		
	At the end of the Year 31-Mar-2016	3696180	1.4060	3696180	1.4060		
18	**The Lakshmi Vilas Bank Limited**						
	At the beginning of the year 01-Apr-2015	0	0.0000	0	0.0000	'IN30012611204350	AAACT4291P
	Purchase 16-Oct-2015	3241061	1.2328	3241061	1.2328		
	Purchase 30-Oct-2015	466950	0.1776	3708011	1.4105		
	At the end of the Year 31-Mar-2016	3708011	1.4105	3708011	1.4105		

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) (Contd.)

(v) **Shareholding of Directors and Key Managerial Personnel:**

Name of the Company : SHRIRAM EPC LIMITED

		Shareholding at the beginning of the year		Cumulative Shareholding during the year			
Sl No	Name of the Share holder	No of shares	% of total shares of the Company	No of shares	% of total shares of the Company	FOLIO/DP_CL_ID	PAN
1	**Rangaswamy Sundara Rajan**						
	At the beginning of the year 01-Apr-2015	9800	0.011	9800	0.011	'1203840000800556	AACPR1580Q
	At the end of the Year 31-Mar-2016	9800	0.003	9800	0.003		
2	**T Shivaraman**						
	At the beginning of the year 01-Apr-2015	3000	0.003	3000	0.003	'IN30036022465056	AACPS3488G
	At the end of the Year 31-Mar-2016	3000	0.001	3000	0.001		
3	**T Shivaraman**						
	At the beginning of the year 01-Apr-2015	1000	0.001	1000	0.001	'IN30036022567986	AAAHT0053L
	At the end of the Year 31-Mar-2016	1000	0.000	1000	0.000		
4	**Amjat Shariff M**						
	At the beginning of the year 01-Apr-2015	300	0.000	300	0.000	'IN30131320668989	AAQPS9393A
	At the end of the Year 31-Mar-2016	300	0.000	300	0.000		
5	**Krishnan Suresh**						
	At the beginning of the year 01-Apr-2015	50	0.000	50	0.000	'IN30177414854843	AAMPS5523L
	At the end of the Year 31-Mar-2016	50	0.000	50	0.000		
6	**Amjat Shariff M**						
	At the beginning of the year 01-Apr-2015	10	0.000	10	0.000	'00000006	
	At the end of the Year 31-Mar-2016	10	0.000	10	0.000		
7	**T Shivaraman**						
	At the beginning of the year 01-Apr-2015	10	0.000	10	0.000	'00000040	
	At the end of the Year 31-Mar-2016	10	0.000	10	0.000		

V. INDEBTEDNESS

The Company has loan funds outstanding as at March 31, 2016 of Rs.1966.75 crore

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
statement being scanned for inserting the figs				
i) Principal Amount	2,069.69	51.74	–	2,121.42
ii) Interest due but not paid	–	34.93	–	34.93
iii) Interest accrued but not due	0.51	–	–	0.51
Total(i+ii+iii)	**2,070.19**	**86.67**	**–**	**2,156.86**
Change in Indebtedness during the Financial Year				
– Addition	316.30	27.79	–	344.09
– Reduction	445.20	89.00	–	534.20
Net Change	-128.90	-61.21	–	-190.11
Indebtedness at the end of the Financial Year				
i) Principal Amount	1,938.48	25.46	–	1,963.94
ii) Interest due but not paid	0.53	–	–	0.53
iii) Interest accrued but not due	2.29	–	–	2.29
Total (i+ii+iii)	**1,941.30**	**25.46**	**–**	**1,966.75**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, whole time Directors and/or/Manager: ₹in Lakhs

Sl no	Particulars of Remuneration	Name of the MD/WTD		Total amount
		T Shivaraman	M Amjat Shariff	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	40.15	43.99	84.14
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.87	1.29	2.16
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–
2	Stock option	–	–	–
3	Sweat Equity	–	–	–
4	Commission	–	–	–
5	Others (Contribution to PF & Superannuation)	–	–	–
	Total (A)	**41.02**	**45.28**	**86.3**
	Ceiling as per the Act	**60 .00**	**60.00**	–

B. Remuneration to other Directors:

Particulars of Remuneration	Names of other Directors								
	S R Ramakrishnan	S Srinivasan	R Sundararajan	S Krishnamurthy	S Bapu	Sunil Kolangara	Vishal Gupta	P D Karandikar	Chandra Ramesh
	Chairman-Independent	Vice Chairman*	Independent	Independent	Independent	Nominee	Nominee	Independent	Independent
Fee for attending Board meetings	162000	–	162000	175500	175500	13500	13500	121500	148500
Committee meetings	108000	–	108000	90,000	90,000	–	–	36,000	9000
Total	2,70,000	–	2,70,000	2,65,500	2,65,500	13500	13500	1,57,500	1,57,500
Ceiling as per the Act	–	–	–	–	–	–	–	–	–
Total Managerial	–	–	–	–	–	–	–	–	–
Remuneration =(A+B)	–	–	–	–	–	–	–	–	–
Overall Ceiling as per the Act	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee	Max of Rs.1 lac per each meeting of the board / committee

* Non-Executive Non-Independent Director

C. Remuneration to Key Managerial Personnel Other than MD/Manager/WTD:

Sl no	Particulars of Remuneration	Name of the KMP		Total amount (Rs. in Lakhs)
		R S Chandrasekharan	K Suresh	
1	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	37.44	30.79	68.23
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	–	–	–
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	–	–	–
2	Stock option	–	–	–
3	Sweat Equity	–	–	–
4	Commission	–	–	–
5	Others (Contribution to PF & Superannuation)	2.60	2.21	4.81
	Total (A)	40.04	33.00	73.04

VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

There were no penalties / punishment / compounding of offences for breach of any section of Companies Act against the Company or its Directors or other officers in default, if any, during the year.

Annexure to the Directors' Report

Statement of Disclosure of Remuneration under Section 197 of Companies Act, 2013 and Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the Financial Year 2014-15, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the Financial Year 2014-15.

Sl no	Name of Director/KMP	Designation	Remuneration (Rs. in Lakhs)	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
I	Non-Executive Directors		12.13	2.8	NIL
II	Executive Directors				
1	T Shivaraman	Managing Director & CEO	41.02	10.26	NIL
2	M Amjat Shariff	Joint Managing Director	45.28	11.33	NIL
III	Key Managerial Personnel				
3	R S Chandrasekharan	Chief Financial Officer	40.04	9.37	NIL
4	K Suresh	Vice President & Company Secretary	33.00	7.71	NIL

* Governed under remuneration structure.

Note: a) The Non-Executive Directors of the Company are entitled for sitting fee as per the statutory provisions. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report.

The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the above purpose.

b) Percentage increase in remuneration indicates annual target total compensation increase, as approved by the Nomination and Remuneration Committee of the Company during the Financial Year 2015-16

ii. The percentage increase in the median remuneration of Employees for the Financial Year was NIL.

iii. The Company has 457 permanent Employees on the rolls of Company as on 31st March, 2016

iv. Relationship between average increase in remuneration and Company's performance: The reward philosophy of the Company is to provide market competitive total reward opportunity that has a strong linkage to and drives performance culture. Every year, the salary increase for the Company are decided on the basis of a benchmarking exercise that is undertaken with similar profile organizations. The final salary increases given are a function of Company's market competitiveness in this comparator group as well as overall business affordability. However, during the year there was no salary increase due to the Company's performance.

v. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

In line with Company's reward philosophy, merit increases of its Employees including Key Managerial Personnel are directly linked to individual performance as well as that of the Company business. Given the present economic scenario and the sluggish market condition and the performance of the Company it has been decided not to increase the remuneration of the Key Managerial Personnel for the current year.

vi. The Market Capitalisation of the Company as on 31st March, 2016 was Rs.783.58 crore.as compared to Rs.276.35 crore as on 31st March, 2015. The price earnings ratio of the Company was -0.43 as at 31st March, 2016 and was -0.76 as at 31st March, 2015.

vii. Average percentage increase made in the salaries of Employees other than the managerial personnel in the Financial Year was NIL whereas the increase in the managerial remuneration was NIL.

viii. The key parameters for any variable component of remuneration:

Variable compensation is an integral part of our total reward package for all Employees including Executive Directors. At the start of the year, every Employee (including Executive Directors), have the KRAs fixed and their roles assigned for the year in addition to their job fundamentals. These are drawn from the organizational strategic plan and are then reviewed for consistency and stretch. The Company's targets are a combination of goals such as Sales Growth, Operating Margin etc.

ix. The ratio of the remuneration of the highest paid Director to that of the Employees who are not Directors but receive remuneration in excess of the highest paid Director during the year:

Not Applicable

x. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

Management Discussion and Analysis FY - 2015-16

COMPANY OVERVIEW

Headquartered in Chennai, Tamil Nadu, Shriram EPC Limited (SEPC) is one of the country's foremost service provider of integrated design, engineering, procurement, construction and project management services for process and metallurgy plants, thermal power plants, biomass based power plants, solar power plants, mines and mineral processing, water and waste-water treatment plants, water and sewer infrastructure and pipe rehabilitation.

SEPC has a proven track record of having executed some of the most complex and technically challenging projects across the country as well as in overseas markets. Further, strategic and technical tie-ups with some of the well-known and well regarded global brands for project execution has enabled the Company to widen its capabilities and strengthen its presence in the international market. Its global track record includes projects executed in Zambia. In a bid to further widen its reach, the Company is also gearing towards scaling up its operations for sourcing projects in South Asia, Africa and the Middle East.

ECONOMIC OVERVIEW

Global growth continued to remain weak, moderating to 2.4% during the year amidst the growing uncertainties in several economies across the world. The outlook remains muted as the World Bank (based on Jan 2016) expects the outlook to remain challenging with global growth projected to reach 2.9% in 2016 on the back of a modest recovery in advanced economies and stabilization amongst major commodity exporters. Global growth faces downside risks as a protracted slowdown across large emerging markets could have substantial spillovers to other developing economies as well, and eventually hold back the recovery in advanced economies.

In the near term, the benefits from reforms to governance and business conditions are potentially large and could help offset the effects of slow growth in larger economies.

India's economic growth is expected to gradually moderate to 7.4% in 2016-17, from 7.6% in 2015-16, with tepid external demand offsetting the pickup in domestic demand. The Economic Survey pegged the economy's growth at 7-7.75% in 2016-17, indicating a greater chance of deceleration from the previous year's GDP estimate of 7.6%. The decline in GDP growth is expected on the back of slowing advanced economies, lower commodity prices and weakness in currencies of some major trading partners, vis-à-vis the Indian Rupee, are likely to hit merchandise exports and financial, telecom, business and other tradable services.

The growth is expected to pick up to 7.8% in 2017-18, owing to Government's strengthening of public sector banks' capital and operations, private investment benefiting from corporate deleveraging, the financing of stalled projects, and an uptick in bank credit.

Despite, relative slowdown in the economy, India is expected to remain the fastest growing economy in the world in the near term. Despite emerging as the fastest growing global economy, there is dissatisfaction with the rate of growth in the country as there remains significant potential to raise it even further.The country's growth potential can be raised even further if the Government can successfully implement necessary reforms including unifying the tax regime, improving the labour market regulations, as well as open up Foreign Direct Investment and trade further.

OVERVIEW OF KEY SECTORS OF OPERATIONS

Mining & Minerals

After years of turmoil, the Indian mining sector is displaying initial signs of recovery. Production of metallic minerals growing by nearly 20% in the first eleven months of 2015-16 and total mineral output rising by 8.2%. In monetary terms though, the mineral output is lower this year compared to that of the previous year, down by 11.4% between April 2015 and February 2016 as compared to the same period a year ago, primarily due to falling international prices.

Iron ore output rose significantly following reopening of mines in states like Goa and Odisha which had earlier been shut. The output is likely to increase even further following commencement of operations from new mines auctioned by the Government.

To further strengthen the segment, the Government has permitted 100 % Foreign Direct Investment (FDI) in the mining sector under the automatic route. Mining leases are being granted for a long duration of minimum 20 years and up to 30 years. Further, it has also approved the MMDR Bill (2011) to provide a better legislative environment for investment and technology. There is significant scope for new mining capacities in iron ore, bauxite, and coal.

Power

Power remains one of the most critical components of infrastructure, crucial for the economic growth and welfare of nations.

India's power sector is one of the most diversified in the world. Sources of power generation range from conventional sources

such as coal, lignite, natural gas, oil, hydro and nuclear power to viable non-conventional sources such as wind, solar, and agricultural and domestic waste. Electricity demand in the country has been increasing rapidly and is expected to rise further in the years to come, in line with growing economy. In order to meet the increasing demand for electricity in the country, massive addition to the installed generating capacity is required.

India's installed capacity as of March 31, 2016 stood at 298 GW. Thermal power with a share of 61% continues to dominate the country's overall energy mix, followed by hydro and renewable with share of 15% and 13% respectively. India plans to add a total of 88.5 GW of conventional power capacity under the 12th Five Year Plan. Of the total, 72.3 GW is planned under thermal power, while 10.8GW and 5.3 GW are planned for hydro power and nuclear power respectively.

Market Size

As of March 2016, total thermal installed capacity stood at 185.2 gigawatt (GW), while hydro and renewable energy installed capacity totalled 42.7 GW and 38.8 GW, respectively.

India's wind power capacity installed in FY2016, is estimated to increase 20 percent over last year to 2,800 MW. Further, India's wind energy market is expected to attract investments amounting to Rs.1,00,000 crore (US$ 15.7 billion) by 2020, while capacities are estimated to almost double by 2020 from over 23,000 MW in June 2015, with an addition of about 4,000 MW per annum in the next five years.

Investment Scenario

Around 293 global and domestic companies have committed to generate 266 GW of solar, wind, mini-hydel and biomass-based power in India over the next 5-10 years. The initiative would entail an investment of about US$ 310-350 billion. Between April 2000 and September 2015, the industry had attracted US$ 9.97 billion in Foreign Direct Investment (FDI).

Investment Opportunities

- From barely 20 MW in 2011, India's installed solar capacity has increased to 3.74 GW as on 31.03.2015 with an estimated potential of 7.48 GW.
- India has vast untapped renewable energy resources — wind energy has installed capacity of 23.44 GW and an estimated potential of 102.8 GW.
- Small hydro has installed capacity of 4 GW and an estimated potential of 19.7 GW.
- Bio-power (including biomass and bagasse co-generation) has an installed capacity of 4.4GW as opposed to an estimated potential of 22.5 GW.

Metallurgy

India is presently the world's third-largest producer of crude steel and is tipped to become the second-largest producer by 2016. Key growth driver for the industry have been availability of raw materials such as iron ore and cost-effective labor. However, despite the impressive performance, the domestic steel industry is presently under stress owing to low demand growth, depressed international prices and massive overcapacity in China.

However, the Indian Railways' massive Rs. 8.5 lakh crore of investment over the next five years in new capacity and lines is expected to offer huge growth opportunity for Indian steel industry. Seventy-seven new projects have been announced which will cover 9,400 kms doubling / tripling / quadrupling of railway tracks and other capacity building adding to improved steel consumption.

Further, the Government has also announced to lay 1 lakh km of new roads across the country, a major step which will spur steel demand. Lastly, allocation of Rs.2,46,726 crore, an increase of 9.87% over last year owing to Government's 'Make in India' focus for quick manufacturing of Defence equipment is also likely to spur steel demand apart from general focus on manufacturing sector

On the direct front, Government has hiked import tariff rate from 10 % to 15 % on iron and steel as well as articles of iron and steel to stem a flow of cheap supplies particularly from China and Russia. Limiting steel imports would lead to a level playing ground to domestic steel producers, much in line with the anti-dumping duty of US.

Water & Municipal Services

Indian market for waste water treatment plants is largely fragmented, with almost half of the market share being captured by small and mid-sized domestic players. According to the Central Pollution Control Board of India, despite available municipal sewage treatment capacity in the respective states to treat the sewage generated in those particular regions. The players in the organized sector through their technological competence and skilled manpower can better design plants with proper operation & maintenance to meet the increased demand for optimum treatment capacity.

India is the second largest water consuming country across the globe and is presently witnessing desperate shortage of

water resources. The country's depleting water resources are finding it difficult to meet the growing demand for water from various sectors of the economy. As the growing population in India continues to exert pressure on depleting water resources, the process of wastewater treatment is becoming increasingly indispensable. Treatment of wastewater is imperative for solving the country's growing water crisis.

The waste water treatment and management industry in India is booming and presents several opportunities to the players who wish to enter the market. Release of untreated sewage in water courses, both surface and ground, is the major water polluting source in India. There is a huge gap between generation and treatment of domestic sewage in India. Hence, there is an immediate need for installation of effectual treatment plants equipped with latest technologies which help in reducing BOD levels in the wastewater generated.

The Indian waste water treatment equipment market grew at a CAGR of 10.9% during the period of 2007-2013.The sector has also seen participation from some of the leading foreign players and their internal treatment procedures.

The market has also observed increasing trend in favor of sustainable waste water treatment technologies such as MBRs for water reuse and recycling, and Up flow Anaerobic Sludge Blanket (UASB) for biogas generation from industrial wastewater treatment.

Adoption of advanced technologies such as the Zero Liquid Discharge (ZLD) is low in India at present when compared to the global scenario. This is mainly because setting up a ZLD system involves high capital investment. The market size of other industrial equipment such as mixers, filters, sequence batch reactors is expected to decline at a CAGR of 3.0% during 2013-2018.

The Indian wastewater treatment industry is estimated to expand at a CAGR of 12.7% during 2013-2018. Over the period of next five years the wastewater business is projected to present sufficient scope for services such as Operations and Maintenance (O&M), Annual Maintenance Contracts (AMC) and others.

SWOT ANALYSIS

Strengths

Strong Promoter Support -the support provided by our promoter SVL has been extremely valuable and has aided the Company to sustain its business during extremely challenging periods in recent times.

Technical Expertise - SEPC's efficiency in providing high-end designing and engineering solutions have enabled it to carve out a niche for itself in domestic and international market. The Company's ability in providing cost effective solutions to its clients facilitates them to improve their competitive positioning, and increase long term business success. Further, SEPC's capability in offering customized solutions helps it to differentiate itself from the rest. The confluence of such factors result in securing repeat orders from its clients.

Well established in sectors with high potential- SEPC has developed strong expertise and offerings catering to sectors such as renewable energy including biomass power plants, thermal power plants; coal gasification, mines & mineral processing, water and waste water distribution and water treatment plants. The water sector especially enjoys high potential and provides the Company significant opportunity for further growth in India and overseas market.

Professional Management Team - A strong management is a backbone of any successful organization. SEPC's management team comprises of well qualified personnel who have been instrumental in guiding the Company through some of the most challenging and difficult times for the EPC Industry. Also, the management is guided by its Board of Directors, towards ensuring growth and development of the business of the Company.

Weakness

Cyclical nature of business- Despite offering solutions and services across various sectors, the Company's success is to a large extent dependent upon the business climate and health of the overall economy. Any slowdown in domestic or global business environment might result in clients delaying or curtailing their expansion plan in turn affecting the growth of our business.

Financial Position - SEPC's financial strength remains subdued at present primarily owing to lower revenue generation on account of slowdown in project execution, the procedural formalities for completing its plan for restructuring the debts and delay in fresh limits release by the bankers. While the promoter has infused additional fund in the Company, it is now focused on the necessary revival in operations to resurrect the financial position.

Opportunities

Domestic Market

The Government of India is taking every possible initiative to boost the infrastructure sector. Some of the key steps are:

- Government has accelerated slow moving projects worth Rs.4 lakh crore (US$ 60 billion), and continue to accord top priority to infrastructure development to improve economic growth.
- The Union Cabinet has approved several reforms such as allowing National Highways Authority of India (NHAI) to

extend the concession period for current incomplete projects in Build-Operate-Transfer (BOT) mode to accelerate growth.

- Government of India plans to launch the National Infrastructure Investment Fund (NIFF) with an initial corpus of atleast Rs 40,000 crore (US$ 6 billion).
- India and the US have signed a Memorandum of Understanding (MoU) in order to establish Infrastructure Collaboration Platform. The MoU envisages efforts in the areas of Urban Development, Commerce and Industry, Railways, Road Transport and Highways, Micro Small and Medium Enterprises, Power, New & Renewable Energy, among others, which will provide impetus for additional investments in these sectors.

SEPC is well geared for meeting the imminent increase in demand arising from these initiatives.

International Market

The Company is taking effective steps in entering the international market especially in the Middle East and Africa. The initial focus will be to enter into an alliance or collaboration with a global player for executing complex and large sized dorders. Going forward, the Company will look to increase the proportion of international projects with better margins, which will help balance the business mix which is currently skewed towards domestic orders.

Diversification of Business

SEPC has broadened its offerings over the years by not only becoming horizontally integrated but by also venturing into newer verticals. Expertise across multiple verticals has not only enabled the Company to lower its concentration risk but the same has also enabled SEPC accrue synergetic benefits for its existing core business.

Threats

Regulatory & Political Risk

The Company functions in a dynamic and ever changing business environment, wherein any sudden withdrawal / cancellation Changes in policy could have significant impact on the businesses and overall operations. In addition, higher level of regulations can adversely impact the Company's movement of men and materials and also profitability.

Increasing Competition

Increased competition can have an impact on profitability owing to lower revenue generation and reduced margins.

SEPC OUTLOOK

The Company has gone through difficult time owing to the cyclical nature of the Industry during the last couple of years. However, it is optimistic that it will improve its performance in the coming years which stems from the positive outlook of the Industry, Governments encouragement to the Infra sector, recent measures undertaken by the Company towards strengthening its net worth and sharpening its focus on improving efficiencies in project execution. Further, the Company has identified profitable opportunities across geographies to diversify its product portfolio and geographical presence.

The last couple of years has toughened the Company to realign its strategy in terms of sustenance and growth. The Company is expected to be a strong EPC player in the coming years with the experienced & skilled professionals at the helm of the affairs.

CORPORATE DEBT RE-STRUCTURING

As already informed in our previous report 2014-15, the Company has restructured its debts. During the year, most of the CDR Lenders opted to convert their Funded Interest Term Loan (FITL) and sacrifice amount into equity. Further, the promoters had redeemed their preference capital by infusion of Rs.300 crore equity and infused a further Rs.89 crore to repay unsecured loans. In addition few lenders opted for converting their Working Capital Term Loan (WCTL) into equity. The promoters holding as of 31st March 2016 is 50.03% and that of the bankers is 42.10%.

Steps taken by the Company in realigning their activities to the present circumstances

- The Company has taken necessary steps towards reducing down its high cost debt.
- The Company's efforts towards recovering pending dues from clients to help it meet working capital requirements has slowly started paying dividends. Consistent follow up on its target of recuperating arbitration awards, final bills and retention money has helped the Company in reducing the receivables period.
- The Company has worked towards lowering its operational expenditures in the last year by optimizing manpower and improving efficiencies in operational activities to generate better margins. The permanent manpower has been reduced from 590 to 457 during the year.
- Bidding for Newer Projects - The outlook for the sector is gradually improving and the Company has bagged new orders during the 2nd half of 2015-16, which provides it

the confidence in strengthening its order book position in the coming years. The Company is also targeting newer markets like Middle East & Africa, where the Company expects large orders shortly with attractive margins.

Financials

Profit and Loss

Revenue - Total revenue income during the year stood at Rs.547.60 crore, when compared with Rs.547.66 crore during corresponding period last year. The muted growth is due to challenging business environment and slower progress in projects under execution.

Other Income - Other income comprising mainly of interest income for the period stood at Rs.113.03 crore as against Rs.121.35 crore during corresponding period of last year.

Operating Cost

Erection, Construction and Operating expenses for the year stood at Rs 398.36 crores lower when compared to last year at Rs.500.97 crs of revenue on account of factors like project mix, efficient cost and contract management in current year and higher provisioning of contract losses in previous year. Employee Cost for the year 2015-16 was Rs.45.44 crores which is lower compared to previous year of Rs.54.77 crs, due to restructuring the manpower deployment and reduction in manpower strength by nearly 25%.

Other Expenses for the year 2015-16 stood at Rs.75.47 cr which is higher compared to previous year of Rs.58.99 crs mainly due to provision for doubtful debts and advances.

Interest - Interest expense for the year stood at Rs.271.73 crore as against Rs.301.18 crore. The decrease has been primarily on account of reduction in rate of interest and conversion of FITL into Equity by lenders.

Depreciation - Depreciation expense for the year stood at Rs.6.51 crore as against Rs.5.70 crore on account of increased capital expenditure, which was driven by facility expansions.

Exceptional items

Exceptional items in Statement of Profit and Loss Account represents provision for diminution in value of investments and provision for net exposure of a project, which has come to a standstill on account of financial difficulties of the customer.

Provision for Taxation- There are no provision for taxation during this year (Previous Year NIL) on account of losses.

Loss after Tax - The Company reported a Loss after tax of Rs.244.03 crore for the year as against Rs.252.61 crore during the previous year.

Balance Sheet

Sources of Funds

Equity Funds-The Company's Share Capital increased during 2015-16 mainly on account of conversion of FITL into Equity, issue of equity to bankers for sacrifice and equity infusion by the promoters. Reserves & Surplus increased during the year mainly due to increase in Share Premium which is on account of fresh infusion by Promoters and conversion of loan into equity by bankers.

Loan Funds - The Company borrowed additional funds worth Rs.37 crore against retention receivable and converted interest into funded interest term loan to the tune of Rs.124 crores. Reduction in loan to the tune of Rs.260 crores is on account of conversion of FITL into equity, and the balance loan outstanding is Rs.1966.75 crore as at March 31, 2016.

Application of Funds

Fixed Assets-Gross Block at the end of FY 2016 stood at Rs.100.07 crore as against Rs.101.32 crore.

Investments-The Companies total investments for the year stood at Rs.5.42 crore as against Rs.45.49 crore during last year. Reduction is on account of provision for diminution in value of investments made during the year.

Net Working Capital

Net Working Capital as at March 31, 2016 is at Rs.456.80 crores as compared to Rs.61.98 crores as on March 31, 2015.

COMPANY OVERVIEW

SEPC offers services relating to industrial processes, metallurgy, thermal power plants, biomass power plants, Mines and Mineral processing, water and waste water management and distribution systems.

Process & Metallurgy

SEPC provides turnkey contracting solutions which entails designing, engineering and construction for Ferrous & Non Ferrous Industries, Cement Plants, Coke Oven & By-product Plants, Process Plants and material handling.

The Company's broad range of metallurgical process design options helps it lower risk, enhance value and maximize return.

Our list of customers for Process & Metallurgy includes Grasim, MALCO, SAIL, RINL, NMDC, Hindustan Copper, Kerala Feeds etc.

During the year the Company has received the following orders:

Supply, Erection, Testing and Commissioning of Steel Melt Shop and Continuous Casting Shop to produce 615000 TPA capacity of Steel Billets at New Gummidipoondi, Chennai for Rs.352 cr.

Power Projects

SEPC is amongst the handful of players in the country that are actively involved in building broad range of energy projects. With significant expertise and experience in executing complex power projects across conventional and renewable projects the Company is more than just a contractor.

Municipal services and Infrastructure

SEPC provides turnkey design - build environmental projects related to water and waste water treatment, management and water distribution system and is amongst the leading player to offer technologies and services that help municipal and industrial customers meet their waste water treatment requirements.

The Company undertakes municipal services projects and is involved in EPC projects for water treatment plants, underground drainage systems, wells and pump houses and pipe rehabilitation systems.

Orders for the year	Rs. in crores
a. Execution of the Project "Condition Assessment and Rehabilitation of the Old Trunk Sewer in Varanasi by Trenchless Technology under JICA Loan ID-P164 (Package-04)	83.68
b. Supply, Installation and commissioning and operation of 1 year of the Zero Liquid Discharge Effluent Treatment Plant at Ennore	28.42
c. Providing UGD Facilities to further extension of Anjanapura, BDA Layout.	14.61
d. Rural Water Supply Scheme: for Baliyapur Group of Villages, Mohildih Group of Villages, Tundi-Kolhar-Jatakhunti Group of Villages	137.47
e. Design, Build and Operate (i) Comprehensive Sewerage System (Sewerage Network), (ii) 5 MLD Sequential Batch Reactor Type Sewage Treatment Plant AND (iii) Operation and Maintenance of the Sewerage Network & Sewage Treatment Plant for a period of six (6) years for Byadgi Town, Municipality in Karnataka	64.49

Roadways

During the year, the Company has received the following order:

Road Work of NH-43 from Km 130 to Km 180 (Kanker to Bedma Section) two lane with paved shoulder in the State of Chhattisgarh under NHDP - IV on Engineering, Procurement & Construction (EPC) basis- Rs.308.77cr

RISK MANAGEMENT AND INTERNAL CONTROLS

Risk Management

Your Company has a well-defined Risk Management Policy in place. Approved by the Board of Directors, the Policy is designed to support business endurance and help achieve strategic goals. The objective of the policy is to identify and analyse risks that could affect achievement of specified targets, and to identify measures to reduce risks.

Project Risks

The Infrastructure Industry is going through tough times and the Compound Annual Growth Rate (CAGR) for the next five years is expected to be ~6.5 %. There is a possibility of overshooting time and cost estimates while executing large and complex projects. To mitigate these risks, the project management team and the project accounting and governance framework has been strengthened further. The Company has developed a separate structure at Project sites with defined roles and accountability of individuals especially for large projects.

Competition Risks

The Infrastructure Industry is intensely competitive given emergence of new entrants and with heightened inorganic growth strategy being deployed by some of the existing players. To mitigate this risk, the Company is leveraging on its expertise, experience and it's created opportunities to enlarge product portfolio and service offerings.

OH & S Risks

Safety of employees and workers is of utmost importance to the Company. To reinforce the safety culture in the Company, it has identified Occupational Health & Safety as one of its focus areas. Various training programmes have been conducted at the sites such as behaviour based safety training program, Visible Safety Leadership program, Logistics Safety program etc. The accountability structure has also been strengthened by integrating OH&S competencies into the job descriptions of all Line Management and Safety Professionals.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has an adequate Internal Control System, commensurate with the size, scale and complexity of its operations. These are regularly tested for their effectiveness by Statutory as well as Internal Auditors.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all project sites of the Company. Based on the report of Internal Audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

HUMAN RESOURCES

SEPC recognizes that its employees are amongst its key assets and that the Company's eventual performance is dependent on its ability to motivate and retain quality people.

Many initiatives have been taken to support business through organizational efficiency, process change and various employee engagement programmes. A significant effort has also been undertaken to develop leadership as well as technical/functional capabilities in order to meet future talent requirement.

During the year under review, a significant rationalisation of manpower was undertaken keeping in view the current and projected order book and execution methodology.

LEADERSHIP DEVELOPMENT

As a part of leadership development, selected senior, middle and other employees are sent for leadership development and training programmes.

The Company also imparts necessary training and education on its employees in the area of Health, Safety and environment.

As of March 2016, the Company's total human capital comprising of experienced and well skilled employees stood at 457.

CORPORATE GOVERNANCE REPORT

Your Directors have great pleasure in presenting the Corporate Governance Report for the year ended 31st March, 2016.

Corporate Governance is the systematic process by which the affairs of the Company are directed and controlled by the Board in the best interest of all the stakeholders. The interest of various stakeholders like the shareholders, management, employees, customers, suppliers and service providers, regulators and the community at large is sought to be aligned through the process of Corporate Governance. Corporate Governance ensures fairness, transparency and integrity in dealings by the Company.

It is an internal system encompassing policies, processes and people, which serve the needs of shareholders and other stakeholders, by directing and controlling management activities towards business orientation, objectivity, accountability and integrity.

1. Corporate Governance in Shriram EPC Limited (SEPC)

Shriram EPC Limited adheres to good corporate practices and constantly strives to improve them and adopt the best practices.

SEPC is committed to the spirit by holding the core values of integrity, passion, responsibility, quality and respect in dealing with all stakeholders of the Company.

SEPC's Corporate Governance Policy includes

- An Independent and effective Board of Directors
- Good audit process and reporting
- Transparency
- Maximizing shareholder value
- Meeting social obligations

Key elements in corporate governance are transparency, internal control, risk management, internal and external communications and high standards of safety & health. The Board has empowered responsible officers to implement broad policies and guidelines and has set up adequate review processes.

The Corporate Governance philosophy of the Company has been further strengthened with the adoption of SEPC's Code of Conduct. In compliance with the disclosure requirements of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter "Listing Regulations"), the details are set out below:

2. Board of Directors

a) Composition

The Board consisted of 9 (Nine) members as at 31st March, 2016 with knowledge and experience in different fields viz., Mechanical Engineering , Procurement, Construction, Corporate Planning, Corporate Finance, Fund Management , Finance and Business Management etc. The Board comprises of Non-Executive Directors.

Independent Non Executive Chairman	1
Executive Directors	2
Non Executive and Non-Independent Directors	1
Non Executive and Independent Directors	4
Nominee Director of Ascent Capital, Non Executive	1

All Independent Directors possess the requisite qualifications and are very experienced in their own fields. Directors other than Independent Directors are liable to retire by rotation. None of the Directors are members of more than ten committees or Chairman of more than five committees in public limited companies in which they are Directors. Necessary disclosures have been obtained from all the Directors regarding their Directorships/ committee memberships and have been taken on record by the Board.

None of the Directors of the Company are related to each other.

The names of the Directors and the details of other Chairmanship / Directorship / Committee Membership of each Director as on 31st March, 2016 are given below:

Name of Director	Category	Number of Directorships in other Companies	Number of Committee Chairmanship in other Companies	Number of Committee Memberships in other Companies
Mr. S.R.Ramakrishnan (DIN : 00015839)	Independent Non Executive Chairman	3	-	2
Mr.T.Shivaraman (DIN : 01312018)	Managing Director & CEO	5	-	-
Mr.M.Amjat Shariff (DIN : 00009562)	Joint Managing Director	4	-	-
Mr.Sunil Kumar Kolangara (DIN : 00022480)	Nominee Director	9	-	3
Mr.R.Sundararajan (DIN : 00498404)	Non Executive Non Independent Director	9	2	3
Mr.S.Krishnamurthy (DIN : 00140414)	Non Executive Independent Director	4	2	3
Mr.P.D.Karandikar (DIN : 02142050)	Non Executive Independent Director	10	1	7
Mr.S.Bapu* (DIN : 02541697)	Non Executive Independent Director	-	-	-
Ms.Chandra Ramesh (DIN : 00938694)	Non Executive Independent Director	4	-	-

Notes:

a. Other Directorships exclude Directorships in foreign companies.

b. Only membership in Audit Committee and Stakeholders' Relationship Committee have been reckoned for committee memberships

* Mr. S.Bapu (DIN: 02541697) became a Non Executive and Non Independent Director w.e.f 23.05.2016
* Mr. Vishal Vijay Gupta (DIN:01913013) and Mr.S. Srinivasan (DIN:00014652) resigned from the Board w.e.f. 30.07.2015 and 13.01.2016 respectively.

b) Board Meetings

The Board has formal schedule of matters reserved for its consideration and decision. The agenda is circulated well in advance to the Board members. The items in the agenda are backed by comprehensive background information to enable the Board to take appropriate decisions. In addition to the information required under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations, the Board is also kept informed of major events/items and approvals are taken wherever necessary for ensuring adequate availability of financial resources and periodically consider the report on compliance of applicable laws and gives appropriate directions.

The Board also reviews the Board Meeting minutes and financial statements and also takes on record the Committee meeting minutes.

The Board of Directors met Thirteen (13) times during the Financial Year ended 31st March, 2016 on 10th April, 2015, 28th May, 2015, 25th June, 2015, 26th June, 2015, 9th July, 2015, 31st July, 2015, 11th August, 2015, 26th August, 2015, 24th September, 2015, 30th September, 2015, 4th November, 2015, 18th December, 2015 and 11th February, 2016. The maximum gap between any two meetings was less than one hundred and twenty days. During the year, separate meeting of the Independent Directors was held on 24th September, 2015 without the attendance of Non-Independent Directors and members of the management.

Details of Board members as on 31st March, 2016 and Attendance at Board & General Meetings

Sl. No.	Date	Board Strength	No. of Directors present
1	10.04.2015	11	6
2	28.05.2015	11	7
3	25.06.2015	11	7
4	26.06.2015	11	7
5	09.07.2015	11	9
6	31.07.2015	11	7
7	11.08.2015	10	9
8	26.08.2015	10	7
9	24.09.2015	10	8
10	30.09.2015	10	7
11	04.11.2015	10	9
12	18.12.2015	10	7
13	11.02.2016	10	8

The Company places before the Board all those details as required under Part A of Schedule II of Sub- Regulation 7 of Regulation 17 of the Listing Regulations. The dates for the Board Meetings are fixed well in advance after taking into account the convenience of all the Directors and sufficient notice is given to them. Detailed agenda notes are sent to the Directors. All the information required for decision making are incorporated in the agenda. Those that cannot be included in the agenda are tabled at the meeting. The management appraises the Board on the overall performance of the Company at every Board Meeting. Legal issues, write-offs, provisions, purchase and disposal of capital assets are all brought to the notice of the Board. The Board reviews the performance, approves capital expenditures, sets the strategy that the Company should follow and ensures financial stability. The Board reviews and takes on record the actions taken by the Company on all its decisions periodically.

Attendance of each Director at Board Meetings and at the previous Annual General Meeting (AGM).

Sl. No.	Name	No. of Board Meetings Held	No. of Board Meetings attended	Attendance at the last AGM
1.	Mr.S.R.Ramakrishnan (DIN : 00015839)	13	12	Yes
2.	Mr.S.Srinivasan *	13	8	-
3.	Mr.T.Shivaraman (DIN : 01312018)	13	11	Yes
4.	Mr.M.Amjat Shariff (DIN : 00009562)	13	9	Yes
5.	Mr.S.Krishnamurthy (DIN : 00140414)	13	13	Yes
6.	Mr.S.Bapu (DIN : 02541697)	13	13	Yes
7.	Mr.P.D.Karandikar (DIN : 02142050)	13	9	-
8	Mr.R.Sundararajan (DIN : 00498404)	13	12	Yes
9	Mr.Sunil Kumar Kolangara (DIN : 00022480)	13	1	-
10	Mr.Vishal Vijay Gupta *	5	NIL	-
11	Mrs.Chandra Ramesh (DIN : 00938694)	13	11	Yes

* Mr.S.Srinivasan (DIN: 00014652) resigned from the Board w.e.f. 13.01.2016

* Mr. Vishal Vijay Gupta (DIN:01913013) resigned from the Board w.e.f. 30.07.2015

Board Procedure

The Directors are elected based on their qualifications and experience in varied fields as well as Company's business needs. The Nomination and Remuneration Committee recommends the appointment of Directors to the Board. At the time of induction on the Board of the Company, an invitation to join the Board of the Company is sent and a Directors' handbook comprising a compendium of the role, powers and duties to be performed by a Director is given to the new Director. Presentation is also made to the new Director regarding the business and other details of the Company.

Details of Director seeking appointment / re-appointment

Mr. R Sundararajan (DIN:00498404), Director of the Company, retires by rotation at the ensuing Annual General Meeting, and being eligible, offers himself for re-appointment. A brief Resume

of the said Director proposed to be reappointed, along with the particulars of Directorships held by him, has been appended to the Notice for the Annual General Meeting which is being circulated to the members along with this Report.

3. Board Committees

A. Audit Committee - Overall purpose/ objective

The role of Audit Committee in brief is to review the financial statements, internal controls, accounting policies and internal audit reports.

The purpose of the Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in reviewing the financial information which will be provided to the shareholders and others, reviewing the systems of internal controls which management and the Board have established, appointing, retaining and reviewing the performance of statutory Auditors and overseeing the Company's accounting and financial reporting processes and the audits of the Company's financial statements.

Composition

Pursuant to Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations, the Company has in place an Audit Committee with Mr. S.R.Ramakrishnan, Independent Director (DIN: 00015839) as the Chairman. The Committee consists of 5 Independent Non Executive Directors and One Non-Independent Non Executive Director. All the members of the Committee have excellent financial & accounting knowledge. Managing Director & CEO, Joint Managing Director. Group Financial Controller, Chief Financial Officer, Chief Financial Officer of SVL Limited, General Manager-Accounts, Internal Auditor and Statutory Auditor are the invitees to the meetings of the Audit Committee. The Company Secretary acts as the Secretary to the Committee.

The Chairman of the Audit Committee was present at the previous Annual General Meeting of the Company held on 24th September, 2015.

Terms of Reference

The terms of reference of the Audit Committee covers all matters specified in Part C of Schedule II of Sub- Regulation 3 of Regulation 18 of the Listing Regulations and also those specified in section 177 of the Companies Act, 2013. The terms of reference broadly include review of Internal Audit reports and action taken reports, assessment of the efficacy of the internal control systems/ financial reporting systems and reviewing the adequacy of the financial policies and practices followed by the Company. The Audit Committee reviews the compliance with legal and statutory requirements, the quarterly and annual financial statements and related party transactions and reports its findings to the Board. The committee also recommends the appointment of Statutory Auditors and Cost Auditor.

As a good Corporate Governance practice, the Company has put in place a system for a separate discussion of the Audit Committee with the Statutory Auditor without the presence of the management team.

Meetings

The Committee met Four (4) times during the Financial Year ended 31st March, 2016 on 28th May 2015, 11th August, 2015, 4th November, 2015 and 11th February, 2016 and the time gap between the two meetings did not exceed one hundred and twenty days.

The composition of the Audit Committee and particulars of meetings attended by the members of the Committee are given below:

Name of the Member	Chairman / Member	No. of Meetings Attended
Mr.S.R.Ramakrishnan (DIN : 00015839)	Chairman	4
Mr.S.Krishnamurthy (DIN : 00140414)	Member	4
Mr.S.Bapu (DIN : 02541697)	Member	4
Mr.R.Sundararajan (DIN : 00498404)	Member	4
Mr.P.D.Karandikar* (DIN : 02142050)	Member	-
Ms.Chandra Ramesh* (DIN : 00938694)	Member	-

Audit Committee has been reconstituted on 11th February, 2016.

* Mr.P.D. Karandikar (DIN : 02142050) & Ms. Chandra Ramesh (DIN : 00938694) co-opted as Members of the Committee on 11th February, 2016.

B.Stakeholders Relationship Committee

Pursuant to Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations, the Company has constituted a Stakeholders Relationship Committee with Mr. R.Sundararajan (DIN: 00498404), Director as the Chairman. The Stakeholders Relationship Committee of the Board looks into the redressal of the investors' complaints like non receipt of annual reports, dividend payments, change or deletion

of name, issue of duplicate share certificates, dematerialization, rematerialisation, transfer, transmission, transposition, sub-division, consolidation and other allied transactions. The Board has also delegated to certain executives of the Company, powers to accomplish aforesaid objectives. The Committee also looks into all the communications received from the shareholders and complaints received from the stock exchanges.

Composition & Meetings

a) Four Committee meetings were held during the Financial Year 2015-2016. The dates on which the said meetings were held are 28th May 2015, 11th August, 2015, 4th November, 2015 and 11th February, 2016.

b) The composition of the Stakeholders Relationship Committee and particulars of meetings attended by the members of the Committee are given below:

Name of the Member	Chairman / Member	No. of Meetings Attended
Mr. R.Sundararajan (DIN : 00498404)	Chairman	4
Mr.S.R.Ramakrishnan (DIN : 00015839)	Member	4
Mr.P.D.Karandikar (DIN : 02142050)	Member	3

- Mr.K. Suresh, Company Secretary is the Compliance Officer of the Company.
- Details of number of complaints received during the year and Status of Investor Complaints as on March 31, 2016 and reported to BSE Limited. and National Stock Exchange of India Limited under Clause 41 of the Listing agreement & Regulation 13 of the Listing Regulations are as follows:

Complaints' as on April 1, 2015	Nil
Received during the year	Nil
Resolved during the year	NA
Pending as on March 31, 2016	Nil

C. Nomination and Remuneration Committee

Nomination and Remuneration Committee was constituted pursuant to Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations for identifying the persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal and shall carry out evaluation of every Director's performance.

The Nomination and Remuneration Committee has framed the criteria for determining qualifications, positive attributes and independence of a Director and recommended to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.

Terms of reference

1. Formulation of the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy, relating to the remuneration of the Directors, Key Managerial Personnel and other employees;
2. Formulation of criteria for evaluation of Independent Directors and the Board;
3. Devising a policy on Board diversity; and
4. Identifying persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal.
5. Formulation of criteria for evaluation of Independent Directors on Board and to carry out evaluation of every Director's performance.
6. Recommend to the Board a policy, relating to the remuneration for the Directors, Key Managerial Personnel and other employees.
7. Recommend the remuneration package of the Executive Directors at the time of initial appointment.
8. Determine the increments in the remuneration of Executive Directors.
9. Determine the annual incentive of the Executive Directors.
10. Determine the minimum remuneration of Executive Directors in the event of inadequacy of profits.
11. Recommend to the Board, the remuneration including commission payable to Non-Executive Directors subject to the limits laid down in the Act.
12. Exercise all powers and authority as is necessary for implementation, administration and superintendence of the Employees Stock Option Schemes , if applicable shall frame suitable policies and systems to ensure that there is no violation of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003 by any employee.

13. Any other terms of reference as may be required by the Committee to exercise pursuant to any law or changes thereof.

Composition & Meetings

a. Two Committee meetings were held during the Financial Year 2015-2016. The dates on which the said meetings were held are as follows: 28th May, 2015 and 11th August, 2015.

b. The composition of Nomination and Remuneration Committee and particulars of meetings attended by the members of the Committee are given below:

Name of the Member	Chairman / Member	No. of Meetings Attended
Ms.Chandra Ramesh* (DIN : 00938694)	Chairman	-
Mr.S.R.Ramakrishnan (DIN : 00015839)	Member	2
Mr.R.Sundararajan (DIN : 00498404)	Member	2
Mr.T.Shivaraman# (DIN : 01312018)	Member	1
Mr.Vishal Vijay Gupta#	Member	0

Nomination and Remuneration Committee was reconstituted on 11th February, 2016.

* Ms.Chandra Ramesh was co-opted as Chairman of the Committee on 11th February, 2016.

\# During the year Mr.T.Shivaraman (DIN : 01312018) (on 11th February 2016) and Mr.Vishal Vijay Gupta (DIN : 01913013) (on 30th July 2015) had stepped down from the Committee.

Criteria for Performance Evaluation

Section 178 of the Companies Act, 2013 read with Clause VII (3 a & b) & Clause VIII of Schedule IV of the Companies Act, 2013 lays down specific requirements on performance evaluation of Board/Chairperson/Independent Directors. As per Part D of Schedule II of Listing Regulations, the Nomination and Remuneration Committee has to lay down the criteria for the above. The Committee had discussed in detail about the criteria to be adopted and process/format to be followed for evaluation of performance of Board/Committees and Directors. Based on the same, the evaluation process was completed for the year.

Parameters adopted as criteria for evaluation were as follows:

1) Attendance and active participation at the meetings
2) Staying updated on developments and understanding of the Company's business, industry and goals of the Company.
3) Engaging with and challenging the Management Team without being confrontational or abstractionist.
4) Proactive to discussions and providing unbiased and independent recommendations.
5) Upholds the brand image of the Company in dealing with Stakeholders.

Performance Evaluation

Pursuant to the Companies Act, 2013 and the Listing Regulations, the Board has carried out the annual performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its Committees. A structured questionnaire was prepared after taking into consideration inputs received from the Directors, covering various aspects of the Board's functioning such as adequacy of the composition of the Board and its Committees, execution and performance of specific duties, obligations and governance.

A separate exercise was carried out to evaluate the performance of Individual Directors including Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment and safe guarding the interest of the Company. The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The Directors expressed their satisfaction with the evaluation process.

Remuneration Policy

The Board through the Nomination and Remuneration Committee adopted a Remuneration policy pursuant to Section 178 of the Companies Act, 2013. This Remuneration Policy provides the framework for remuneration of members of the Board of Directors, Key Managerial Personnel and other employees of the Company.

The Non-Executive Directors are entitled for sitting fees for every Board / Committee meeting attended by them.

The Company's total compensation for Key Managerial Personnel/other employees consists of:

- fixed compensation
- variable compensation in the form of annual incentive
- benefits
- work related facilities and perquisites

The remuneration policy applicable to the members of the Board and Key Managerial Personnel / Other employees is available in the Company's website https://www.shriramepc.com

Directors' Remuneration during the Financial Year 2015-16

Directors	Remuneration during the year ended 31st March, 2016 (Salary & Perks) (Rupees in Lakhs)	Sitting Fees (Rupees)	Commission (paid during the year and pertains to previous Financial Year)	Business Relationship with the Company, if any	Severance/ Notice period
Mr. S.R. Ramakrishnan	–	270000	–	Director	–
Mr. T. Shivaraman	41.02	–	–	–	–
Mr. M. Amjat Shariff	45.28	–	–	–	–
Mr. R. Sundararajan	–	270000	–	Director	–
Mr. S. Krishnamurthy	–	265500	–	Director	–
Mr. P.D. Karandikar	–	157500	–	Director	–
Mr. S. Bapu	–	265500	–	Director	–
Ms. Chandra Ramesh	–	157500	–	Director	–
Mr. Sunil K Kolangara	–	13500	–	Director	–
Mr. S. Srinivasan*	–	–	–	–	–
Mr. Vishal Vijay Gupta*	–	13500	–	Director	–

* Mr. S. Srinivasan (DIN: 00014652) resigned from the Board w.e.f. 13.01.2016

* Mr. Vishal Vijay Gupta (DIN:01913013) resigned from the Board w.e.f. 30.07.2015

There was no other pecuniary relationship or transaction of Non Executive Independent Directors vis-à-vis the Company.

The Company does not have any stock option scheme.

D. Risk Management Committee

Risk Management Committee was constituted in pursuance of erstwhile Clause 49 of the Listing Agreement, comprising of certain members of the Board of Directors and Senior Executives of the Company.

Purpose and Object

The Company shall lay down procedures to inform Board members about the risk identification, assessment and mitigation and corrective measures. The Board shall be responsible for framing, implementing and monitoring the risk management plan for the Company and may delegate monitoring and reviewing of the risk management plan to the committee and such other functions as it may deem fit.

Composition & Meetings

a) Two Committee meetings were held on 7th September, 2015 and 22nd March 2016.

b) The composition of Risk Management Committee and particulars of the meeting attended by the members of the Committee are given below:

Name of the Member	Chairman / Member	No. of Meetings attended during the year 2015-16
Mr.T.Shivaraman	Member	2
Mr.M.Amjat Shariff	Member	2
Mr.V.Jayanarayanan	Group Financial Controller	2
Mr.R.Sriram	Executive Director	2
Mr.R.S.Chandrasekharan	Chief Financial Officer	2
Mr.K.Suresh	Vice President & Company Secretary	2
Mr.K.P.Ramakrishnan	Chief Risk Officer	2
Mr.K P Mishra	Executive Director	2

Corporate Social Responsibility Committee

The Company has been incurring losses for the last 3 years. Hence, Corporate Social Responsibility Committee has not been formed and no initiatives have been taken by the Company on CSR as per the Companies (Corporate Social Responsibility Policy) Rules, 2014. The Company shall comply with this requirement once the operations improve and the applicability of this provision comes into force.

Meeting Of Independent Directors:

The Independent Directors of the Company had met once during the year on 24th September, 2015 to review the performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairperson of the Company and had assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board.

The Company had also during the year, conducted familiarization programme for Independent Directors of the Company. This was done through regular presentation to the Directors and also discussions with management team. Any fresh induction into the Board of Directors is followed up with detailed briefing on the background of the Company, industry segments where the Company is present and other business details. The details of the familiarisation programme is uploaded in the website of the Company,

http://www.shriramepc.com/Companies-Act-2013-Compliance.aspx

Details of shareholding of Non-Executive Directors as on 31st March 2016

Mr. R Sundararajan (DIN: 00498404) has 9800 Equity Shares and no Convertible Instruments

General Body Meetings

The venue, date and time of General Meetings held during the last 3 years are given below:

Annual General Meeting (AGM):

For the year ended 31st March	Venue	Day and Date	Time
2015	Sri Krishna Gana Sabha, Dr. Nalli Gana Vihar, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600017	Thursday 24.09.2015	10.00 A.M
2014	Sri Krishna Gana Sabha, Dr. Nalli Gana Vihar, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600017	Wednesday 10.09.2014	3.00 P.M
2013	Sri Krishna Gana Sabha, Dr. Nalli Gana Vihar, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600 017	Thursday, 12.12.2013	11.30 A.M

Details of Special Resolutions passed during the previous three Annual General Meetings:

Date of AGM	Whether any Special Resolution was passed	Particulars
24.09.2015	Yes	Mr.T.Shivaraman re-appointed as Managing Director.
24.09.2015	Yes	Mr. M. Amjat Shariff re-appointed as Joint Managing Director
24.09.2015	Yes	Issue of Equity Shares on Preferential basis to IndusInd Bank in terms of ICDR Regulations in lieu of Sacrifice Amount
10.09.2014	No	–
12.12.2013	No	–

Details of Special Resolutions passed through Postal Ballot during the last year

Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Board of Directors of the Company had accorded its approval at its meeting held on 10th April, 2015, 26th June, 2015 and 18th December, 2015 to conduct a Postal Ballot to seek the consent of the Company's members vide Special Resolution as specified in the Notice dated 5th May, 2015, 9th July, 2015 and 11th January, 2016 respectively read with the Explanatory Statement attached thereto. The members of the Company were given option of voting either through Postal Ballot forms or participating through e-voting.

Mr.R.Sridharan of Messrs. R.Sridharan & Associates, Company Secretaries, Chennai was appointed as the Scrutiniser for conducting the Postal Ballot process in fair and transparent manner. His duty also included receiving and scrutinising the completed postal ballot forms from the members.

On submission of the report on the voting through Postal Ballot by scrutiniser, the special resolutions was declared by Mr.T.Shivaraman - Managing Director & CEO and Mr.K Suresh - Vice President & Company Secretary on 6th June, 2015, 10th August, 2015 and 11th February 2016 as duly passed by the requisite majority of the members of the Company voted by Postal Ballot.

Particulars of the Special Resolutions passed through Postal Ballot during the Financial Year 2015-16 are as follows:-

Date of Passing Special Resolution	Item No	Section of the Companies Act, 2013	Particulars
06-06-2015	1	62(1)(c)	Equity Shares on preferential basis in terms of ICDR Regulations on conversion of the Funded interest Term Loan to CDR Lenders
	2	62(1)(c)	Issue of Equity Shares on preferential basis in terms of ICDR Regulations for Sacrifice by CDR Lenders
	3	62(1)(c)	Issue of Equity Shares on preferential basis to Shriram Industrial Holdings Limited
	4	61	Re-classification of Authorized Share Capital of the Company
	5	13	Amendment of the Memorandum of Association of the Company
	6	14	Amendment of the Articles of Association of the Company
	7	13	Amendment of Object clause of the Memorandum of Association of the Company
10-8-2015	1	13	Amendment of main objects of the Memorandum of Association
	2	14	Adoption and substitution of new set of Articles of Association
	3	-	Disclosure of Ultimate Beneficiary Owners of the allottees
	4	-	Disclosure of correct post issue Shareholding Pattern
	5	186	Increase in the limit of loans and advances /investments
11-2-2016	1	62(1)(c)	Issue of Equity Shares on preferential basis in terms of ICDR Regulations on conversion of the Working Capital Term Loan (WCTL) to CDR Lenders in terms of the CDR Package
	2	62(1)(c)	Issue of Equity Shares on preferential basis to SVL Limited, the promoter of the Company
	3	13	Amendment of Clause V of the Memorandum of Association of the Company

The details of the Voting Pattern are as under:

Postal Ballot Result declared on 6th June, 2015

Resolution No:1 - Equity Shares on preferential basis in terms of ICDR Regulations on conversion of the Funded Interest Term Loan to CDR Lenders

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%**

Resolution No:2 - Issue of Equity Shares on preferential basis in terms of ICDR Regulations for Sacrifice by CDR Lenders

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%**

Resolution No:3 - Issue of Equity Shares on preferential basis to Shriram Industrial Holdings Limited

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%**

Resolution No:4 - Re-classification of Authorized Share Capital of the Company

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%**

Resolution No:5 - Amendment of the Memorandum of Association of the Company

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%**

Resolution No:6 - Amendment of the Articles of Association of the Company

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%**

Resolution No:7 Amendment of Object clause of the Memorandum of Association of the Company

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%**

Postal Ballot Result declared on 10th August, 2015

Resolution No:1 - Amendment of Main Objects of the Memorandum of Association.

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	74742	22	70817482	104	70892224	99.9995
Dissent	4	360	0	0	4	360	0.0005
Total	**86**	**75102**	**22**	**70817482**	**108**	**70892584**	**100**

Resolution No:2 - Adoption and substitution of new set of Articles of Association

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	74742	21	70817432	103	70892174	99.9994
Dissent	4	360	1	50	5	410	0.0006
Total	**86**	**75102**	**22**	**70817482**	**108**	**70892584**	**100**

Resolution No:3 Disclosure of Ultimate Beneficiary Owners of the allottees

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	74742	20	70817252	102	70891994	99.9992
Dissent	4	360	2	230	6	590	0.0008
Total	**86**	**75102**	**22**	**70817482**	**108**	**70892584**	**100**

Resolution No:4 Disclosure of correct post issue Shareholding Pattern

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	74742	20	70817252	102	70891994	99.9992
Dissent	4	360	2	230	6	590	0.0008
Total	**86**	**75102**	**22**	**70817482**	**108**	**70892584**	**100**

Resolution No:5 Increase in the limit of loans and advances/investments

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	74279	18	70817142	97	70891421	99.9984
Dissent	7	823	4	340	11	1163	0.0016
Total	**86**	**75102**	**22**	**70817482**	**108**	**70892584**	**100**

Postal Ballot Result declared on 11th February, 2016

Resolution No:1 - Issue of Equity Shares on preferential basis in terms of ICDR Regulations on conversion of the Working Capital Term Loan (WCTL) to CDR Lenders in terms of the CDR Package

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	64	84871	12	175897604	76	175982475	99.9997%
Dissent	2	425	1	100	3	525	0.0003%
Total	**66**	**85296**	**13**	**175897704**	**79**	**175983000**	**100%**

Resolution No:2 - Issue of Equity Shares on preferential basis to SVL Limited, the promoter of the Company

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	63	84771	12	175897604	75	175982375	99.9996%
Dissent	3	525	1	100	4	625	0.0004%
Total	**66**	**85296**	**13**	**175897704**	**79**	**175983000**	**100%**

Resolution No:3 - Amendment of Clause V of the Memorandum of Association of the Company

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	63	83368	13	175897704	76	175981072	99.9989%
Dissent	3	1928	0	0	3	1928	0.0011%
Total	**66**	**85296**	**13**	**175897704**	**79**	**175983000**	**100%**

The following resolutions are proposed to be carried on through Postal Ballot in August 2016.

Proposed Date of Postal Ballot Notice	Item No	Section of the Companies Act 2013	Particulars
26.07.2016	1	62(1)(c)	Issue of Equity Shares on preferential basis in terms of ICDR Regulations on conversion of the Working Capital Term Loan (WCTL) to CDR Lenders in terms of the CDR Package
	2	62	Issue of Equity Shares on preferential basis to SVL Limited (formerly Shriram Industrial Holdings Limited), the Promoter of the Company
	3	61 & 13	Increase of the Authorised Share Capital of the Company and approval for alteration to the Memorandum of Association of the Company

The procedure has been followed as per Rule 22 of Companies (Management & Administration Rules) 2014 for conducting business through Postal Ballot.

Code of Conduct

The Board had laid down a 'Code of Conduct', for all the Board members and the Senior Management of the Company, and the code is posted on the website of the Company http://www.shriramepc.com/investors-code-of-conduct.aspx

Annual declaration regarding compliance with the code is obtained from every person covered by the code of conduct and a certificate to this effect, signed by Mr. T. Shivaraman - Managing Director & CEO forms part of this report.

CEO and CFO Certification

In terms of Regulation 17(8) of the Listing Regulations, the Managing Director & CEO and Chief Financial Officer have given the annual certification on financial reporting and internal controls to the Board.

The Managing Director & CEO and Chief Financial Officer have also given quarterly certification on Financial Results, while placing the Financial Results before the Board, in terms of Clause 41 of the Listing Agreement and Regulation 33 of SEBI (LODR) Regulations, 2015. Accordingly, they have certified to the Board, inter alia, the accuracy of financial statements and adequacy of internal controls for the financial reporting purpose, for the year ended March 31, 2016.

Prevention of Insider Trading

The Company has framed a code of conduct for prevention of insider trading based on SEBI (Insider Trading) Regulations, 2015. This code is applicable to all Directors / Officers / Designated Employees. The code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the trading window is closed. All the Directors and Senior Management Personnel have confirmed compliance with the code.

Vigil Mechanism / Whistle Blower Policy

The Company has adopted the whistle blower mechanism, a mandatory requirement of the Listing Regulations and the Companies Act, 2013 with the objective to provide employees, customers and vendors, an avenue to raise concerns, in line with the Company's commitment to the highest possible standards of ethical, moral and legal conduct of business, its commitment to open communication and to provide necessary safeguards for protection of employees from reprisals or victimization of whistle blowing in good faith. The Audit Committee reviews periodically the functioning of whistle blower mechanism. The policy also lays down the process to be followed for dealing with complaints and in exceptional cases, also provides for direct appeal to the Chairman of the Audit Committee. The details of establishment of such mechanism is disclosed by the Company on its website and in the Board's Report.

It is hereby affirmed that no person has been denied access to the Audit Committee.

Mr. S.R. Ramakrishnan - Chairman of the Audit Committee has been appointed as the Ombudsperson for Directors and Mr. G. Ramesh - Vice President & Head (HR, Admn & IMS) has been appointed as the Ombudsperson for employees, customers and vendors , who will deal with the complaints received.

DISCLOSURES

Related Party Transactions

All transactions entered into with the Related Parties as defined under the Companies Act, 2013 and the Listing Regulations during the Financial Year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant related party transactions with Directors/ promoters/ management, which had potential conflict with the interests of the Company at large.

Periodical disclosures from Senior Management relating to all material, financial and commercial transactions, where they had or were deemed to have had personal interests, that might have a potential conflict with the interest of the Company at large, are placed before the Board. The Company has also formulated a policy on dealing with the Related Party Transactions and necessary approval of the audit committee and Board of Directors were taken wherever required in accordance with the Policy. The details of such policies for dealing with Related Parties and the Related Party Transactions are disseminated in the website of the Company http://www.shriramepc.com/Companies-Act-2013-Compliance.aspx

The Company has formulated a policy on determining 'Material' Subsidiaries is disseminated in the website of the Company http://www.shriramepc.com/pdf/Policy-on-Material-Subsidiaries.pdf

Transactions with the related parties are disclosed in Note No.34.

Statutory Compliances, Penalties and Strictures

The Company has complied with the requirements of the Stock Exchanges / SEBI and Statutory Authorities on all matters related to capital markets during the last three years. No strictures or

penalties have been imposed on the Company either by Stock Exchanges or by SEBI or any statutory authority.

Compliance with Corporate Governance Norms

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in the Listing Regulations. The Company has submitted the compliance reports in the prescribed format to the stock exchanges for every quarter during the year ended 31st March, 2016. The certificate of compliance with the conditions of corporate governance as stipulated in Regulation 34(3) of the Listing Regulations forms part of the Annual Report.

The other non-mandatory requirements of the Listing Regulations to certain extent have been adopted by the Company.

Means of Communication

The quarterly Unaudited Financial Results and major announcements like notice of Board Meetings, Book Closure etc. are normally published in daily newspapers viz., Business Line (English) and Maalai Tamizhagham (Tamil). The Annual Audited Financial Results are published in Business Line (English) and Maalai Tamizhagham (Tamil). The Company's Website www. shriramepc.com. is regularly updated with Financial Results.

The website contains basic information about the Company, news releases, presentations made to investors and such other details as are required under the listing regulations. The Company ensures periodical updation of its website. The Company has designated the email-id info@shriramepc.com to enable the shareholders to register their grievances.

The Disclosures of the compliance with Corporate Governance requirements specified in regulation 17 to 27and clauses (b) to (i) of sub-regulation (2) of regulation 46 are as follows:

Regulation	Particulars of Regulation	Compliance Status (Yes/No/NA)
17	Board of Directors	Yes
18	Audit Committee	Yes
19	Nomination and Remuneration Committee	Yes
20	Stakeholders Relationship Committee	Yes
21	Risk Management Committee	NA
22	Vigil Mechanism	Yes
23	Related Party Transactions	Yes
24	Corporate Governance Requirements with respect to subsidiaries of listed entity	NA
25	Obligations with respect to Independent Directors	Yes
26	Obligations with respect to Directors and Senior Management Personnel	Yes
27	Other Corporate Governance Requirements	Yes
46 (2) (b) to (i)	Disclosures on website	Yes

The Company has fulfilled the following non-mandatory requirements

The Company maintain an office for the non-executive Chairman of the Company at the Company's expense and allows reimbursement of expenses incurred in performance of his duties.

PART E: DISCRETIONARY REQUIREMENTS

A. Separate posts of Chairperson and Chief Executive Officer

The Company has appointed separate persons to the post of Chairperson and Managing Director & CEO.

B. Reporting of Internal Auditor

The Internal Auditor may report directly to the Audit Committee`.

Management Discussion and Analysis Report

Management Discussion and Analysis Report forms part of the Annual Report.

General Shareholder Information

A separate section has been annexed to the Annual Report, furnishing various details viz., AGM venue, distribution of shareholding, means of communication etc., for the general information of the shareholders.

Annual General Meeting:

(i) **Date, time and Venue:** Thursday, 15th September, 2016 at 10.20 A.M. KAMAKOTI HALL, SRI KRISHNA GANA SABHA, DR. NALLI GANA VIHAR, 20, MAHARAJAPURAM SANTHANAM ROAD, T.NAGAR, CHENNAI - 600 017.

(ii) **Financial Year:** 1st April, 2015 to 31st March, 2016.

(iii) **Date of Book Closure:** Monday, 12th September, 2016 to Thursday,14th September, 2016 (both days inclusive).

(iv) **Listing**

The Stock Exchanges on which the Company's shares are listed:

a. BSE Limited (Stock Code : 532945)
Address: 25 th Floor, P. J. Towers, Dalal Street, Fort, Mumbai - 400 001

b. National Stock Exchange of India Limited
Stock Code: SHRIRAMEPC
Address: Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai-400051.

The details of Listing Fee paid to the Stock Exchanges for the year 2016-17 are as follows:-

BSE : Rs.317419.00 Paid via RTGS on 02-05-2016

NSE: Rs.433675.00 Paid vide Oriental Bank of Commerce Cheque No: 019934 dated: 30.04.2016

(v) **Stock Code**

BSE Limited:532945
National Stock Exchange of India Limited:SHRIRAMEPC
The ISIN of the Company for its shares:ISIN INE-964H01014

(vi) Market price information

The reported high and low closing prices during the year ended 31 March, 2016 on the National Stock Exchange and the BSE, where your Company's shares are frequently traded vis-à-vis the Share Index, are given below:

Month	High Price (Rs.)	BSE PRICE Low Price (Rs.)	NSE PRICE High Price (Rs.)	Low Price (Rs.)
Apr-15	47	32.35	46.9	32.15
May-15	39.35	34	39.8	34.1
Jun-15	35.85	28.65	36.4	28.25
Jul-15	32.45	29.1	33.95	31
Aug-15	32.15	27	39.45	27.25
Sep-15	30.2	27	32.65	27.05
Oct-15	32.9	31	36.75	29.8
Nov-15	33.45	28	34.65	27.5
Dec-15	31.8	31	36.35	31.3
Jan-16	35	23.9	38.35	24.1
Feb-16	27.85	23	29.95	22.95
Mar-16	23.8	23.8	27.15	23.6

(vii) Registrars and Share Transfer Agents

The Members are requested to correspond to the Company's Registrars & Share Transfer Agents -

M/s. Cameo Corporate Services Limited
Subramanian Building, V Floor
No. 1, Club House Road
Chennai 600 002. India
Tel: (91 44) 2846 0390
Fax: (91 44) 2846 0129
Email: shriramepc@cameoindia.com
Website: www.cameoindia.com
Contact Person: Mr. R.D. Ramasamy
SEBI Registration Number: INR000003753

M/s Cameo Corporate Services Limited, Chennai is Registrar and Transfer Agent for the Company providing connectivity with the NSDL and CDSL for demat services. They also process the share transfer and related services. The share transfer and other requests are processed within 15 days from the date of receipt subject to documents being complete in all respects.

(viii) Shareholding as on 31st March, 2016

(a) Distribution of shareholding as on 31st March, 2016

Category (Amount)	No. of Cases	% of Cases	Total Shares	Amount	% of Amount
1 - 5000	9732	84.3693	1157419	11574190	0.35
5001 - 10000	835	7.2388	715347	7153470	0.22
10001 - 20000	441	3.8231	684272	6842720	0.21
20001 - 30000	165	1.4304	423442	4234420	0.13
30001 - 40000	68	0.5895	245060	2450600	0.07
40001 - 50000	78	0.6762	371941	3719410	0.11

50001 - 100000	105	0.9103	795322	7953220	0.24
100001- And Above	111	0.9623	326233619	3262336190	98.67
Total :	**11535**	**100.00**	**330626422**	**3306264220**	**100.00**

(b) Shareholding pattern as on 31st March, 2016

CLIENT TYPE	NO.OF HOLDERS	TOTAL POSITIONS	% OF HOLDINGS
Promoters	1	165412862	50.03
Directors & Relatives	6	14120	0.00
Residents	11061	6200266	1.88
FI	1	317646	0.10
FPI	1	1123364	0.34
NRI - Repatriable	61	27008	0.01
NRI - Non Repatriable	18	34376	0.01
Corporate Body	266	4315566	1.31
Foreign Corporate Body	2	10919343	3.30
Clearing Member	33	30267	0.01
Trusts	1	2762779	0.84
Banks	16	139189902	42.10
EMPLOYEES	65	278923	0.08
TOTAL	**11532**	**330626422**	**100.00**

(c) Capital of the Company

The Authorized and Paid-up capital of your Company is Rs.550 crores and Rs.330.20 crores respectively.

(d) Top ten Shareholders as on 31st March, 2016

Names	No. of Shares	% of holding
SVL LIMITED	165412862	50.03
ORIENTAL BANK OF COMMERCE	32026835	9.69
CENTRAL BANK OF INDIA	17506860	5.30
STATE BANK OF PATIALA	11940459	3.61
PUNJAB NATIONAL BANK	10531423	3.19
THE LAKSHMI VILAS BANK LIMITED	10061475	3.04
BESSEMER VENTURE PARTNERS TRUST	9669343	2.92
THE SOUTH INDIAN BANK LIMITED	6978192	2.11
AXIS BANK LIMITED	5916845	1.79
IDBI BANK LIMITED	5683709	1.72

(ix) Dematerialisation of shares and liquidity

Category	No.of Holders	Total Positions	% Of Holdings
PHYSICAL	83	1236	0.0004
NSDL	7053	316720594	95.7941
CDSL	4396	13904592	4.2055
TOTAL	**11532**	**330626422**	**100.00**

The Company's shares can be traded only in dematerialised form as per SEBI notification. The Company has entered into an Agreement with NSDL and CDSL whereby shareholders have the option to dematerialise their shares with either of the depositories. Equity Shares are traded in BSE and NSE.

The Code number (ISIN) allotted by National Securities Depository Limited(NSDL) and Central Depository Services (India) Limited (CDSL) to the Company is INE-964H01014.

Global Depository Receipts or American Depository Receipts

The Company has no outstanding Global Depository Receipts or American Depository Receipts or warrants or any convertible instruments, conversion date which is likely to impact the Equity;

(x) Plant Locations

The Company is not a manufacturing unit and thus does not have any Plant for its activities.

(xi) Address for correspondence

The Company Secretary
Shriram EPC Limited.
Sigappi Achi Building, 4th Floor,
Door no.18/3, Rukmini Lakshmipathi Salai (Marshalls Road)
Egmore, Chennai- 600 008, Tamilnadu, India.
Tel: (91 44) 4901 5678
Fax: (91 44) 4901 5655
Email: suresh@shriramepc.com
Website: www.shriramepc.com

(xii) Electronic Clearing Service (ECS)

The Company is availing of the ECS facility to distribute dividend in main cities to those Members who have opted for it.

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Corporate Identification No.: L74210TN2000PLC045167

To,
The Members

MESSRS. SHRIRAM EPC LIMITED
Sigappi Achi Building,
4th Floor, 18/3 Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008

We have examined all relevant records of M/s. Shriram EPC Limited, having its Registered Office at Sigapi Achi Building, 4th Floor, 18/3 Rukmani Lakshmipathi Road, Chennai - 600 008, for the purpose of certifying compliance of the conditions of Corporate Governance under Clause 49 of the Listing Agreement till 30th November, 2015 and Part C of Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made applicable with effect from 1st December, 2015 for the Financial Year ended March 31, 2016. We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. This Certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied regarding the conditions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement till 30th November, 2015 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 from 1st December, 2015 for the Financial Year ended 31st March, 2016.

For R Sridharan & Associates
Company Secretaries

CS R. Sridharan
FCS No. 4775
CP No. 3239

Place: Chennai
Date : 23rd May 2016

DECLARATION ON CODE OF CONDUCT

This is to confirm that the Board has laid down a code of conduct for all Board members and senior management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all the Directors and senior management personnel of the Company have affirmed compliance with the code of conduct of the Company for the year ended 31st March 2016, as envisaged in Part D of Schedule V to the Listing Regulations.

Place: Chennai **T. Shivaraman** (DIN : 01312018)

Date: 23rdMay, 2016 **Managing Director & CEO**

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SHRIRAM EPC LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of Shriram EPC Limited ("the Company"), which comprise the Balance Sheet as atMarch 31, 2016, the Statement of Profit and Loss andthe Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order under section 143 (11) of the Act.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a trueand fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the standalone financial statements.

Basis for Qualified Opinion:

We draw attention to the Note No. 48 of the financial statements regarding the dues aggregating to Rs.12,208.22 Lakhs in respect of an overseas project. As mentioned in the Note, the Court of Cassation in Iraq has finally decided the matter against the Company. The Company continues to pursue the matter with the Iraqi Government for compensation, andhas also filed appropriate claims with Export Credit and Guarantee Corporation (ECGC).However in the absence of any positive developmentstill date either from Iraqi Government or from ECGC, there is uncertainty on the amount that would be ultimately realizable by the Company.In view of the uncertainty involved, we are unable to comment on the carrying value of the saidreceivable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matter described in the Basis for qualified opinion paragraph

above, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its loss and its cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note 49 to the financial statements regarding the dues of Rs. 8,300.19 Lakhs in respect of a project which is not progressing due to statutory delays faced by the customer. The dues are considered fully realisable by the management at this stage in view of the steps taken by the Company for their realization.

Our opinion is not modified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. **As required by Section 143 (3) of the Act, we report that:**

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) Except for the possible effects of the matter described in the Basis of Qualified Opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

   d) Except for the possible effects of the matter described in the Basis of Qualified Opinion, the aforesaid standalone financial statements comply withthe Accounting Standardsprescribed under section 133 of the Act, as applicable.

   e) The matter described in the Basis of Qualified Opinion paragraph above, in our opinion, may have an adverse effect on the functioning of the Company.

   f) On the basis of the written representations received from the Directors as on March 31, 2016taken on record by the Board of Directors, none of the Directors is disqualified as on March 31, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

   g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.

   h) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A". Our report expresses a qualified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.

   i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements.

   ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

   iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

2. **As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.**

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.: 008072S)

M K Ananthanarayanan
Partner

Chennai, 23rdMay 2016 **(Membership No.: 19521)**

(Referred to in paragraph 1(f) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Shriram EPC Limited ("the Company") as of March 31, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our qualified audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

ecause of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at 31st March, 2016 relating to internal financial controls over financial reporting in respect of recoverability of dues relating to an overseas project, which could potentially result in the Company not recognising a provision for overdue receivables.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, to the best of our information and according to the explanations given to us,the Company has, in all material respects, maintained adequate internal financial controls over financial reporting as of 31st March 2016, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India, andexcept for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company's internal financial controls over financial reporting were operating effectively as of 31st March 2016

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Company for the year ended 31st March2016, and this material weakness affects our opinion on the said standalone financial statements of the Company.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.: 008072S)

M K Ananthanarayanan
Partner
Chennai, 23rd May 2016 **(Membership No.: 19521)**

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i)

(a) The Company has maintained proper records showing full particulars, including quantitative details and situationof fixed assets.

(b) The fixed assets were physically verified during the year by the Management in accordance with a regular programme of verification which, in our opinion, provides for physical verification of all the fixed assets at reasonable intervals. According to the information and explanation given to us, no material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and the records examined by us and based on the examination of the registered sale deeds / transfer deeds / conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date,.

(d) Immovable properties of land and buildings whose title deeds have been pledged with a

bank as security for term loans, are held in the name of the Company based on the Mortgage deed executed between the bank and the Company for which confirmations have been obtained from the bank.

(ii) As explained to us, the inventories were physically verified during the year by the Management at reasonable intervals and no material discrepancies were noticed on physical verification.

(iii) According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013, in respect of which :

a) The schedule of repayment of principal and payment of interest has not been stipulated and in the absence of such schedule, we are unable to comment on the regularity of the repayments or receipts of principal amounts and interest.

b) There is no overdue amount remaining outstanding as at the year-end.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v) According to the information and explanations given to us, the Company has not accepted any deposit during the year.

(vi) The maintenance of cost records has been specified by the Central Government under section 148(1) of the Companies Act, 2013. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014, as amended prescribed by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013, and are of the opinion that, prima facie, the prescribed cost records have been made and maintained We have, however, not made a detailed examination of the cost records with a view to determine whether they are accurate or complete.

(vii) According to the information and explanations given to us, in respect of statutory dues:

(a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax,Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues applicable to it to the appropriate authorities.

(b) There were no undisputed amounts payable in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Service Tax,Customs Duty, Excise Duty, Value Added Tax, cess and other material statutory dues in arrears as at March 31, 2016 for a period of more than six months from the date they became payable.

(c) Details of dues of Income-tax, Service Tax and Value added Tax which have not been deposited as on March 31, 2016on account of disputes are given below:

Name of the Statute	Nature of Dues	Forum where Dispute is pending	Period to which the amount relates (Financial Year)	Amount involved (Rs. In lakhs)	Amount Unpaid (Rs. In lakhs)
Income Tax Act, 1961	Income Tax, interest and penalty	Commissioner of Income Tax (Appeals)	2005-06 to 2013-14	817.69	795.52
Income Tax Act, 1961	Income Tax, interest and penalty	Income Tax Appellate Tribunal	2005-06, 2007-08 & 2008-09	60.22	60.22
Service Tax (Chapter V of the Finance Act 1994)	Service Tax and penalty	Customs Excise and Service Tax Appellate Tribunal	2006-07 to 2008-09	314.28	314.28
Service Tax (Chapter V of the Finance Act 1994)	Service Tax and penalty	Commissioner of Service tax (Appeals)	2008-09 to 2011-2012	114.54	114.54
Andhra Pradesh Value Added Tax Act	Value Added Tax	Supreme Court	2008-2009 and 2009-2010	223.33	223.33
Tamil Nadu Value added Tax Act	Value Added Tax	High Court	2008-09 to 2012-13	1,123.31	1,123.31
West Bengal Value Added Tax Act	Value Added Tax	West Bengal Commercial Taxes Appellate & Revisional Board	2007-08	558.45	558.45
West Bengal Value Added Tax Act	Value Added Tax	Joint Commissioner (Appeals)	2008-09 to 2011- 2012	871.20	871.20
Jharkhand Value Added Tax Act	Value Added Tax	Commercial Tax Officer	2007-08 to 2008-09	661.82	661.82
Andhra Pradesh Value Added Tax Act	Value Added Tax	Deputy Commissioner (Appeals)	2008-08 to 2011-12	40.17	40.17
Orissa Value added Tax	Value added Tax	High Court	2011-12 and 2012-13	6,700.75	6,700.75

(viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or borrowings to financial institutions, banks and Government. The Company has not issued any debentures.

(ix) The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause (ix) of the Order is not applicable.

(x) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company by its officers or employees has been noticed or reported during the year.

(xi) In our opinion and according to the information and explanations given to us, the Company has paid / provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

(xii) The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us the Company is in compliance with Section 177 and 188 of the Companies Act, 2013, where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.

(xiv) According to the information and explanations given to us, the Company has made preferential allotment of Equity Shares during the year under review.

In respect of the above issue, we further report that:

a) the requirement of Section 42 of the Companies Act, 2013, as applicable, have been complied with; and

b) the amounts raised have been applied by the Company during the year for the purposes for which the funds were raised, other than temporary deployment pending application.

(xv) In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected with him and hence provisions of section 192 of the Companies Act, 2013 are not applicable.

(xvi) The Company is not required to be registered under section 45-I of the Reserve Bank of India Act, 1934.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.: 008072S)

M K Ananthanarayanan
Partner

Chennai, 23rd May 2016 **(Membership No.: 19521)**

Qualified Opinion

According to the information and explanations given to us and based on our audit, material weakness has been identified in the operating effectiveness of the Company's internal financial controls over financial reporting as at 31st March, 2016 in the Company, relating to internal financial controls over financial reporting in respect of recoverability of receivables from a customer, which could potentially result in the Company not recognising a provision for overdue receivables.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria, the Company has, maintained in all material respects, internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March 2016, based on the internal controls over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

SHRIRAM EPC LIMITED

BALANCE SHEET AS AT 31 MARCH 2016

₹in Lakhs

	Particulars	Note	As at 31 March 2016	As at 31 March 2015
A	**EQUITY AND LIABILITIES**			
1	Shareholders' funds			
	Share Capital	3	33,062.64	38,635.82
	Share Application Money	3.6	6,493.00	-
	Reserves and Surplus	4	6,132.16	(32,437.77)
			45,687.80	6,198.05
2	**Non-Current Liabilities**			
	Long Term Borrowings	5	150,922.69	170,369.55
	Other Long Term Liabilities	6	17,312.09	19,096.14
	Long Term Provisions	7	6,991.03	308.89
			175,225.81	189,774.58
3	**Current Liabilities**			
	Short Term Borrowings	8	45,471.55	41,772.69
	Trade Payables			
	a) Total outstanding dues of micro enterprises and small enterprises	9a	-	-
	b) Total outstanding dues of other than micro enterprises and small enterprises	9b	20,428.06	22,953.98
	Other Current Liabilities	10	7,928.71	4,985.13
	Short Term Provisions	11	424.98	392.39
			74,253.30	70,104.19
	TOTAL		295,166.91	266,076.82
B	**ASSETS**			
1	**Non-Current Assets**			
	Fixed Assets	12		
	Tangible Assets		5,475.74	3,971.08
	Intangible Assets		45.55	135.82
	Capital Work-in-Progress		1,014.40	2,933.65
			6,535.69	7,040.55
	Non-Current Investments	13	542.17	4,549.39
	Long-term Loans and Advances	14	121,561.08	103,676.22
	Other Non-Current Assets	15	36,315.88	33,392.83
			164,954.82	148,658.99
2	**Current Assets**			
	Inventories	16	4,544.01	8,486.27
	Trade Receivables	17	29,119.66	25,861.61
	Cash and Cash Equivalents	18	5,101.60	10,784.17
	Short Term Loans and Advances	19	16,165.19	11,393.92
	Other Current Assets	20	75,281.63	60,891.86
			130,212.09	117,417.83
	TOTAL		295,166.91	266,076.82
	See Accompanying notes forming part of the financial statements			

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

M. K. Ananthanarayanan
Partner

Place : Chennai
Date : 23rd May, 2016

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director

S. Krishnamurthy
Director

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

SHRIRAM EPC LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016

₹in Lakhs

	Particulars	Note	Year Ended 31 March 2016	Year Ended 31 March 2015
I	Revenue from Operations	21	54,759.98	54,765.89
II	Other Income	22	11,302.86	12,134.92
III	Total Revenue (I+II)		66,062.84	66,900.81
IV	Expenditure :			
	Cost of Raw Materials and Components Consumed	23	195.00	603.90
	Erection, Construction & Operation Expenses	24	35,893.57	45,538.69
	Purchases of Stock in Trade	25	–	1,296.00
	Change in Inventories of Contract Work in Progress	26	3,747.26	2,658.92
	Employee Benefits Expense	27	4,544.25	5,476.92
	Finance Costs	28	27,172.81	30,118.83
	Depreciation and Amortisation Expense	12	650.61	570.33
	Other Expenses	29	7,547.81	5,898.78
	Total Expenses		79,751.31	92,162.37
V	Profit / Loss Before Exceptional Items and Tax (III-IV)		(13,688.47)	(25,261.56)
VI	Exceptional Items - (Refer Note 46 and 47)		10,714.60	–
VII	Loss Before Tax (V+VI)		(24,403.07)	(25,261.56)
VIII	Tax expense / (benefit):			
	(i) Current tax			–
	(ii) Deferred tax (Net)			23.61
	(iii) Net tax expense / (benefit)		–	23.61
IX	Loss After Tax for the year / period		(24,403.07)	(25,285.17)
X	Earnings per Share:(Face value of ₹10/- per share)			
	Basic		(10.70)	(42.22)
	Diluted		(10.70)	(42.22)
	See Accompanying notes forming part of the financial statements			

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

M. K. Ananthanarayanan
Partner

Place : Chennai
Date : 23rd May, 2016

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director

S. Krishnamurthy
Director

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

SHRIRAM EPC LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

₹in Lakhs

	Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Loss before Tax and exceptional items	(13,688.47)	(25,261.56)
	Depreciation and amortization expense	650.61	570.33
	Provision for Gratuity	(17.85)	88.24
	Provision for Compensated Absences	25.20	80.39
	Provision for Warranty written back	–	(29.39)
	(Profit) / Loss on disposal of Fixed Assets (Net)	(0.90)	39.06
	Bad Trade Debts/Advances Written off	205.01	139.20
	Provision for doubtful trade and Other receivables and Loans and Advances	4,044.75	319.35
	Liabilities / provisions no longer required written back	(22.00)	(156.95)
	Interest Income	(11,088.76)	(11,738.04)
	Interest and Finance Charges	27,172.81	30,118.83
	Provision for Contract losses	545.20	6,320.12
	Deferred rent	15.72	11.21
		21,529.79	25,762.35
	Operating Profit before working capital changes	7,841.32	500.79
	Working capital changes :		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	3,942.26	2,939.81
	Trade Receivables	(3,652.81)	(1,001.76)
	Short Term Loans and Advances	(4,771.27)	4,325.57
	Long Term Loans and Advances	(11,341.77)	(18,921.20)
	Other Current Assets	(13,030.76)	(14,096.87)
	Other Non-Current Assets	7,964.31	5,811.65
		(20,890.04)	(20,942.80)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payables	(2,503.92)	(6,820.18)
	Other Current Liabilities	2,617.14	(1,699.61)
	Long term provisions	(25.24)	–
	Other Long Term Liabilities	(1,799.77)	2.51
	Short term provisions	32.59	
		(1,679.20)	(8,517.28)
	Cash generated from /(used in) operations	(14,727.92)	(28,959.29)
	Net income tax paid	(353.45)	(885.57)
	Net Cash flow (used in) / from Operating Activities (A)	(15,081.37)	(29,844.86)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016 (contd.)

₹in Lakhs

	Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure (including Capital Work in progress)	(168.10)	(2,375.54)
	Proceeds from sale of fixed assets	23.25	14.85
	Bank balances not considered as Cash and cash equivalents (Net)		
	– Placed	(3,717.67)	(7,239.11)
	– Matured	7,239.11	10,505.24
	Interest Received	1,318.17	469.63
	Net Cash from Investing Activities (B)	4,694.76	1,375.07
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of Equity Shares (Including Securities Premium)	38,900.00	21,000.00
	Receipt of Share application money	6,493.00	–
	Proceeds from Short term borrowings(net)	3,698.86	59,879.18
	Repayment of long term borrowings	–	(12,500.00)
	Repayment of Long term borrowings from a related party(Net)	–	(4,251.70)
	Repayment of Short Term borrowings(net)	–	(13,267.00)
	Redemption of Preference shares	(30,000.00)	
	Dividend paid	–	(0.18)
	Movement in current maturities of long term borrowings	326.44	(2,574.59)
	Interest and Finance Charges Paid	(11,192.81)	(17,641.58)
	Net Cash from Financing Activities (C)	8,225.49	30,644.13
D	**NET INCREASE IN CASH AND CASH EQUIVALENTS DURING THE YEAR / PERIOD (A + B + C)**	(2,161.13)	2,174.34
	Cash and Cash equivalents as at the beginning of the year / period	3,545.06	1,370.72
	Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
	Cash and Cash equivalents as at the end of the year / period	1,383.93	3,545.06

SHRIRAM EPC LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016 (contd.)

₹in Lakhs

Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
Reconciliation of Cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet	5,101.60	10,784.17
Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements		
– Margin Money having maturity period exceeding three months	(3,717.67)	(7,239.11)
Cash and cash equivalents at the end of the year / period *	1,383.93	3,545.06
*** Comprises:**		
(a) Cash on hand	24.04	26.42
(b) Balances with banks		
(i) In current accounts	143.27	3,485.24
(ii) In deposit accounts with original maturity of less than 3 months	1,197.93	14.71
(iii) In earmarked accounts (Unpaid Dividend Account)	18.69	18.69
	1,359.89	3,518.64
	1,383.93	3,545.06
See Accompanying notes forming part of the financial statements		

Note:

1. Capital expenditure includes adjustments for current liabilities relating to acquisition of fixed assets to the extent identified.
2. Significant Non cash items

Conversion of FITL into equity	25,959.81
Conversion of WCTL into equity	7,840.00
Conversion of Interest sacrifice into equity	14,700.00

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

M. K. Ananthanarayanan
Partner

Place : Chennai
Date : 23rd May, 2016

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director

S. Krishnamurthy
Director

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

1A Corporate Information

Shriram EPC Limited (the "Company" or "SEPC") is the flagship Company of the Shriram Group. The Shriram Group has diverse interests across Financial Services, IT Services, Project Engineering & Construction, Property Development, Life Insurance and General Insurance. Company provides end-to-end solutions to engineering challenges, offering multi disciplinary design, engineering, procurement, construction and project management services. SEPC is focused on providing turnkey solutions for ferrous & non ferrous, cement, aluminum, copper and thermal power plants, water treatment & transmission, renewable energy, cooling towers & material handling.

1B Going Concern

The financial statements have been prepared on principles applicable to a going concern despite substantial erosion of net worth, considering

a) the committed orders on hand and in pipeline

b) expected higher cash flows based on future business projections

c) the Company's debts have been restructured under Corporate Debt Restructuring (CDR) proposal which was approved by CDR Empowered group on 20th August 2014. The details regarding the restructured debt is as specified in the Master Restructuring Agreement between the Company and the lenders are given in Note 5 (i) and

d) the continued operational and financial support given by the Holding Company.

2 Basis of Accounting and Preparation of Financial Statements

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.1 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

2.2 Inventories

Inventories are valued at the lower of cost on FIFO basis and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

Contract Work in Progress represent work in progress on construction contracts which reflects proportionate value of inputs and expenses on contracts yet to be billed.

2.3 Cash and cash equivalents (for the purposes of Cash Flow Statement)

Cash comprises of cash on hand, cheques in transit and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.4 Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (Loss) before Tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

2.5 Depreciation and amortization

"Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value.

Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset. "

(i) Leasehold improvements are written off over the primary period of their lease.

(ii) Certain items of Plant and Machinery used at project sites are depreciated over an estimated useful life of 2 to 4 years.

(iii) Technical Know-how fees are amortized over the period of 5 to 10 years based on estimated useful life of the asset.

(iv) Software cost are amortized over a period of 5 years based on Management's evaluation of their estimated useful life.

(v) Lease hold Land Using Rights is amortized over the primary period of lease, which is 20 years.

(vi) Individual assets costing Rs. 5,000/- each or less is depreciated in fully in the year of acquisition.

2.6 Revenue Recognition

Sale of goods

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of goods to customers. Sales are inclusive of all taxes.

Revenue from Construction contracts

"When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract are recognized as revenue and expenses respectively by reference to the percentage of completion of the contract activity at the reporting date. The percentage of completion of a contract is determined considering the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs. "

For the purposes of recognizing revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured

The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognized in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognized as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense in the Statement of Profit and Loss in the period in which such probability occurs.

"Revenue from Joint Venture Contracts : In respect of Jointly Controlled Operations, revenues, expenses, assets and liabilities are accounted for in the Company's books to the extent work is executed by the Company."

Contract Revenue earned in excess of billing is reflected as 'Unbilled Revenue' under 'Other Current Assets' and 'Other Non Current Assets' as the case may be and billing in excess of Contract Revenue has been reflected as 'Advances Billing' under 'Other Current Liabilities'.

Dividend Income on Investments is accounted for when the right to receive the payment is established. Interest income is accounted on accrual basis. Interest income is included under the head "other Income" in the Statement of Profit and Loss.

2.7 Fixed Assets

Fixed Assets are stated at historical cost (net of CENVAT/ VAT wherever applicable) less Accumulated Depreciation / Amortization. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use. Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.8 Foreign Currency Transaction / Translations

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets & liabilities outstanding at the year-end are translated at the rate of exchange prevailing at the year-end and the gain or loss, is recognized in the Statement of Profit and Loss.

Integral foreign operations: Transactions in foreign currencies entered into by the Company's integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Exchange differences arising on actual payments/ realizations and year-end restatements are dealt with in the Statement of Profit and Loss. Investments in Foreign currencies are reported using the exchange rate at the date of the transaction.

Integral foreign operations: Foreign currency monetary items (other than derivative contracts) of the Company's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Company's integral foreign operations are carried at historical cost.

2.10 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.11 Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

Short-term Employee Benefits

"All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits at the balance sheet date, are recognized as an expense as per the Company's scheme based on expected obligations on undiscounted basis.

The cost of short-term compensated absences is accounted as under :

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and

(b) in case of non-accumulating compensated absences, when the absences occur."

Long-term Employee Benefits

(i) Defined Contribution Plans:

The Company's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

(ii) Defined Benefit Plans:

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost.

(iii) Long Term Compensated Absences:

The obligation for long term employee benefits such as long term compensated absence is provided for based on actuarial valuation as at the balance sheet date, using the Projected Unit Credit Method.

Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognized in the Statement of Profit and Loss as income or expense.

2.12 Employee Share Based payments

The Company has formulated Employee Stock Option Schemes '2006' and '2007' (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees of the Company to acquire Equity Shares of the Company that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines; the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortized on a straight-line basis over the vesting period.

2.13 Segment Reporting

The Company identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

"The accounting policies adopted for segment reporting are in line with the accounting policies of the Company. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Company as a whole and are not allocable to segments on reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities"."

2.14 Leases

Assets leased by the Company in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Company are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis over the lease term.

2.15 Earnings Per Share

"Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential Equity Shares, by the weighted average number of Equity Shares considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares."

2.16 Taxation

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

"Minimum Alternate Tax (MAT) paid in accordance with the tax laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Company will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Company. "

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets are recognized for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. However, if there are unabsorbed depreciation and carry forward of losses and items relating to capital losses, deferred tax assets are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Company has a legally enforceable right for such set off. Deferred tax assets are reviewed at each balance sheet date for their realizability.

2.17 Impairment of Assets

"The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each Financial Year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use.

If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset.

The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their present value based on an appropriate discount factor.

When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized."

2.18 Provisions and Contingencies

A provision is recognized when the Company has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

2.19 Provision for warranty

As per the terms of the contracts, the Company provides post-contract services / warranty support to some of its customers. The Company accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

Provision for Liquidated Damages

Liquidated damages are provided based on contractual terms and negotiations with the customer when the delivery/

commissioning dates of an individual project have exceeded or are likely to exceed the delivery/ commissioning dates as per the respective contracts. This expenditure is expected to be incurred over the respective contractual terms upto closure of the contract. (including defect liability period).

Provision for losses on contracts

"A provision for expected loss on construction contracts is recognized when it is probable that the contract costs will exceed total contract revenue. For all other contracts loss order provisions are made when the unavoidable costs of meeting the obligation under the contract exceed the currently estimated economic benefits."

2.20 Share issue expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilization in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Statement of Profit and Loss.

2.21 Derivatives

All derivative contracts are marked-to-market and losses are recognized in the Statement of Profit and Loss. Gains arising on the same are not recognized, until realized, on grounds of prudence.

2.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilizing the credits.

2.23 Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The normal operating cycle of the entity for Construction Contracts is the duration of 2 to 3 years depending on each contract. For all other segments, the normal operating cycle has been considered as a duration of 12 months.

3 Share Capital

The authorized, issued, subscribed and fully paid-up share capital:

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Authorised :-		
410,000,000 (previous year - 110,000,000 Equity Shares) Equity Shares of Rs. 10 each	41,000.00	8,500.00
30,000,000 Convertible Preference shares of Rs.100 each		30,000.00
	41,000.00	38,500.00
Issued, Subscribed and fully Paid-up:-		
33,06,26,422 Equity Shares (previous year - 8,63,58,184 Equity Shares) of Rs. 10 each	33,062.64	8,635.82
Preference Share Capital		
(30,000,000 10% Cumulative Redeemable Preference shares of Rs 100/- each)	–	30,000.00
Total	33,062.64	38,635.82

3.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31 March 2016		As at 31 March 2015	
	In Shares	Amount (in ₹ Lakhs)	In Shares	Amount (in ₹ Lakhs)
Equity Shares				
At the beginning of the year / period	86,358,184	8,635.82	44,358,184	4,435.82
Issued during the year / period (Refer Note 3.4 below)	244,268,238	24,426.82	42,000,000	4,200.00
Outstanding at the end of the year / period	330,626,422	33,062.64	86,358,184	8,635.82

Particulars	As at 31 March 2016		As at 31 March 2015	
	In Shares	Amount (in ₹ Lakhs)	In Shares	Amount (in ₹ Lakhs)
Cumulative Redeemable Preference Shares				
At the beginning of the year / period	30,000,000	30,000.00	30,000,000	30,000.00
Issued / (Redeemed) during the year / period	(30,000,000)	(30,000.00)	–	–
Outstanding at the end of the year / period	–	–	30,000,000	30,000.00

3.2 Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No of Shares	% holding in that class of shares	No of Shares	% holding in that class of shares
Equity Shares				
SVL Limited	165,412,862	50.03%	60,334,526	69.87%
Oriental Bank of Commerce	32,026,835.00	9.69%	–	–
Central Bank of India	17,506,860.00	5.30%	–	–
Bessemer Venture Partners	–	–	10,481,762	12.14%
Cumulative Redeemable Preference Shares				
SVL Limited	–	–	30,000,000	100.00%

3.3 Details of shares held by Holding Company and Ultimate Holding Company

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No of Shares	% holding in that class of shares	No of Shares	% holding in that class of shares
SVL Limited	165,412,862.00	50.03%	60,334,526.00	69.87%
Cumulative Redeemable Preference Shares				
SVL Limited	–	–	30,000,000.00	100.00%

3.4 Preferential issue of Equity during the year

Particulars	No of Shares	Face value of Rs 10/-	Premium	Total
Promoters - SVL Limited Holding Company	105,078,336	10,508	28,392	38,900
Lender Banks - Conversion of Funded Interest Term Loan (FITL)	78,713,800	7,871	18,088	25,960
Lender Banks - Conversion of Interest Sacrifice	36,704,119	3,670	11,030	14,700
Lender Banks - Conversion of Working Capital Term Loan(WCTL)	23,771,983	2,377	5,463	7,840
Total	244,268,238	24,427	62,973	87,400

3.5 Terms/rights attached to the shares

The Company has issued Equity Shares having a par value of Rs. 10 per share. All these shares have the same rights and preferences with respect to payment of dividend, repayment of capital and voting rights.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

The Preference shares have a face value of Rs.100 each, and are entitled to receive a cumulative dividend at the rate of 10%. The preference shares shall have a maximum tenure of 10 years. The preference shares are redeemable before 10 years at the option of the shareholders.

3.6 Share Application Money Pending Allotment

During the year the Company received Rs 6,493 lakhs from its promoter and holding Company, SVL limited towards subscription of Equity on Preferential basis. The approval of shareholders for this proposed preferential issue was obtained by the Company through a postal ballot on 11th February 2016. The shares will be allotted after receipt of regulatory approvals.

4 Reserves and Surplus

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
a) Capital Reserve	12.92	12.92
b) Securities Premium Account		
Opening Balance	41,649.88	24,849.88
Add: Receipts during the year (Refer Note 3.4 above)	62,973.00	16,800.00
Closing Balance	104,622.88	41,649.88
c) Share Options Outstanding Account		
Opening Balance	0.17	97.29
Less: Transfer to General Reserve	–	97.12
Closing Balance	0.17	0.17
d) General Reserve		
Opening Balance	561.75	464.63
Add: Transfer from Stock Options Outstanding Account	–	97.12
Closing Balance	561.75	561.75
e) (Deficit) in Statement of Profit and Loss		
Opening balance	(74,662.49)	(49,331.46)
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax ₹23.61 lakhs)	–	45.86
Add: Loss for the year / period	(24,403.07)	(25,285.17)
Closing Balance	(99,065.56)	(74,662.49)
Total	6,132.16	(32,437.77)

5 Long Term Borrowings

₹in Lakhs

Particulars	Long term portion		Current maturities	
	As at 31 March 2016	As at 31 March 2015	As at 31 March 2016	As at 31 March 2015
Secured				
From Banks				
– Term Loans	15,134.13	15,472.89	309.59	–
– Working Capital Term Loans	126,445.66	135,412.62	–	–
– Funded Interest Term Loans	4,573.17	13,553.32	–	–
From Others				
– Working Capital Term Loans	4,358.00	671.00	13.00	–
– Funded Interest Term Loans	140.61	75.49	8.00	–
Finance Lease Obligations	8.82	10.52	8.19	12.34
Unsecured				
From Related Parties (Holding Company)	262.30	5,173.71	–	–
Total	150,922.69	170,369.55	338.78	12.34

5.1 Terms of Repayment and Security details

₹in Lakhs

Particulars	As at 31 March 2016	Interest Rate	Terms of Repayment	Secured by
Central Bank of India	2,943.72	10.70%	32 structured quarterly instalments, commencing from June 2016 and ending with March 2024.	Primary- Exclusive charge on 5 Wind Energy Generator of 1.5 MW from Leitwind Shriram Manufacturing Limited.
Central Bank of India	12,500.00	10.70%	32 structured quarterly instalments, commencing from June 2016 and ending with March 2024.	First PariPassu Charge over the pooled assets ie, all moveable (both fixed ,current and non current assets) and immovable assets of the Company.
Term Loans from Banks	131,838.44	10.70%	Refer Note 5.1 (i) above	First PariPassu Charge over the pooled assets i.e, all moveable (both fixed, current and non current assets) and immovable assets of the Company.
HDFC Bank	17.01	13.50%	36 to 60 Months	Secured by Vehicles purchased under Hire Purchase Scheme
K P R Investments Private Limited	2,500.00	12.00%	Against collection of retention debtors	Secured by specific charge on retention debtors
Shaswatha Renewable Energy Private Limited	1,200.00	12.00%	Against collection of retention debtors	Secured by specific charge on retention debtors
Total	150,999.17			

Unsecured Loans

Loan from Holding Company carries the interest rate of 9% pa and repayable after settlement of CDR dues.

5.2 Corporate Debt Restructuring

During the previous year, at the request of the Company, the Corporate Debt Restructuring Proposal (CDR Proposal) of the Company was referred to Corporate Restructuring Cell (CDR Cell) by the consortium of bankers(CDR Bankers) led by Oriental Bank of Commerce (OBC). The CDR Proposal as recommended by OBC and other lenders was approved by CDR Empowered Group (CDR EG) on 20 August 2014 and communicated to the Company vide Letter of Approval dated 11 September 2014. The Master Restructuring Agreement (MRA) between the Company and the CDR lenders was executed on 20 September 2014, by virtue of which the restructured facilities are governed by the provisions specified in the MRA with cut off date as 01 April, 2014.

The key features of the MRA are as follows :

i. Term loans(TL) are repayable after moratorium of 2 years from cut off date in 32 structured quarterly instalments commencing from June 2016 upto March 2024.

ii. Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan (WCTL) repayable after moratorium of 2 year from cut off date in 32 structured quarterly instalments commencing from June 2016 upto March 2024.

iii. The interest payable on Term Loans and WCTL during moratorium period of 2 years from cut off date shall be converted into Funded Interest Term Loan (FITL) and repayable over 20 structured quarterly instalments commencing from June 2016 upto March 2021.

iv. Restructuring of existing fund based and non fund based financial facilities, subject to renewal and reassessment every year.

v. The rate of interest on Term Loan(TL), WCTL, FITL and fund based working capital facilities shall be (linked to OBC base rate) increased in a stepped up manner :

Particulars	FY15 to FY16	FY17 to FY19	FY20 to FY24
Interest rate (p.a)	BR + 1%	BR + 1.75%	BR + 3.50%
Present Effective Rate	11.25%	12.00%	0.14

vi. Waiver of existing events of defaults, penal interest and charges etc, in accordance with MRA.

vii. Right to Recompense to CDR Lenders for the relief and sacrifice extended subject to provisions of CDR Guidelines and MRA.

viii. The Company to operate Trust and Retention account (TRA) with OBC and entire cash flow should be routed through said TRA .

ix. The MRA as well as the provisions of the Master Circular on Corporate Debt Restructuring issued by the Reserve bank of India, give a right to the CDR Lenders to get a recompense of their waivers and sacrifices made as part of the CDR proposal. The total amount of recompense payable to CDR lenders at the time of exit of the CDR, as contained in the MRA is Rs 109,617 lakhs. The present value of such recompense as at 31st March 2015 was Rs 18,417 lakhs. During the year, certain CDR lenders agreed to take equity in the Company in lieu of recompense of Rs 14,699 lakhs payable to them and the Company has allotted Equity Shares in full settlement of the recompense amount. Accordingly the Company has no further liability towards recompense.

x. As per the CDR, the Company requires to repay Rs 1,331 lakhs towards first instalment of WCTL. However, the Company on 30th April 2016, submitted a proposal to OBC and all other CDR lenders for conversion of the entire amount of WCTL reflected above into equity effective 01st April 2016 at a price to be determined in accordance with SEBI(Issue of Capital and Disclosure) Regulations, 1999. The Company is hopeful of getting the acceptance of the CDR lenders and accordingly the current maturities of WCTL has not been disclosed separately in Note no 10(" Other Current Liabilities").

5.3 All amounts due under CDR are covered by Corporate Guarantee of SVL Limited (Holding Company).

5.4 48,942,674 Equity Shares of the Company have been pledged with the CDR lenders. By SVL Limited(Holding Company).

6 Other Long-term Liabilities

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Advance from Customers	13,236.36	11,637.49
Security Deposit Received	9.80	18.90
Deferred Rent Obligations	96.39	80.67
Sundry Creditors- Retention	3,969.54	3,866.16
Interest accrued and due to Loan from related parties	–	3,492.92
Total	17,312.09	19,096.14

7 Long-term Provisions

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for Gratuity	**283.65**	**308.89**
Provision for Contract Losses(Refer Note No. 46)	6,707.38	
Total	6,991.03	308.89

8 Short Term Borrowings

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Loans Repayable on Demand - Secured		
From Banks		
Cash Credit and Overdraft facilities	42,731.70	41,279.26
Buyers credit	2,283.42	–
From Others - Unsecured		
Cash Credit and Overdraft facilities	456.43	493.43
Total	45,471.55	41,772.69

8.1 Details of Borrowings

₹in Lakhs

Particulars	As at 31 March 2015	As at 31 March 2016	Nature of security
CDR Lenders	42,731.70	41,279.26	First PariPassu Charge over the pooled assets i.e, all moveable (both fixed ,current and non current assets) and immovable assets of the Company.
IFCI Factors	456.43	493.43	
Total	42,731.70	41,279.26	

9 Trade Payables

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
a) Total outstanding dues of micro enterprises and small enterprises	–	–
b) Total outstanding dues of other than micro enterprises and small enterprises		
Acceptances	**5,320.25**	**9,258.92**
Other than Acceptances (Refer Note 9.1 and 35)	**15,107.81**	**13,695.06**
Total	20,428.06	22,953.98

9.1 There are no dues to Micro and Small Enterprises in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 as of 31 March 2016 and 31 March 2015, on the basis of such parties having been identified by the management and relied upon by the Auditors.

10 Other Current Liabilities

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Advance from customers	6,912.00	4,086.00
Advance Billing	236.89	510.82
Deferred Rent Obligations	6.24	10.98
Current Maturities of Bank Term Loans	330.59	–
Current Maturities of Finance Lease Obligations	8.19	12.34
Payables on Purchase of Fixed Assets	–	233.64
Statutory remittances	151.97	79.43
Interest accrued but not due on borrowings	228.66	50.65
Interest accrued and due on borrowings	52.90	–
Unclaimed Dividend	1.27	1.27
Total	7,928.71	4,985.13

11 Short-term Provisions

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for Employee Benefits		
Gratuity	56.24	48.85
Compensated Absences	368.74	343.54
Total	424.98	392.39

12 Fixed Assets

12.1 Fixed Assets - Current Year

₹in Lakhs

		Gross Block				Accumulated Depreciation and Amortisation				Net Block
S. No	Block of Assets	As at 1 April 2015	Additions	Disposals	As at 31 Mar 2016	As at1 April 2015	Deprecia-tion/ Amortiza-tion for the year	Depreciation on disposals	As at 31 Mar 2016	As at 31 Mar 2016
	Tangible Assets									
1	Freehold Land	241.50	–		241.50	–	–		–	241.50
2	Leasehold Land	80.00			80.00	28.19	3.48	–	31.67	48.33
3	Buildings	177.32	–		177.32	69.15	4.95		74.10	103.22
4	Leasehold Improvements	546.26	–		546.26	149.19	59.52		208.71	337.55
5	Plant and Equipments (Refer Note 12.2 below)	4,572.10	2,020.85	0.03	6,592.92	1,625.89	413.86	0.03	2,039.72	4,553.20
6	Furniture and Fixtures	109.97	22.85	4.93	127.89	67.31	9.33	2.72	73.92	53.97
7	Office Equipment	120.31	2.80	0.85	122.26	75.62	18.83	0.64	93.81	28.45
8	Computers	410.95	17.36	81.10	347.21	338.92	55.52	80.71	313.73	33.48
9	Vehicle (Refer Note 12.2 below)	279.87	17.68	101.00	196.55	161.12	40.85	81.46	120.51	76.04
		6,538.28	**2,081.54**	**187.91**	**8,431.91**	**2,515.39**	**606.34**	**165.56**	**2,956.17**	**5,475.74**
	Intangible Assets									
10	Technical Knowhow	1,101.97			1,101.97	1,094.70	4.84	–	1,099.54	2.43
11	Software	468.16	5.81		473.97	391.42	39.43	–	430.85	43.12
		1,570.13	5.81	–	1,575.94	1,486.12	44.27	–	1,530.39	45.55
	Total	8,108.41	2,087.35	187.91	10,007.85	4,001.51	650.61	165.56	4,486.56	5,521.29

12.2 Details of assets taken under finance lease

₹in Lakhs

Block of Assets	As at 31st March 2016	As at 31st March 2015
Plant and Machinery		
Gross Block	189.91	189.91
Accumulated Depreciation	58.32	45.44
Net Book value	131.59	144.47

₹in Lakhs

Block of Assets	As at 31st March 2016	As at 31st March 2015
Vehicles		
Gross Block	78.35	61.17
Accumulated Depreciation	24.21	15.5
Net Book value	54.14	45.67

12 Fixed Assets

12.1 Fixed Assets - Previous Year

₹in Lakhs

		Gross Block			Accumulated Depreciation and Amortisation						Net Block
S. No	Block of Assets	As at 1 April 2014	Additions	Disposals	As at 31 March 2015	As at1 April 2014	Depre-ciation/ Amor-tization for the year	Transition adjustment recorded against Deficit balance in Statement of Profit and Loss (Refer Note 12.3 below)	Depre-ciation on dis-posals	As at 31 March 2014	As at 31 March 2015
	Tangible Assets										
1	Freehold Land	241.50	–	–	241.50	–	–	–	–	–	241.50
2	Buildings	174.00	3.32	–	177.32	62.84	6.31	–	–	69.15	108.17
3	Leasehold Improvements	623.08	2.59	79.41	546.26	105.60	75.00	–	31.41	149.19	397.07
4	Plant and Equipments (Refer Note 12.4 below)	4,198.72	375.35	1.97	4,572.10	1,302.50	302.66	21.55	0.82	1,625.89	2,946.21
5	Furniture and Fixtures	96.31	13.74	0.08	109.97	59.32	8.00	–	0.01	67.31	42.66
6	Office Equipment	114.59	6.34	0.62	120.31	34.17	22.94	18.60	0.09	75.62	44.69
7	Computers	397.83	14.60	1.48	410.95	225.36	87.66	27.12	1.22	338.92	72.03
8	Vehicles (Refer Note 12.4 below)	276.95	8.90	5.98	279.87	114.06	46.95	2.20	2.09	161.12	118.75
		6,122.98	424.84	89.54	6,458.28	1,903.85	549.52	69.47	35.64	2,487.20	3,971.08
	Intangible Assets										
9	Technical Knowhow	1,101.97	–	–	1,101.97	1,090.14	4.56	–	–	1,094.70	7.27
10	Software	418.40	49.76	–	468.16	378.65	12.77	–	–	391.42	76.74
11	Leasehold Right to Use	80.00	–	–	80.00	24.71	3.48	–	–	28.19	51.81
		1,600.37	49.76	–	1,650.13	1,493.50	20.81	–	–	1,514.31	135.82
	Total	7,723.35	474.60	89.54	8,108.41	3,397.35	570.33	69.47	35.64	4,001.51	4,106.90

12.2 Depreciation and Amortization expenses: ₹in Lakhs

Block of Assets	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Tangible Assets	549.52	333.16
Intangible Assets	20.81	104.53
Total	570.33	437.69

12.3 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company has changed its estimated useful life of certain categories of assets to align the useful life with those prescribed in Schedule II. The details of previously applied and currently adopted depreciation method, rates / useful life are as follows:

Asset	Basis	Previous depreciation rate / useful life	Useful life as per Schedule II	Useful Life Adopted
Tangible Assets				
Buildings	Schedule - II	1.63% / 61 years	30 years	30 years
Plant & Equipments	Schedule - II	4.75% / 21 years	15 years	15 years
Furniture & Fixtures	Schedule - II	20.00% / 5 years	10 years	10 Years
Office Equipment	Schedule - II	33.33% / 3 years	5 Years	5 Years
Vehicles	Schedule - II	9.50% / 11 years	8 Years	8 Years
Intangible Assets				
Technical Knowhow	Technical Assessment	10% -20% / 5 to 10 years		5 to 10 years
Software	Technical Assessment	5 years		5 years
Leasehold Improvements	Technical Assessment	5 years		5 years
Leasehold Right to Use	Over the lease period	20 years		20 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on 01 April , 2014, and has adjusted an amount of Rs. 45.86 lakhs (net of deferred tax of Rs. 23.61 lakhs) against the opening deficit balance in the Statement of Profit and Loss.

The increase in depreciation expense in the Statement of Profit and Loss for the year consequent to the change in the useful life of the assets is not material.

12.4 Details of Assets taken under finance lease: ₹in Lakhs

Block of Assets	31-Mar-15	31-Mar-14
Plant and Machinery		
Gross Block	189.91	189.91
Accumulated Depreciation	45.44	33.13
Net Book value	144.47	156.78
Vehicles		
Gross Block	61.17	240.23
Accumulated Depreciation	15.50	101.55
Net Book value	45.67	138.68

13 Non Current Investments (Valued at cost unless otherwise stated) ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Investments		
Investments in Associates - Non Trade - Unquoted		
"22,239,167 Equity Shares (Previous year: 22,239,167 Equity Shares) of Rs 10/- each fully paid up in Haldia Coke and Chemicals Private Limited "	4,007.22	4,007.22
Less: Provision for Diminution in value of Investments (Refer Note No. 47)	(4,007.22)	-
Investments in Others - Trade		
661,300 Equity Shares (Previous year: 661,300 Equity Shares) of Rs 10/- each fully paid in Hexa Wind Farm Private Limited	66.13	66.13
"4,076,474 Equity Shares (Previous year: 4,076,474 Equity Shares) of Rs 10/- each fully paid up in Leitwind Shriram Manufacturing Limited "	407.56	407.56
Investments in Others - Trade- Quoted		
386,526 (386,526) Equity Shares of Rs 10/- each fully paid up in Orient Green Power Company Limited	44.22	44.22
Investment in a Wholly owned Subsidiary		
1 Equity share (Previous year: 1 Equity share) of 150,000 DHS in Shriram EPC (FZE)	24.26	24.26
Total	542.17	4,549.39

14 Long-term Loans and Advances (Unsecured and considered good , unless otherwise stated) ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Capital advances	3,605.00	3,605.00
Loans and advances :		
Considered Good	101,161.00	94,691.12
Considered doubtful	3,855.00	
Less: Provision for doubtful advances	(3,855.00)	241.63
	101,161.00	94,691.12
Advance tax (Net of Provisions Rs 7,260.29 lakhs (Previous Year Rs 7260.29 lakhs)	4,036.43	3,682.98
Deposits	1,326.09	1,697.12
Prepaid expenses (Ref Note 14.2)	11,432.56	-
Total	121,561.08	103,676.22

14.1 Long term loans and Advances include due from: ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Private Companies in which Directors are interested:		
Hamon Shriram Cottrell Private Limited	360.74	432.18
Haldia Cokes and Chemicals Private Limited	48,833.58	43,755.73

14.2 Pursuant to the Master Restructuring Agreement dated 20th September 2014 (CDR package), the CDR lenders are entitled to receive interest sacrifice (recompense) at the time of exit from CDR.The total amount of recompense payable to CDR lenders at the time of exit of CDR was determined to be Rs 109,617 lakhs. The present value of such recompense as at 31st March 2015 was Rs 18,417 lakhs. During the year, certain CDR lenders agreed to take equity in the Company in lieu of recompense of Rs 14,699 lakhs payable to them, and accordingly the Company has allotted Equity Shares in full settlement of the recompense amount. The total amount of interest sacrifice settled to the Bankers, is being amortized over CDR term. The unamortized portion of interest sacrifice as at the year end is reflected above.

15 Other Non Current Assets

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Long Term Trade Receivables - Retention Monies - Considered good	11,314.69	8,005.45
Long Term Trade Receivables - Retention Monies - Considered Doubtful	349.52	303.65
Less: Provision for doubtful debts	(349.52)	(303.65)
	11,314.69	8,005.45
Other Long Term Trade Receivables - Considered good	1,260.93	2,297.63
Other Long Term Trade Receivables - Considered doubtful	301.79	301.79
Less: Provision for doubtful debts	(301.79)	(301.79)
	1,260.93	2,297.63
Other receivables (Refer Note 15.1 below)	4,527.66	3,877.15
Receivables on sale of Fixed Assets	2,460.00	2,460.00
Unbilled Revenue (Refer Note Nos 46, 48 and 49)	16,752.60	16,752.60
Total	36,315.88	33,392.83

15.1 The amount of Rs.4,527.66 Lakhs represents the balance consideration receivable from My Home Industries Limited("MHIL") towards the value of certain receivables due from Sree Jayajothi Cements Limited("SJCL") taken over by MHIL pursuant to an agreement dated 11 August 2013 entered into with them. This amount has been deposited in a Joint Escrow Account to be received by the Company after completion of certain formalities of Sree Jayajothi Cements Limited.

16 Inventories (Lower of Cost and Net Realizable Value)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Raw Materials and Components for Wind Turbine Generators	220.00	415.00
Contract Work-in-Progress	4,324.01	8,071.27
Total	4,544.01	8,486.27
		3,942.26

17 Trade Receivables (Unsecured and considered good , unless otherwise stated)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, Considered Good	18,203.82	12,282.09
Unsecured, Considered Doubtful	4,175.58	4,031.72
	22,379.40	16,313.81
Other Trade Receivables		
Unsecured, Considered Good	10,915.84	12,868.32
Unsecured, Considered doubtful	–	–
Less: Provision for Doubtful Trade Receivables	(4,175.58)	(3,320.52)
Total	29,119.66	25,861.61

18 Cash and Cash Equivalents

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Cash on hand and in imprest accounts	24.04	26.42
Balances with Banks		
Current Account	143.27	3,485.24
Deposit Account (Original maturity of 3 months or less)	809.13	–
Unpaid Dividend Account	18.69	18.69
Margin Money (Original maturity of 3 months or less)	388.80	14.71
Total Cash and Cash Equivalents	1,359.89	3,518.64
Other Bank Balances		
Deposit Account (Original maturity of more than 3 months)	1,020.31	1,817.92
Margin Money (Original maturity of more than 3 months)	2,697.36	5,421.19
Total Other Bank Balances	3,717.67	7,239.11
Total	5,101.60	10,784.17
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	1,383.93	3,545.06
Balances with banks include deposits with remaining maturity of more than 12 months from the balance sheet date	645.82	–

19 Short Term Loans and Advances (Unsecured, considered good unless otherwise stated)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Security Deposits	486.85	401.26
Loans and advances to Employees	41.57	40.29
Prepaid Expenses	1,904.40	90.15
Advances to Suppliers		
– Considered good	13,215.65	10,082.27
– Considered doubtful	1,355.56	1,355.56
Provision for doubtful Advances	(1,355.56)	(1,355.56)
	13,215.65	10,082.27
Balance with Government Authorities	479.88	437.48
Other Advances	36.84	342.47
Total	16,165.19	11,393.92

20 Other Current Assets

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Unbilled Revenue	63,201.93	53,018.68
Trade Receivable – Retention monies	10,768.00	7,565.00
Interest accrued on Deposits	34.09	308.14
Interest recoverable from CDR lenders	1,277.73	–
Total	75,281.75	60,891.82

21 Revenue from Operations

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Revenue from Engineering and Construction Contracts	54,564.98	53,020.40
Revenue from Sale of Traded Goods - Windmills	–	1,422.49
Revenue from Sale of Wind Turbine Generators	195.00	323.00
Total	54,759.98	54,765.89

22 Other Income

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Interest Income :		
– Bank deposits / Margin Money deposits	1,044.12	705.87
– Loans and Advances	10,044.64	11,032.17
Liabilities no longer required written back	22.00	156.95
Profit on sale of fixed assets	0.90	
Miscellaneous Income	191.20	239.93
Total	11,302.86	12,134.92

23 Cost of Raw Materials and Components Consumed

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Opening Stock	415.00	695.90
Add: Purchases	–	323.00
Less: Closing Stock	220.00	415.00
Total	195.00	603.90

24 Erection, Construction & Operation Expenses

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Cost of Materials and Labour	33,073.07	34,423.74
Other Contract Related Costs	511.28	2,282.73
Commercial Taxes	1,764.02	2,512.10
Provision for Contract Losses	545.20	6,320.12
Total	35,893.57	45,538.69
		9,645.12

25 Purchases of Stock in Trade

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Windmills	–	1,296.00
Total	–	1,296.00

26 Change in Inventories of Contract Work in Progress, Finished Goods and Stock In Trade

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Opening Stock of Contract Work in Progress	8,071.27	10,730.19
Less: Closing Stock of Contract Work in Progress	4,324.01	8,071.27
Total	3,747.26	2,658.92

27 Employee Benefits Expense

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Salaries and Wages	4,029.97	4,870.89
Contribution to Provident and other funds	227.61	243.75
Gratuity	52.11	101.96
Staff Welfare Expenses	234.56	260.32
Total	4,544.25	5,476.92

28 Finance Costs

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Interest on Cash Credits	4,983.95	4,677.51
Interest on Term Loans	17,482.80	16,312.31
Interest - Others	3,916.30	7,163.40
Bank Charges, Letter of Credit / Guarantee charges	789.76	1,965.61
Total	27,172.81	30,118.83

29 Other Expenses

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Rent including lease rentals	402.00	524.71
Rates and taxes	43.39	164.26
Repairs and Maintenance:		
Building	55.03	162.77
Plant and Machinery and Equipments	59.96	84.45
Others	33.47	48.51
Auditors' Remuneration	35.00	35.00
Printing and stationery	43.39	59.52
Communication expenses	82.47	120.20
Advertisement & Business Promotion	17.00	29.69
Travelling and conveyance	665.55	913.38
Electricity & water	208.71	97.31
Legal & Professional Charges	852.04	2,299.65
Donation	0.12	1.26
Sitting Fees	15.95	10.70
Insurance premium	220.20	377.90
Bad Trade and Other Receivables Written off (Net)	205.01	139.20
Provision for doubtful trade and Other receivables and Loans and Advances	4,044.75	319.35
Loss on Sales/ Disposal of Fixed Assets	–	39.06
Miscellaneous Expenses	563.77	471.86
Total	7,547.81	5,898.78

30 Disclosures pursuant to Accounting Standard (AS) 7 (revised) - Construction Contracts

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Details of Contract revenue and costs		
Contract Revenues recognized	54,564.98	53,020.40
Aggregate amount of Contract costs incurred and recognized profits (less recognized losses) upto the reporting date	39,640.83	48,197.61
Advances received for contracts in progress	20,148.36	15,723.49
Retention money for contracts in progress	22,082.69	15,570.45
Gross amount due from customers for contract work (Asset)	79,954.53	69,771.28
Gross amount due to customers for contract work (Liability)	236.89	510.82

31 Disclosures under Accounting Standard 15 (Revised)

31.1 Gratuity

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Change in Defined Benefit Obligations (DBO) during the year / period		
Present Value of obligations at the beginning of the year / period	357.74	269.49
Current Service Cost	56.24	103.91
Interest Cost	25.17	24.91
Actuarial (Gain)	(29.30)	(26.86)
Benefits paid	(69.96)	(13.71)
Present Value of obligations at the end of the year / period	339.89	357.74
Current portion	56.24	48.85
Non Current portion	283.65	308.89
Components of Employer Expense		
Cost for the year / period		
Current Service Cost	56.24	103.91
Interest Cost	25.17	24.91
Net actuarial Loss / (Gain) recognized in the year / period	(29.30)	(26.86)
Net Cost	**52.11**	**101.96**
Assumptions		
Discount Rate	7.80%	7.80%
Attrition rate per annum	3.00%	3.00%
Expected rate of Salary increases	5.00%	5.00%
Rate of Mortality	Ind Assured Lives (2006-08) Ultimate	Ind Assured Lives (2006-08) Ultimate

Notes:

a. The estimate of future salary increase takes into account inflation, likely increments, promotions and other relevant factors.

b. The discount rate is based on the prevailing market rate as applicable for risk free investments as at balance sheet date for the estimated term of the obligation.

c Experience adjustments : ₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015	Year ended 31 March 2014
Defined benefit obligation	339.89	357.74	269.5
Plan assets	–	–	
Deficit	339.89	357.74	269.50
On plan liabilities - Losses /(Gains)	(29.30)	(26.86)	(19.78)

The details of experience adjustments relating to earlier years have been disclosed to the extent of available information.

31.2 Compensated absences

Actuarial Assumptions for Compensated Absences ₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Rate of Mortality	Ind (2006-08)	Ind (2006-08)
Discount rate	7.80%	7.80%
Expected rate of Salary increases	5.00%	5.00%

32 Employee Stock Compensation Expenses

The Company has two Employee Stock Option Schemes (A) Employee stock option scheme 2006,(B) Employee stock option scheme 2007. As per the Guidance Note on Accounting for Employee Share- based Payments issued by Institute of Chartered Accountants of India, the Company has considered the best available estimate of the number of shares or stock options expected to vest based on the current attrition rates of its employees and measured the compensation expense at fair value on the date of grant.

32.1 Shriram EPC Limited 2006 ESOP Scheme (the 2006 Scheme)

In Pursuance of a special resolution approved by the shareholders at the extra-ordinary general meeting held on November 20, 2006 the Company instituted an ESOP Scheme for all its eligible employees including those of its subsidiaries and associates Companies.

In accordance with the 2006 Scheme the Company has granted on November 22, 2006 (Grant date) options to eligible employees at an exercise price of ₹10/- per equity share. Under the terms of the 2006 Scheme the options will vest in the employees in the following proportion :

Vesting Schedule	In respect of employees who are in employment with the Company prior to January 1, 2001	In respect of employees who have joined the Company after to January 1, 2001
November 22, 2007	30%	20%
November 22, 2008	30%	20%
November 22, 2009	20%	30%
November 22, 2010	20%	30%

The employees stock options granted shall be capable of being exercised within a period of eight years from the date of grant.

Modifications in the Terms of the 2006 Scheme

The Company has carried out a modification in "The 2006 scheme" and accordingly additional grants of 424,952 options were made during the year ended March 31, 2008. Those grants have been made as at April 1, 2007 and will vest with the employees in same proportion as in the original scheme.

The movement in the stock options during the year was as per the table below: ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Options at the beginning of the year / period		
Vested	–	3,219
Unvested	–	–
Add: Granted during the year / period	–	–
Add: Vested during the year / period	–	–
Less: Lapsed during the year / period	–	3,219
Less: Exercised during the year / period	–	–
Options outstanding at the end of the year / period		
Vested	–	–
Unvested	–	–
Exercisable at the end of the year / period	–	–

Deferred Stock Compensation Expense

During the period , an amount of ₹ Nil (Previous period: ₹ Nil) being employee compensation expense to the extent of options vested net off lapses, has been charged to Statement of Profit and Loss.

The values of services rendered in return for share options granted are measured by reference to the fair value of the share options granted and this is evaluated on the basis of an independent valuation carried out as on the grant date.

32.2 Shriram EPC Limited - 2007 - ESOP Scheme (the 2007 Scheme)

The Company instituted another Scheme for all eligible employees in pursuance of a special resolution approved by the shareholders at the extra-ordinary general meeting held on September 20, 2007.

In accordance with the 2007 Scheme the Company has granted on October 1, 2007 and January 1, 2008 (grant dates) options to eligible employees including those of its subsidiaries and associate companies at an exercise price of ₹10/- per equity share. Under the terms of the 2007 Scheme the options will vest in the employees in the following proportion :

Vesting Schedule	In respect of employees who are in employment with the Company prior to January 1, 2001	In respect of employees who have joined the Company after January 1, 2001
At the end of Year 1	30%	20%
At the end of Year 2	30%	20%
At the end of Year 3	20%	30%
At the end of Year 4	20%	30%

The employees stock options granted shall be capable of being exercised within a period of eight years from the date of grant.

Modification in the Terms of the 2007 Scheme

The Company has carried out a modification in "The 2007 scheme" in an earlier year and accordingly additional grants of 10,000 options have been made. These grants have been made as at June 14, 2010 and will vest with the employee in 2 years in equal proportion from the end of 1 year from the date of grant.

The movement in the stock options during the year was as per the table below

Particulars	As at 31 March 2016	As at 31 March 2015
Options at the beginning of the year / period		
Vested	250	6,850
Unvested		
Add: Granted during the year / period	–	
Add: Vested during the year / period		
Less: Lapsed during the year / period	250	6,600
Less: Exercised during the year / period		
Options outstanding at the end of the year / period		
Vested	–	250
Unvested	–	–
Exercisable at the end of the year / period	–	250

Deferred Stock Compensation Expense

During the period, ₹ Nil (Previous Year ₹ Nil Lakhs) being employee compensation expense to the extent of options vested net off lapses, has been charged to Statement of Profit and Loss.

32.3 Fair value of Options Granted:

The estimated fair value of each stock option granted under the employee stock option Scheme 2006 is ₹80. The fair value was arrived at based on a transaction entered into between a willing buyer and a seller for purchase of shares recent to the grant date of the options.

The estimated fair value of each stock option granted under the employee stock option Scheme 2007 is ₹68.42 as per the Fair value method. The model inputs were the weighted average price arrived under the following methods :

Method	Value per Share	Weights assigned
Net Asset value method	43.27	1
Price earnings capacity method	23.74	2
Market Capitalisation method	71.10	2
Value per transaction between willing parties	122.98	2

33 Segment Information

The Company has considered business segment as the primary segment for disclosure. The Company's operations comprises of three segments namely Construction Contracts, Wind Turbine Generators and Trading. The above segment has been identified taking into account the organisation structure as well as the differing risks and return of these segments. Separate secondary segment disclosure is not required as more than 98% of the Company's sale is in the Domestic Market.

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments.

A. PRIMARY SEGMENT INFORMATION - BUSINESS SEGMENTS

₹in Lakhs

Particulars	Construction Contracts		Wind Turbine Generators		Trading		Elimination		Unallocated		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
External Sales	54,586.98	53,020.40	195.00	323.00	–	1,422.49	–	–	–	–	54,781.98	54,765.89
Intersegmental Sales	–	–	–	–	–	–	–	–	–	–	–	–
Total Revenue	54,586.98	53,020.40	195.00	323.00	–	1,422.49	–	–	–	–	54,781.98	54,765.89
Result												
Segment Result	27,988.26	(3,095.36)	–		–	127.95	–	–	–	–	27,988.26	(2,967.41)
Less: Inter Segment Margin	–	–	–	–	–	–	–	–	–	–	–	–
Unallocated Coprorate Expenditure	–	–	–	–	–	–	–	–	(16,067.05)	(5,153.90)	(16,067.05)	(5,153.90)
Operating Loss	27,988.26	(3,095.36)	–	–	–	127.95	–	–	16,067.05	5,153.90	11,921.21	(5,153.90)
Finance Costs (Net of amounts identified with 'Construction Contracts' segment)									25,609.68	17,140.25	25,609.68	17,140.25
Exceptional Items											10,714.60	–
(Loss) before Tax	27,988.26	(3,095.36)	–	–	–	127.95	–	–	41,676.73	22,294.15	(24,403.07)	(25,261.56)
Tax Expense	–	–	–	–	–	–	–	–	–	23.61	–	23.61
Loss after Tax	27,988.26	(3,095.36)	–	–	–	127.95	–	–	41,676.73	22,317.76	(24,403.07)	(25,285.17)

SHRIRAM EPC LIMITED

Notes forming part of Financial Statements

33 Segment Information.

A. PRIMARY SEGMENT INFORMATION - BUSINESS SEGMENTS (contd.)

₹in Lakhs

Particulars	Construction Contracts		Wind Turbine Generators		Trading		Elimination		Unallocated		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
Other Information												
Segment Assets	180,104.48	153,547.36	986.69	2,450.41	1,348.48	1,529.53	–	–	–	–	182,439.65	157,527.30
Unallocated Corporate Assets	–	–	–	–	–	–	–	–	112,727.26	109,260.64	112,727.26	109,260.64
Total Assets	180,104.48	153,547.36	986.69	2,450.41	1,348.48	1,529.53	–	–	112,727.26	109,260.64	295,166.91	266,787.94
Segment Liabilities	249,366.30	251,784.16	(32.05)	(29.35)	144.86	168.45	–	–	–	–	249,479.11	251,923.26
Unallocated Corporate Liabilities	–	–	–	–	–	–	–	–	–	8,666.63	–	8,666.63
Total Liabilities	249,366.30	251,784.16	(32.05)	(29.35)	144.86	168.45	–	–	–	8,666.63	249,479.11	260,589.89
Capital Expenditure (Gross)	168.10	750.19	–	–	–	–	–	–	–	–	168.10	750.19
Depreciation	650.61	570.33	–	–	–	–	–	–	–	–	650.61	570.33
Non Cash expenses other than Depreciation												
Provision for doubtful debts	4,044.75	319.35	–	–	–	–	–	–	–	–	4,044.75	319.35
Provision for Contract losses	545.20	6,320.12	–	–	–	–	–	–	–	–	545.20	6,320.12

B. SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Rest of the World		
Revenue	–	10.35
Assets		9,074.74
Capital Expenditure	–	172.44
India		
Revenue	54,781.98	54,755.54
Assets	295,166.91	257,713.20
Capital Expenditure	168.10	750.19

34 Related Party Disclosures under Accounting Standard 18

34.1 Disclosure of related party transactions in accordance with Accounting Standard -18 - Related Party Disclosures notified by Central Government of India under Companies (Accounting Standards) Rules, 2006.

Description of Relationship	Name of the Related Parties Year ended 31 March 2016	Name of the Related Parties Year ended 31 March 2015
Holding Company	SVL Limited (Formerly known as Shriram Industrial Holdings Limited (SIHL))	Shriram Industrial Holdings Limited (SIHL)
Ultimate Holding Company	SVL Limited (Formerly known as Shriram Industrial Holdings Limited (SIHL))	Shriram Venture Limited (Holding Company of SIHL)
Enterprises which exercise significant influence over the Company (Investing parties)		
Subsidiaries	Shriram EPC FZE, Sharjah	Shriram EPC FZE, Sharjah
Fellow Subsidiaries	Shriram SEPL Composites Private Limited	Shriram SEPL Composites Private Limited
	Blackstone Consulting Technologies Private Limited	Blackstone Consulting Technologies Private Limited
	ChemProject consulting Private Limited	Chem Project Consulting Private Limited
	Shriram EPC (Singapore) Pte Limited	Shriram EPC (Singapore) Pte Limited

Associates	Haldia Coke and Chemicals Private Limited "Ennore Coke Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)" "Wellman Coke India Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)"	Haldia Coke and Chemicals Private Limited "Ennore Coke Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)" "Wellman Coke India Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)"
Companies over which Key Management Personnel exercise Significant Influence (Only where transactions have taken place during the year/period)	Orient Green Power Company Limited Subsidiaries of Orient Green Power Company Limited Bharath Wind Farm Limited Clarion Windfarms Private Limited Beta Wind Farm Private Limited Orient Eco Energy Private Limited	Orient Green Power Company Limited Subsidiaries of Orient Green Power Company Limited Bharath Wind Farm Limited Clarion Windfarms Private Limited Beta Wind Farm Private Limited Orient Eco Energy Private Limited
Key Management Personnel	T.Shivaraman - Managing Director M.Amjad Shariff - Joint Managing Director	T.Shivaraman - Managing Director M.Amjad Shariff - Joint Managing Director
Associate of Holding Company		Prosperity Shop India P Limited (Associate of Shriram Industrial Holding Limited)
Joint Venture of Holding Company	Leitwind Shriram Manufacturing Limited Hamon Shriram Cottrell Private Limited	Leitwind Shriram Manufacturing Limited Hamon Shriram Cottrell Private Limited

Note: Related parties have been identified by the Management.

34.2 Transactions during the year / period

₹in Lakhs

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Progressive billings/Revenue		
Beta Wind Farm Private Limited	–	1,422.48
Shriram SEPL Composites Private Limited	212.68	
Lease Rental Income		
Ennore Coke Limited	32.82	29.72
Shriram Venture Limited	40.21	41.23
Shriram SEPL Composites Private Limited	27.57	24.96
Leitwind Shriram Manufacturing Limited	–	11.23
Purchases of goods and Services		
Hamon Shriram Cottrell Private Limited	252.63	77.66
Shriram SEPL Composites Private Limited	5.51	53.68
Blackstone Group Technology Private Limited	0.66	26.36
Leitwind Shriram Manufacturing Limited		1,544.11
Transfer of Margins		
Leitwind Shriram Manufacturing Limited	–	368.12
Expenses incurred on behalf of related party		
Shriram EPC FZE, Sharjah		13.91
Ennore Coke Limited	10.96	39.46
Orient Green Power Company Limited	28.88	42.67
Bharat Wind Farm Limited	0.81	8.41
Shriram Venture Limited		1.01
Blackstone Consulting Technologies Private Limited		4.62
Shriram SEPL Composites Private Limited	6.08	16.81
Leitwind Shriram Manufacturing Limited	30.45	51.92
Hamon Shriram Cottrell Private Limited		1.19
Expenses incurred on behalf of related party		
Orient Green Power Company Limited		24.44
Shriram Venture Limited	0.31	0.58

34.2 Transactions during the year / period (Contd.)

₹in Lakhs

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest Income		
Haldia Cokes & Chemicals Private Limited	5,144.33	5,785.49
Ennore Coke Limited	3,070.85	2,813.81
Leitwind Shriram Manufacturing Limited	1,087.50	1,402.08
Hamon Shriram Cottrell Private Limited	21.25	29.09
Interest Expense		
SVL Limited	200.97	767.55
Remuneration to Key Management Personnel		
T. Shivaraman	41.02	42.99
M. Amjad Shariff	45.28	47.99
Borrowings from		
SVL Limited	4,749.00	29,358.93
Prosperity Shop India Private Limited		300.00
Repayment of borrowings		
SVL Limited	13,351.20	15,683.00
Prosperity Shop India Private Limited		300.00
Redemption of Preference Shares		
SVL Limited	30,000.00	
Transfer of Advances / Receivables to		
SVL Limited	–	14,400.00
Investments in Equity Shares (including premium)		
SVL Limited	38,900.00	21,000.00
Share Application Money Received – SVL Limited	6,493.00	
Advance Given / (Received) - (Gross)		
Haldia Cokes & Chemicals Private Limited	–	14,427.69
Beta Wind Farm Private Limited		(1,272.33)

34.3 Closing balance as at the year end / period end ₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Amount outstanding - Dr / (Cr)		
Shriram EPC FZE, Sharjah	45.54	32.76
Haldia Cokes & Chemicals Private Limited	48,850.50	43,755.73
Ennore Coke Limited	29,198.20	26,092.82
Orient Green Power Company Limited	51.97	64.26
Bharat Wind Farm Limited	23.02	22.22
Clarion Windfarms Private Limited	(0.32)	(0.32)
SVL Limited	262.30	(8,666.62)
Beta Wind Farm Private Limited	1,403.40	1,403.40
Shriram SEPL Composites Private Limited	133.10	(134.80)
Shriram EPC (Singapore) Pte Limited	4,406.62	4,449.64
Leitwind Shriram Manufacturing Limited	12,626.79	11,146.93
Hamon Shriram Cottrell Private Limited	877.80	1,035.40
BlackStone Group Technologies Private Limited	(0.70)	(49.04)
Corporate Guarantees given by the Company		
Orient Green Power Company Limited	1,600.00	1,600.00

34.4 The Company accounts for costs incurred by Related parties based on the actual invoice/debit notes raised and accruals as confirmed by such parties. The related parties have confirmed to the Management that as at 31 March 2015 and as at 31 March 2014, there are no further amounts payable to/receivable from them, other than disclosed above.

35 Leases

35.1 Operating Lease

The Company has operating lease arrangements primarily for office premises, the lease period of which is about 6 to 8 years. An amount of ₹402 Lakhs (Previous period - ₹524.71 lakhs) has been debited towards lease rental and other charges. The future expected minimum lease payments under operating leases are given below.

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Not later than One Year	194.06	194.06
Later than One Year and less than Five Years	776.25	776.25
Later than Five Years	170.96	365.02
TOTAL	1,141.27	1,335.33

35.2 Yearwise future minimum lease rental payments on contracts:

₹in Lakhs

	As at March 31, 2016		As at March 31, 2015	
Particulars	Total Minimum Lease Payments	Present Value of Lease Payments	Total Minimum Lease Payments	Present Value of Lease Payments
Not later than One Year	8.19	6.92	18.67	17.39
Later than One Year and less than Five Years	8.82	8.23	4.18	3.92
Later than Five Years	–	–	–	–
Total	17.01	15.15	22.85	21.31
Less: Future Finance Charges	1.86	–	1.54	
Present Value of Minimum Lease payments	15.15	15.15	21.31	21.31

36 Earnings Per Share

₹in Lakhs

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Basic & Diluted		
Continuing operations:		
Loss for the year / period from continuing operations (Rs. Lakhs)	(24,403.07)	(25,285.17)
Weighted average number of Equity Shares outstanding during the year / period (In Nos.)	228,059,560	59,892,431
Par Value of Share (Rs)	10.00	10.00
Earnings per share from continuing operations - Basic & Diluted (Rs.)	(10.70)	(42.22)
The weighted average number of Equity Shares used for computing Basic and Diluted EPS are same since the outstanding potential Equity Shares as at 31 March 2016 and 31 March 2015 are anti dilutive in nature.		

37 Taxes on income

37.1 Deferred Tax - Disclosure Under Accounting Standard 22

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liability		
On Depreciation	327.33	265.75
Total Liability	327.33	265.75
Deferred Tax Asset		
Provision for Gratuity	117.63	123.81
Provision for Compensated absences	108.06	118.89
Others (Restricted to the extent of liability)	327.33	23.05
Total Asset	553.02	265.75
Net Deferred Tax Asset / (Liability)	225.69	–

37.2 International Transactions

The Company has entered into transactions with related parties. The Management is of the opinion that the Company maintains the necessary documents as prescribed by the Income Tax Act, 1961 to prove that these international transactions are at arm's length and believes that the aforesaid legislation will not have any impact on the financial statements, particularly on account of tax expense and provision for taxation.

38 Contingent Liabilities

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Arrears of Fixed Cumulative Dividend	–	3,780.82
Compensation payable in lieu of bank sacrifice	–	18,500.00
Corporate Guarantees issued	1,640.11	1,600.00
Claims against the Company not acknowledged as debts	15,177.79	12,482.32
Central Excise, Service Tax and customs Duties demands contested in Appeals , not provided for	428.82	428.82
Disputed VAT/ Central Sales tax demands contested in Appeals, not provided for	10,179.02	10,179.02
Income tax demands contested in Appeals, not provided for	1,039.99	1,732.88

Management is of the opinion that the Appeals preferred by the Company will be decided in its favour. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

39 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for Rs.309.52 lakhs (31 March 2015: Rs Nil lakhs)

40 Sale of WEG Business

Though the Company had obtained its Shareholders' approval through Postal Ballot on August 21, 2008, for transfer of 250 KW Wind Turbine Business to its Joint Venture, Leitwind Shriram Manufacturing Limited (LSML) with effect from April 1, 2008, the Company would continue to sell the 250 KW Wind Turbines till the time LSML obtains all statutory approvals to manufacture and sell the same. Consequently, the Company has not recognized the Profit/Loss in the Statement of Profit and Loss for the year ended 31 March 2016.

41 Dues from Subsidiaries and Associates - Disclosure under clause 32 of the listing agreement

41.1 Maximum amount outstanding at any time during the year:

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Subsidiaries		
Shriram EPC FZE, Sharjah	42.55	32.76
Associates		
Haldia Cokes & Chemicals Private Limited	48,850.50	53,567.08
Orient Green Power Company Limited	117.35	86.34
Ennore Coke Limited	29,174.65	24,503.44
Bharat Wind Farm Limited	23.03	22.29
Total	78,208.08	78,211.91

42 CIF value of Imports

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Materials consumed in execution of Engineering Contracts	5,230.62	245.28

43 Expenditure in Foreign Currency

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Materials consumed in execution of Engineering Contracts	5,230.62	245.28
Travelling and conveyance	41.53	25.23
Professional and consultation fees	508.26	151.93
Erection, Construction & Operation Expenses	28.32	294.44
Others	157.59	725.67
Total	5,966.32	1,442.55

44 Earnings in Foreign Currency

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
FOB Value of Exports	–	10.35

45 Details on derivative instruments and unhedged foreign currency exposures

(i) Outstanding forward exchange contracts entered into by the Company and outstanding as on 31 March 2016 - Nil (PY - USD 979,943)

(ii) Unhedged foreign currency exposure

₹in Lakhs

		As at 31 March 2016	
Particulars	Currency	Amount in Foreign Currency (in Lakhs)	₹in Lakhs
Bank balance	IQD	318.11	16.83
Trade Payables (including Payables on purchase of fixed assets)	USD	34.76	1,817.94
	AUD	0.36	19.92
	EURO	25.21	1,808.06
	SGD	0.03	0.33
	GBP	0.03	3.03
Trade and other receivables	USD	70.00	4,621.01
	AUD	10.00	600.10

		As at 31 March 2015	
Particulars	Currency	Amount in Foreign Currency	₹in Lakhs
Bank balance	IQD	318.11	16.83
Trade Payables (including Payables on purchase of fixed assets)	USD	37.26	2,328.36
	AUD	0.36	17.01
	EURO	5.88	395.13
	SGD	0.40	18.18
	GBP	0.22	20.71
Trade and other receivables	USD	84.99	5,155.95
	EURO	5.92	397.67

46 The Company had secured an EPC Contract from M/s Abhijeet Projects Limited (APRL) for execution of a Solar Thermal power project at Rajasthan with technology support from M/s EnerT international limited, Israel. The contract should have been executed by 28th February 2013. But due to the financial encumbrances of APRL, the project came to standstill since March 2013. The amount outstanding under Trade Receivables, Unbilled revenue and Short Term loans and advance net of advance received from APRL aggregates to Rs.9,867.91 lakhs. The Company and the client have been in negotiations with potential financial and strategic investors which would enable the Company to recover its dues.However,there has been no progress in these negotiations. Consequently, considering the increasing uncertainty in the ultimate realization of the said dues, the Company as a matter of abundant caution has made a provision of Rs. 6,707.38 lakhs (after adjusting the value of trade liabilities in respect of this project), which has been disclosed under exceptional items in the statement of Profit and Loss.

47 The Company`s investment in its associate, Haldia Coke and Chemicals Private Limited is Rs. 4,007.22 lakhs. Considering the erosion of net worth and continuing losses being incurred by it, the Management is of the opinion that the diminution in carrying value of the investment in the associate is other than temporary in nature. Consequently the Company has made a provision for diminution, for the said amount and disclosed the same under exceptional item in the statement of Profit and Loss.

48 The Company was in the course of executing project for Governorate of Basra, Government of Iraq ('the customer'). There were some delays in commencement of the project due to regulatory compliances. However the said contract has been cancelled by the Customer during February 2014. The construction activities has been ceased, and the legal dispute with the customer for the recovery of the amounts so far incurred in respect of the said project, or for re-commencement of the project and its completion thereon, are in progress. The Government of India has also been extremely supportive for revival of the project. The customer has opened a Letter of credit ('LC') for a value of USD 235 million (INR 139,590 Lakhs) which is an irrevocable LC backed by 100% margin deposited by the customer. Cancellation of this LC is possible only on settlement being reached with the Company. Further, Company has also filed a claim with concerned authorities and insurers towards compensation for cancellation of contract.

The total amounts due to Company recorded under Trade Receivables, Unbilled revenue representing the actual cost incurred (after excluding the margin which has been written off/not recognized during the year) and Short Term loans and advances, in respect of this project, aggregate to Rs. 12,208.22 Lakhs. For the above reasons, the management is confident of realizing the monies and do not expect any shortfall in realization.

49 The Company entered into a contract to construct Ammonia plant for Bharath Coal and Chemicals Limited (BCCL, Fellow subsidiary). The project is stalled due to delay in statutory approvals. The total exposure in this project recorded under Unbilled Revenue and Contract Work In Progress is Rs 8,300.19 lakhs. Apart from various options/ plans considered by BCCL to commence the project, BCCL has submitted proposal to set up a Coal gasification based plant to a third party and also parallely considering the option of re-export of the equipments. In addition BCCL has received a letter from Industrial Promotion and Investment Corporation of Odisha Limited , dated 06th November 2015, offering land for setting up the project in Odisha and the matter is under negotiation. Considering these developments, management is of the view that BCCL will be in a position to complete the Ammonia Plant project and thereby the Company will be able to realize these amounts in full.

50 Previous period figures have been regrouped / reclassified to be in conformity with current year classification/ disclosure, wherever necessary.

51 The Board of Directors of the Company has reviewed the realizable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these financial statements in its meeting held on 23 May 2016.

For and on behalf of the Board of Directors

T. Shivaraman **Managing Director**	**S. Krishnamurty** **Director**
K. Suresh **Company Secretary**	**R. S. Chandrasekaran** **Chief Financial Officer**

Place : Chennai
Date : 23rd May, 2016

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHRIRAM EPC LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of SHRIRAM EPC LIMITED (hereinafter referred to as "the Holding Company") its subsidiaryand its associate (the Holding Company its subsidiary and associate together referred to as "the Group"), comprising of the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss, the Consolidated Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group including its subsidiary and associate in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under Section 133 of the Act, as applicable. The respective Board of Directors of the companies included in the Group and of its subsidiary and associate are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on ouraudit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other Auditors in terms of their reports referred to in Other Matters paragraph below, is sufficient and appropriate to provide a basis for our qualified audit opinion on the consolidated financial statements.

Basis for Qualified Opinion

We draw attention to the Note No. 43of the consolidated financial statements regarding the duesaggregating to Rs.12, 2908.22 Lakhs in respect of an overseas project. As mentioned in the Note, the Court of Cassation in Iraq has finally decided

the matter against the Holding Company. The Holding Company continues to pursue the matter with the Iraqi Government for compensation, and has also filed appropriate claims with Export Credit and Guarantee Corporation (ECGC). However in the absence of any positive developmentstill date either from Iraqi Government or from ECGC, there is uncertainty on the amount that would be ultimately realizable by the Company. In view of the uncertainty involved, we are unable to comment on the carrying value of the said receivable.

Qualified Opinion

In our opinion and to the best of our information and according to the explanations given to us,except for the effects of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31st March, 2016, and their consolidated loss and their consolidated cash flows for the year ended on that date.

Emphasis of Matter

We draw attention to Note No. 42in the consolidated financial statements regarding erosion of net worth and continuinglosses being incurred by the Associate, and accordingly the group's share of losses in the associate for the current year has not been recognized in these consolidated financial statements.

We draw attention to Note No. 44 in the consolidated financial statements regarding the dues of

Rs.8,300.19 Lakhs in respect of one project which is not progressing due to statutory delays faced by the customer. The dues are considered fully realisable by the management at this stage in view of the steps taken by the Holding Company for their realization.

Our opinion is not qualified in respect of these matters.

Other Matters

We did not audit the financial statements of one subsidiary, whose financial statements reflect total assets of Rs.7.50 lakhs as at 31st March, 2016, total revenues of Rs. NIL and net cash flows amounting to Rs.4.66 Lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management and our

opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this subsidiary, is basedsolely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below is not modified in respect of the above matter with respect to our reliance on the financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. **As required by Section 143(3) of the Act, we report, to the extent applicable, that:**

   a) We have sought andobtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

   b) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other Auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

   d) In our opinion, except for the effect of the matters described in the Basis for Qualified Opinion paragraph above, the aforesaid consolidated financial statements comply with the Accounting Standards prescribed under Section 133 of the Act,as applicable.

   e) The matters described in the Basis for Qualified Opinion

paragraph above, in our opinion, may have an adverse effect on the functioning of the Group.

f) On the basis of the written representations received from the Directors of the Holding Company as on 31st March, 2016 taken on record by the Board of Directors of the Holding Company, and the reports of the other statutory Auditors of its Associate Company incorporated in India, none of the Directors of the Holding Company and its Associate Company incorporated in India, are disqualified as on 31st March, 2016 from being appointed as a director in terms of Section 164 (2) of the Act.

g) The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in the Basis for Qualified Opinion paragraph above.

h) With respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our Report in "Annexure A", which is based on the Auditors' reports of the Holding Company and Associate Company incorporated in India. Our report expresses a qualified opinion on the operating effectiveness of the Holding Company's and Associate Company's internal financial controls over financial reporting.

i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. Except for the possible effect of the matter described in the Basis of Qualified Opinion above, the consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group and its associate.

ii. Except for the possible effect of the matter described in the Basis of Qualified Opinion above, the Group, did not have any material foreseeable losses on long-term contracts including derivative contracts.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and Associate Company incorporated in India.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.: 008072S)

M K Ananthanarayanan
Partner
(Membership No.: 19521)

Chennai, 23rd May 2016

(Referred to in paragraph 1 (h) under 'Report on Other Legal and Regulatory Requirements' of our report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2016, we have audited the internal financial controls over financial reporting of Shriram EPC Limited (hereinafter referred to as "the Holding Company") and its associate Company which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company, and its associate Company which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI)". These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other Auditors of the Associate Company, which are companies incorporated in India, in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorisations of management and Directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the Company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified Opinion

According to the information and explanations given to us and based on our audit, material weakness has been identified as at 31st March, 2016 in the Holding Company relating to inadequate internal financial controls over financial reporting in respect of recoverability of dues relating to an overseas project, which could potentially result in the Holding Company not recognising a provision for overdue receivables.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial control over financial reporting, such that there is a reasonable possibility that a material misstatement of the Company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, to the best of our information and according to the explanations given to us, except for the possible effects of the material weakness described above on the achievement of the objectives of the control criteria in respect theHolding Company, the Holding Companyhas, maintained in all material respects, internal financial controls over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March 2016, based on the internal controls over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weakness identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the financial statements of the Groupfor the year ended 31st March 2016, and this material weakness affects our opinion on the said Consolidated financial statements of the Company.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to the Associate Company which is incorporated in India, is based on the corresponding report of the Auditors of such Company incorporated in India.

For DELOITTE HASKINS & SELLS
Chartered Accountants
(Firm's Registration No.: 008072S)

M K Ananthanarayanan
Partner
(Membership No.: 19521)

Chennai, 23rd May 2016

SHRIRAM EPC LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31 MARCH 2016

₹in Lakhs

	Particulars	Note	As at 31 March 2016	As at 31 March 2015
A	**EQUITY AND LIABILITIES**			
1	Shareholders' funds			
	Share Capital	3	33,062.64	38,635.82
	Share Application Money	3.6	6,493.00	–
	Reserves and Surplus	4	6,035.49	(36,527.46)
			45,591.13	2,108.36
2	**Non-Current Liabilities**			
	Long Term Borrowings	5	150,922.69	170,369.55
	Other Long Term Liabilities	6	17,312.09	19,096.08
	Long Term Provisions	7	6,991.03	308.89
			175,225.81	189,774.52
3	**Current Liabilities**			
	Short Term Borrowings	8	45,471.55	41,801.00
	Trade Payables			
	a) Total outstanding dues of micro enterprises and small enterprises	9a	–	–
	b) Total outstanding dues of other than micro enterprises and small enterprises	9b	20,458.79	23,665.16
	Other Current Liabilities	10	7,928.71	4,985.13
	Short Term Provisions	11	424.98	392.39
			74,284.03	70,843.68
	TOTAL		295,100.97	262,726.56
B	**ASSETS**			
1	**Non-Current Assets**			
	Fixed Assets	12		
	Tangible Assets		5,475.74	3,971.08
	Intangible Assets		45.55	135.82
	Capital Work-in-Progress		1,014.40	2,933.64
			6,535.69	7,040.54
	Non-Current Investments	13	517.91	517.91
	Long-term Loans and Advances	14	121,511.90	103,643.46
	Other Non-Current Assets	15	36,315.88	33,392.79
			164,881.38	144,594.70
2	**Current Assets**			
	Inventories	16	4,544.01	8,486.27
	Trade Receivables	17	29,119.66	25,150.43
	Cash and Cash Equivalents	18	5,109.10	10,787.01
	Short Term Loans and Advances	19	16,165.19	12,816.29
	Other Current Assets	20	75,281.63	60,891.86
			130,219.59	118,131.86
	TOTAL		295,100.97	262,726.56
	See Accompanying notes forming part of the financial statements			

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

For and on behalf of the Board of Directors

M. K. Ananthanarayanan
Partner

T. Shivaraman
Managing Director

S. Krishnamurty
Director

Place : Chennai
Date : 23rd May, 2016

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

SHRIRAM EPC LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31 MARCH 2016

₹in Lakhs

	Particulars	Note	Year Ended 31 March 2016	Year Ended 31 March 2015
I	Revenue from Operations	21	54,759.98	54,765.89
II	Other Income	22	11,302.86	12,134.58
III	Total Revenue (I+II)		66,062.84	66,900.47
IV	Expenditure :			
	Cost of Raw Materials and Components Consumed	23	195.00	603.90
	Erection, Construction & Operation Expenses	24	35,893.57	45,538.69
	Purchases of Stock in Trade	25	–	1,296.00
	Change in Inventories of Contract Work in Progress	26	3,747.26	2,658.92
	Employee Benefits Expense	27	4,544.25	5,476.92
	Finance Costs	28	27,172.81	30,118.83
	Depreciation and Amortization Expense	12	650.61	570.33
	Other Expenses	29	7,556.42	5,922.41
	Total Expenses		79,759.92	92,186.00
V	Profit /Loss Before Exceptional Items and Tax (III-IV)		(13,697.08)	(25,285.53)
VI	Exceptional Items (Refer Note Nos. 41 and 42)	41	6,707.38	–
VII	Loss Before Tax (V+VI)		(20,404.46)	(25,285.53)
VIII	Tax expense / (benefit):			
	(1) Current tax		–	–
	(2) Deferred tax (Net)		–	23.61
	(3) Net tax expense / (benefit)		–	23.61
IX	Loss After Tax for the year		(20,404.46)	(25,309.14)
X	Add : Share of loss from an Associate (Refer Note No. 42)		–	(1,255.84)
XI	Loss for the year		(20,404.46)	(26,564.98)
XII	Earnings per Share:(Face value of Rs 10/- per share)	36		
	Basic		(8.95)	(42.26)
	Diluted		(8.95)	(42.26)
	See Accompanying notes forming part of the financial statements			

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

M. K. Ananthanarayanan
Partner

Place : Chennai
Date : 23rd May, 2016

For and on behalf of the Board of Directors

T. Shivaraman
Managing Director

S. Krishnamurty
Director

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

SHRIRAM EPC LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016

₹in Lakhs

	Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
A.	CASH FLOW FROM OPERATING ACTIVITIES		
	Net Loss before Tax and exceptional item	(13,697.08)	(25,285.53)
	Depreciation and amortization expense	650.61	570.33
	Provision for Gratuity	(17.85)	88.23
	Provision for Compensated Absences	25.20	80.39
	Provision for Warranty	–	(29.39)
	Loss on disposal of Fixed Assets (Net)	(0.90)	39.06
	Bad Trade Debts/Advances Written off	205.01	139.20
	Provision for doubtful trade and Other receivables and Loans and Advances	4,044.75	
	Liabilities / provisions no longer required written back	(22.00)	(156.95)
	Interest Income	(11,088.76)	(11,738.04)
	Interest and Finance Charges	27,172.81	30,119.17
	Provision for Unbilled Revenue	545.20	6,320.12
	Deferred rent	15.72	11.21
		21,529.79	25,443.33
	Operating Profit before working capital changes	7,832.71	157.80
	Working capital changes :		
	Adjustments for (increase) / decrease in operating assets:		
	Inventories	3,942.26	2,939.81
	Trade Receivables	(3,652.81)	(682.41)
	Short Term Loans and Advances	(4,771.27)	4,283.89
	Long Term Loans and Advances	(11,341.77)	(18,888.43)
	Other Current Assets	(13,030.76)	(14,096.88)
	Other Non-Current Assets	7,964.31	5,811.65
		(20,890.04)	(20,632.37)
	Adjustments for increase / (decrease) in operating liabilities:		
	Trade Payables	(2,503.92)	(6,820.14)
	Other Current Liabilities	2,630.39	(1,664.24)
	Long term provisions	(25.24)	2.51
	Other Long Term Liabilities	(1,799.77)	–
	Short term provisions	32.59	–
		(1,665.95)	(8,481.87)
	Cash generated from /(used in) operations	(14,723.27)	(28,956.45)
	Net income tax paid	(353.45)	(885.57)
	Net Cash flow (used in) / from Operating Activities (A)	(15,076.72)	(29,842.02)

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016 (contd.)

₹in Lakhs

	Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
B	**CASH FLOW FROM INVESTING ACTIVITIES**		
	Capital expenditure (including Capital Work in progress)	(168.10)	(2,375.53)
	Proceeds from sale of fixed assets	23.25	14.84
	Bank balances not considered as Cash and cash equivalents (Net)		
	– Placed	(3,717.67)	(7,239.11)
	– Matured	7,239.11	10,505.24
	Interest Received	1,318.17	469.66
	Net Cash from Investing Activities (B)	4,694.76	1,375.11
C	**CASH FLOW FROM FINANCING ACTIVITIES**		
	Proceeds from issue of Equity Shares (Including Securities Premium) / Preference shares	38,900.00	21,000.00
	Receipt of Share application money	6,493.00	
	Proceeds from long term borrowings (Refer Note 5.1)	–	59,879.18
	Repayment of long term borrowings	–	(12,500.00)
	Repayment of Long term borrowings from a related party (Net)	–	(4,251.70)
	Proceeds from Short Term borrowings(net)	3,698.86	(13,267.00)
	Redemption of Preference shares	(30,000.00)	
	Dividend paid		(0.18)
	Movement in current maturities of long term borrowings	326.44	(2,574.63)
	Interest and Finance Charges Paid	(11,192.81)	(17,641.58)
	Interest recovery		–
	Net Cash from Financing Activities (C)	8,225.49	30,644.09
D	**NET INCREASE IN CASH AND CASH EQUIVALENTS DURING THE YEAR / PERIOD (A + B + C)**	(2,156.47)	2,177.18
	Cash and Cash equivalents as at the beginning of the year / period	3,547.90	1,370.72
	Effect of exchange differences on restatement of foreign currency Cash and cash equivalents		
	Cash and Cash equivalents as at the end of the year / period	1,391.43	3,547.90

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MARCH 2016 (contd.)

₹in Lakhs

	Particulars	Year Ended 31 March 2016	Year Ended 31 March 2015
	Reconciliation of Cash and cash equivalents with the Balance Sheet:		
	Cash and cash equivalents as per Balance Sheet	5,109.10	10,787.01
	Less: Bank balances not considered as Cash and cash equivalents as defined in AS 3 Cash Flow Statements		
	– Margin Money having maturity period exceeding three months	(3,717.67)	(7,239.11)
	Cash and cash equivalents at the end of the year / period *	1,391.43	3,547.90
	*** Comprises:**		
	(a) Cash on hand	24.04	26.42
	(b) Balances with banks		
	(i) In current accounts	150.77	3,488.08
	(ii) In deposit accounts with original maturity of less than 3 months	1,197.93	14.71
	(iii) In earmarked accounts (Unpaid Dividend Account)	18.69	18.69
		1,367.39	3,521.48
		1,391.43	3,547.90
	See Accompanying notes forming part of the financial statements		
	Note:		
1	Capital expenditure includes adjustments for current liabilities relating to acquisition of fixed assets to the extent identified.		
2	Significant Non cash items		
	Conversion of FITL into equity	25,959.81	–
	Conversion of WCTL into equity	7,840.00	–
	Conversion of Interest sacrifice into equity	14,700.00	–

In terms of our report attached
For Deloitte Haskins and Sells
Chartered Accountants

For and on behalf of the Board of Directors

M. K. Ananthanarayanan
Partner

T. Shivaraman
Managing Director

S. Krishnamurty
Director

Place : Chennai
Date : 23rd May, 2016

K. Suresh
Company Secretary

R. S. Chandrasekharan
Chief Financial Officer

1A Corporate Information

Shriram EPC Limited (the "Company" or "SEPC"), the flagship Company of the Shriram EPC Group, has diverse interests across Financial Services, IT Services, Project Engineering & Construction, Property Development, Life Insurance and General Insurance. Company provides end-to-end solutions to engineering challenges, offering multi disciplinary design, engineering, procurement, construction and project management services. SEPC is focussed on providing turnkey solutions for ferrous & non ferrous, cement, aluminium, copper and thermal power plants, water treatment & transmission, renewable energy, cooling towers & material handling.

1B Going Concern

The financial statements have been prepared on principles applicable to a going concern despite substantial erosion of net worth, considering

a) the committed orders on hand and under negotiation.

b) expected higher cash flows based on future business projections

c) Restructuring of Company's debts under Corporate Debt Restructuring (CDR) proposal which was approved by CDR Empowered group on 20 August 2014. The details regarding the restructured debt is as specified in the Master Restructuring Agreement between the Company and the lenders are given in Note 5 (i) and

d) the continued operational and financial support given by the Holding Company.

1C Principles of consolidation

The consolidated financial statements relate to Shriram EPC Limited (the 'Company'), and its Subsidiary Company. The consolidated financial statements have been prepared on the following basis:

(i) The financial statements of the Subsidiary Company in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2015.

(ii) The financial statements of the Company and its Subsidiary Company have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealized profits or losses, unless cost cannot be recovered.

(iii) The consolidated financial statements include the share of profit / loss of the Associate Company which have been accounted for using equity method as per AS 23 Accounting for Investments in Associates in Consolidated Financial Statements. Accordingly, the share of profit/ loss of each of the associate companies (the loss being restricted to the cost of investment) has been added to / deducted from the cost of investments. For the reasons stated in Note No. 42, the Group's share of losses in its associate for the year have not been considered in these consolidated financial statements.

(iv) The difference between the cost of investment in the associate and the share of net assets at the time of acquisition of shares in the associate is identified in the consolidated financial statements as Goodwill or Capital reserve as the case may be.

(v) Following Subsidiary Company and associate have been considered in the preparation of the consolidated financial statements:

Name of the entity	Relationship	Country of Incorporation	% of Holding and voting power	
			31 March, 2016	31 March, 2015
Shriram EPC (FZE) Pte Limited	Subsidiary	United Arab Emirates	100%	100%
Haldia Coke and Chemicals Private Limited (Refer Note (iii) above)	Associate	India	48.48%	48.48%

Subsidiaries of Associate

Name of the entity	Relationship	Country of Incorporation	% of Holding and voting power either directly or indirectly	
			31 March, 2016	31 March, 2015
Ennore Coke Limited	Subsidiary of Associate	India	48.48%	48.48%
Wellman Coke India Limited	Subsidiary of Associate	India	48.48%	48.48%
Asia Coke Limited	Subsidiary of Associate	India	48.48%	48.48%
Aditya Coke Private Limited	Subsidiary of Associate	India	48.48%	48.48%
Mahala Coke Products Private Limited	Subsidiary of Associate	India	48.48%	48.48%
Iaeger Minerals Inc, & Subsidiaries	Subsidiary of Associate	USA	48.48%	48.48%
Mississippi Minerals, Inc & Subsidiaries	Subsidiary of Associate	USA	48.48%	48.48%

2 Significant Accounting Policies:

2.1 Basis of Accounting and Preparation of Financial Statements

The financial statements of the Group have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 ("the 2013 Act") / Companies Act, 1956 ("the 1956 Act"), as applicable. The financial statements have been prepared on accrual basis under the historical cost convention. The accounting policies adopted in the preparation of the financial statements are consistent with those followed in the previous year.

2.2 Use of estimates

The preparation of the financial statements in conformity with Indian GAAP requires the Management to make estimates and assumptions considered in the reported amounts of assets and liabilities (including contingent liabilities) and the reported income and expenses during the year. The Management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Future results could differ due to these estimates and the differences between the actual results and the estimates are recognized in the periods in which the results are known / materialize.

2.3 Inventories

Inventories are valued at the lower of cost on FIFO basis and the net realizable value after providing for obsolescence and other losses, where considered necessary. Cost includes all charges in bringing the goods to the point of sale, including octroi and other levies, transit insurance and receiving charges.

Contract Work in Progress represent work in progress on construction contracts which reflects proportionate value of inputs and expenses on contracts yet to be billed.

2.4 Cash and cash equivalents (for the purposes of Cash Flow Statement)

Cash comprises of cash on hand, cheques in transit and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

2.5 Cash Flow Statement

Cash flows are reported using the indirect method, whereby Profit / (Loss) before Tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

2.6 Depreciation and amortization

"Depreciable amount for assets is the cost of an asset, or other amount substituted for cost, less its estimated residual value. Depreciation on tangible fixed assets has been provided on the straight-line method as per the useful life prescribed in Schedule II to the Companies Act, 2013 except in respect of the following categories of assets, in whose case the life of the assets has been assessed as under based on technical advice, taking into account the nature of the asset, the estimated usage of the asset. "

(i) Leasehold improvements are written off over the primary period of their lease.

(ii) Technical Know-how fees are amortized over the period of 5 to 10 years based on estimated useful life of the asset.

(iii) Software cost are amortized over a period of 5 years based on Management's evaluation of their estimated useful life.

(iv) Right to use Lease hold Land is amortized over the primary period of lease, which is 20 years.

(v) Individual assets costing Rs. 5,000/- each or less is depreciated fully in the year of acquisition.

2.7 Revenue Recognition

Sale of goods

Sales are recognized, net of returns and trade discounts, on transfer of significant risks and rewards of ownership

to the buyer, which generally coincides with the delivery of goods to customers. Sales are inclusive of all taxes.

Revenue from Construction contracts

When the outcome of a construction contract can be estimated reliably, contract revenue and contract costs associated with the construction contract are recognized as revenue and expenses respectively by reference to the percentage of completion of the contract activity at the reporting date. The percentage of completion of a contract is determined considering the proportion that contract costs incurred for work performed upto the reporting date bear to the estimated total contract costs.

For the purposes of recognizing revenue, contract revenue comprises the initial amount of revenue agreed in the contract, the variations in contract work, claims and incentive payments to the extent that it is probable that they will result in revenue and they are capable of being reliably measured.

The percentage of completion method is applied on a cumulative basis in each accounting period to the current estimates of contract revenue and contract costs. The effect of a change in the estimate of contract revenue or contract costs, or the effect of a change in the estimate of the outcome of a contract, is accounted for as a change in accounting estimate and the effect of which are recognized in the Statement of Profit and Loss in the period in which the change is made and in subsequent periods.

When the outcome of a construction contract cannot be estimated reliably, revenue is recognized only to the extent of contract costs incurred of which recovery is probable and the related contract costs are recognized as an expense in the period in which they are incurred.

When it is probable that total contract costs will exceed total contract revenue, the expected loss is recognized as an expense in the Statement of Profit and Loss in the period in which such probability occurs.

Contract Revenue earned in excess of billing is reflected as 'Unbilled Revenue' under 'Other Current Assets' and 'Other Non Current Assets' as the case may be and billing in excess of Contract Revenue has been reflected as 'Advances Billing' under 'Other Current Liabilities'.

Dividend Income on Investments is accounted for when the right to receive the payment is established. Interest income is accounted on accrual basis. Interest income is included under the head "other Income" in the Statement of Profit and Loss.

2.8 Fixed Assets

Fixed Assets are stated at historical cost (net of CENVAT/ VAT wherever applicable) less Accumulated Depreciation / Amortization. Cost comprises of direct cost, related taxes, duties, freight and attributable finance costs till such assets are ready for its intended use. Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

Capital work-in-progress

Projects under which tangible fixed assets are not yet ready for their intended use are carried at cost, comprising direct cost, related incidental expenses and attributable interest.

2.9 Foreign Currency Transaction / Translations

Foreign currency transactions are recorded at the rate of exchange prevailing on the date of the transaction. Monetary assets & liabilities outstanding at the year-end are translated at the rate of exchange prevailing at the year-end and the gain or loss, is recognized in the Statement of Profit and Loss.

Integral foreign operations: Transactions in foreign currencies entered into by the Group's integral foreign operations are accounted at the exchange rates prevailing on the date of the transaction or at rates that closely approximate the rate at the date of the transaction.

Exchange differences arising on actual payments/ realizations and year-end restatements are dealt with in the Statement of Profit and Loss. Investments in Foreign currencies are reported using the exchange rate at the date of the transaction.

Integral foreign operations: Foreign currency monetary items (other than derivative contracts) of the Group's integral foreign operations outstanding at the balance sheet date are restated at the year-end rates. Non-monetary items of the Group's integral foreign operations are carried at historical cost.

2.10 Investments

Long-term investments are carried individually at cost less provision for diminution, other than temporary, in

the value of such investments. Current investments are carried individually, at the lower of cost and fair value. Cost of investments includes acquisition charges such as brokerage, fees and duties.

2.11 Employee Benefits

Employee benefits include provident fund, employee state insurance scheme, gratuity and compensated absences.

Short-term Employee Benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits at the balance sheet date, are recognized as an expense as per the Group's scheme based on expected obligations on undiscounted basis. The cost of short-term compensated absences is accounted as under :

(a) in case of accumulated compensated absences, when employees render the services that increase their entitlement of future compensated absences; and
(b) in case of non-accumulating compensated absences, when the absences occur.

Long-term Employee Benefits

(i) Defined Contribution Plans:

The Group's contribution to provident fund and employee state insurance scheme are considered as defined contribution plans and are charged as an expense based on the amount of contribution required to be made and when services are rendered by the employees.

(ii) Defined Benefit Plans:

For defined benefit plans in the form of gratuity fund and post-employment medical benefits, the cost of providing benefits is determined using the Projected Unit Credit method, with actuarial valuations being carried out at each balance sheet date. Actuarial gains and losses are recognized in the Statement of Profit and Loss in the period in which they occur. Past service cost is recognized immediately to the extent that the benefits are already vested and otherwise is amortized on a straight-line basis over the average period until the benefits become vested. The retirement benefit obligation recognized in the Balance Sheet represents the present value of the defined benefit obligation as adjusted for unrecognized past service cost.

(iii) Long Term Compensated Absences:

The obligation for long term employee benefits such as long term compensated absence is provided for based on actuarial valuation as at the balance sheet date, using the Projected Unit Credit Method.

Actuarial gains and losses arising from experience adjustments and effects of changes in actuarial assumptions are immediately recognized in the Statement of Profit and Loss as income or expense.

2.12 Employee Share Based payments

The Group has formulated Employee Stock Option Schemes '2006' and '2007' (ESOS) in accordance with the SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999. The Schemes provide for grant of options to employees of the Group to acquire Equity Shares of the Group that vest in a graded manner and that are to be exercised within a specified period. In accordance with the SEBI Guidelines; the excess, if any, of the closing market price on the day prior to the grant of the options under ESOS over the exercise price is amortized on a straight-line basis over the vesting period.

2.13 Segment Reporting

The Group identifies primary segments based on the dominant source, nature of risks and returns and the internal organization and management structure. The operating segments are the segments for which separate financial information is available and for which operating profit/loss amounts are evaluated regularly by the executive Management in deciding how to allocate resources and in assessing performance.

The accounting policies adopted for segment reporting are in line with the accounting policies of the Group. Segment revenue, segment expenses, segment assets and segment liabilities have been identified to segments on the basis of their relationship to the operating activities of the segment. Inter-segment revenue is accounted on the basis of transactions which are primarily determined based on market / fair value factors. Revenue, expenses, assets and liabilities which relate to the Group as a whole and are not allocable to segments on

reasonable basis have been included under "unallocated revenue / expenses / assets / liabilities."

2.14 Leases

Assets leased by the Group in its capacity as lessee where substantially all the risks and rewards of ownership vest in the Group are classified as finance leases. Such leases are capitalized at the inception of the lease at the lower of the fair value and the present value of the minimum lease payments and a liability is created for an equivalent amount. Each lease rental paid is allocated between the liability and the interest cost so as to obtain a constant periodic rate of interest on the outstanding liability for each year.

Lease arrangements where the risks and rewards incidental to ownership of an asset substantially vest with the lessor are recognized as operating leases. Lease rentals under operating leases are recognized in the Statement of Profit and Loss on a straight-line basis.

2.15 Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) by the weighted average number of Equity Shares outstanding during the year. Diluted earnings per share is computed by dividing the profit / (loss) after tax (including the post tax effect of extraordinary items, if any) as adjusted for dividend, interest and other charges to expense or income (net of any attributable taxes) relating to the dilutive potential Equity Shares, by the weighted average number of Equity Shares considered for deriving basic earnings per share and the weighted average number of Equity Shares which could have been issued on the conversion of all dilutive potential Equity Shares.

2.16 Taxation

Current tax is the amount of tax payable on the taxable income for the year as determined in accordance with the applicable tax rates and the provisions of the Income Tax Act, 1961 and other applicable tax laws.

Minimum Alternate Tax (MAT) paid in accordance with the laws, which gives future economic benefits in the form of adjustment to future income tax liability, is considered as an asset if there is convincing evidence that the Group will pay normal income tax. Accordingly, MAT is recognized as an asset in the Balance Sheet when it is highly probable that future economic benefit associated with it will flow to the Group.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantially enacted as at the reporting date. Deferred tax liabilities are recognized for all timing differences. Deferred tax assets in respect of unabsorbed depreciation, carry forward of losses and items relating to capital losses are recognized only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realize such assets. Deferred tax assets are recognized for timing differences of other items only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realized. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the Group has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Balance Sheet date for their realizability.

2.17 Impairment of Assets

The carrying values of assets / cash generating units at each balance sheet date are reviewed for impairment if any indication of impairment exists. The following intangible assets are tested for impairment each Financial Year even if there is no indication that the asset is impaired: (a) an intangible asset that is not yet available for use; and (b) an intangible asset that is amortized over a period exceeding ten years from the date when the asset is available for use. If the carrying amount of the assets exceed the estimated recoverable amount, an impairment is recognized for such excess amount. The impairment loss is recognized as an expense in the Statement of Profit and Loss, unless the asset is carried at revalued amount, in which case any impairment loss of the revalued asset is treated as a revaluation decrease to the extent a revaluation reserve is available for that asset. The recoverable amount is the greater of the net selling price and their value in use. Value in use is arrived at by discounting the future cash flows to their

present value based on an appropriate discount factor. When there is indication that an impairment loss recognized for an asset (other than a revalued asset) in earlier accounting periods no longer exists or may have decreased, such reversal of impairment loss is recognized in the Statement of Profit and Loss, to the extent the amount was previously charged to the Statement of Profit and Loss. In case of revalued assets such reversal is not recognized.

2.18 Provisions and Contingencies

A provision is recognized when the Group has a present obligation as a result of past events and it is probable that an outflow of resources will be required to settle the obligation in respect of which a reliable estimate can be made. Provisions (excluding retirement benefits) are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. Contingent liabilities are disclosed in the Notes. Contingent assets are not recognized in the financial statements.

2.19 Provision for warranty

As per the terms of the contracts, the Group provides post-contract services / warranty support to some of its customers. The Group accounts for the post-contract support / provision for warranty on the basis of the information available with the Management duly taking into account the current and past technical estimates.

Provision for Liquidated Damages

Liquidated damages are provided based on contractual terms and negotiations with the customer when the delivery/ commissioning dates of an individual project have exceeded or are likely to exceed the delivery/ commissioning dates as per the respective contracts. This expenditure is expected to be incurred over the respective contractual terms upto closure of the contract. (including defect liability period).

Provision for losses on contracts

A provision for expected loss on construction contracts is recognized when it is probable that the contract costs will exceed total contract revenue. For all other contracts loss order provisions are made when the unavoidable costs of meeting the obligation under the contract exceed the currently estimated economic benefits.

2.20 Share issue expenses

Share issue expenses are adjusted against the Securities Premium Account as permissible under Section 52 of the Companies Act, 2013, to the extent any balance is available for utilization in the Securities Premium Account. Share issue expenses in excess of the balance in the Securities Premium Account is expensed in the Statement of Profit and Loss.

2.21 Derivative Contracts

All derivative contracts are marked-to-market and losses are recognized in the Statement of Profit and Loss. Gains arising on the same are not recognized, until realized, on grounds of prudence.

2.22 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilizing the credits.

2.23 Operating Cycle

An operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. The normal operating cycle of the entity for Construction Contracts is the duration of 2 to 3 years depending on each contract. For all other segments, the normal operating cycle has been considered as a duration of 12 months.

3 Share Capital

The authorized, issued, subscribed and fully paid-up share capital:

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Authorised :-		
410,000,000 (previous year - 110,000,000 Equity Shares) Equity Shares of Rs. 10 each	41,000.00	11,000.00
30,000,000 Convertible Preference shares of Rs.100 each	–	30,000.00
	41,000.00	41,000.00
Issued, Subscribed and fully Paid-up:-		
330,626,422 Equity Shares (previous year - 86,358,184 Equity Shares) of Rs. 10 each	33,062.64	8,635.82
Preference Share Capital		
NIL Preference Shares (previous year - 30,000,000, 10% Cumulative Redeemable Preference shares) of Rs 100/- each	–	30,000.00
Total	33,062.64	38,635.82

3.1 Reconciliation of the Shares outstanding at the beginning and at the end of the reporting period :

Particulars	As at 31 March 2016		As at 31 March 2015	
	In Shares	Amount (in ₹ Lakhs)	In Shares	Amount (in ₹ Lakhs)
Equity Shares				
At the beginning of the year / period	86,358,184.00	8,635.82	44,358,184	4,435.82
Issued during the year / period (Refer Note 3.4 below)	244,268,238.00	24,426.82	42,000,000	4,200.00
Outstanding at the end of the year / period	330,626,422.00	33,062.64	86,358,184	8,635.82

Particulars	As at 31 March 2016		As at 31 March 2015	
	In Shares	Amount (in ₹ Lakhs)	In Shares	Amount (in ₹ Lakhs)
Cumulative Redeemable Preference Shares				
At the beginning of the year / period	30,000,000.00	30,000.00	30,000,000	30,000.00
Issued / (Redeemed) during the year / period	(30,000,000.00)	(30,000.00)	–	–
Outstanding at the end of the year / period	–	–	30,000,000	30,000.00

3.2 Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No of Shares	% holding in that class of shares	No of Shares	% holding in that class of shares
Equity Shares				
SVL Limited	165,412,862.00	50.03%	60,334,526	69.87%
Oriental Bank of Commerce	32,026,835.00	9.69%	–	–
Central Bank of India	17,506,860.00	5.30%	–	–
Bessemer Venture Partners	–	–	10,481,762	12.14%
Cumulative Redeemable Preference Shares				
SVL Limited	–	–	30,000,000	100.00%

3.3 Details of shares held by Holding Company and Ultimate Holding Company

Name of Shareholder	As at 31 March 2016		As at 31 March 2015	
	No of Shares	% holding in that class of shares	No of Shares	% holding in that class of shares
Equity Shares				
SVL Limited	165,412,862.00	50.03%	60,334,526	69.87%
Cumulative Redeemable Preference Shares				
SVL Limited	–	–	30,000,000	100.00%

3.4 Terms/rights attached to the shares

Particulars	Amount (in Rs. Lakhs)			
	No of Shares	Face value of Rs 10/-	Premium	Total
Promoters - SVL Limited (Holding Company)	105,078,336.00	10,507.83	28,392	38,900
Lender Banks - Conversion of Funded Interest Term Loan (FITL)	78,713,800.00	7,871.38	18,088	25,960
Lender Banks - Conversion of Interest Sacrifice	36,704,119.00	3,670.41	11,030	14,700
Lender Banks - Conversion of Working Capital Term Loan(WCTL)	23,771,983.00	2,377.20	5,463	7,840
Total	**244,268,238.00**	**24,426.82**	**62,973**	**87,400**

3.5 Terms/rights attached to the shares

The Holding Company has issued Equity Shares having a par value of Rs.10 per share. All these shares have the same rights and preferences with respect to payment of dividend, repayment of capital and voting rights.

In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive remaining assets of the Holding Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity Shares held by the shareholders.

3.6 Share Application Money Pending Allotment

During the year the Company received Rs 6,493 lakhs from its promoter and Holding Company, SVL limited towards subscription of Equity on Preferential basis. The approval of shareholders for this proposed preferential issue was obtained by the Company through a postal ballot on 11th February 2016. The shares will be allotted after receipt of regulatory approvals.

Notes forming part of Consolidated Financial Statements

4 Reserves and Surplus

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
a) Capital Reserve	12.92	12.92
b) Securities Premium Account		
Opening Balance	41,649.88	24,849.88
Add: Receipts during the year (Refer Note 3.4 above)	62,973.00	16,800.00
Closing Balance	104,622.88	41,649.88
c) Share Options Outstanding Account		
Opening Balance	0.17	97.29
Less: Transfer to General Reserve	–	97.12
Closing Balance	0.17	0.17
d) General Reserve		
Opening Balance	561.75	464.63
Add: Transfer from Stock Options Outstanding Account	–	97.12
Closing Balance	561.75	561.75
e) Foreign Currency Transalation Reserve	0.01	–
Additions during the year	(5.59)	0.01
Deletions during the year	–	–
Closing Balance	(5.58)	0.01
f) (Deficit) in Statement of Profit and Loss		
Opening balance	(83,453.18)	(56,842.34)
Less: Depreciation on transition to Schedule II of the Companies Act, 2013 on tangible fixed assets with nil remaining useful life (Net of deferred tax Rs 23.61 lakhs)	–	45.86
Add: Loss for the year / period	(20,404.46)	(26,564.98)
Closing Balance	(103,857.64)	(83,453.18)
g) Share of Reserves from Associate	4,700.99	4,700.99
Total	6,035.49	(36,527.46)

5 Long Term Borrowings

₹in Lakhs

Particulars	Long term portion		Current maturities	
	As at 31 March 2016	As at 31 March 2015	As at 31 March 2016	As at 31 March 2015
Secured				
From Banks			–	
– Term Loans	15,134.13	15,472.89	309.59	
– Working Capital Term Loans	126,445.66	135,412.62		
– Funded Interest Term Loans	4,573.17	13,553.32	–	
From Others				
– Working Capital Term Loans	4,358.00	671.00	13.00	
– Funded Interest Term Loans	140.61	75.49	8.00	
Finance Lease Obligations	8.82	10.52	8.19	12.34
Unsecured				
From Related Parties (Holding Company)	262.30	5,173.71	–	–
Total	150,922.69	170,369.55	338.78	12.34

5.1 Terms of Repayment and Security details

₹in Lakhs

Particulars	As at 31 March 2016	Interest Rate	Terms of Repayment	Secured by
Central Bank of India	2,943.72	10.70%	32 structured quarterly instalments, commencing from June 2016 and ending with March 2024.	Primary- Exclusive charge on 5 Wind Energy Generator of 1.5 MW from Lietwind Shriram Manufacturing Limited.
Central Bank of India	12,500.00	10.70%	32 structured quarterly instalments, commencing from June 2016 and ending with March 2024.	First PariPassu Charge over the pooled assets ie, all moveable (both fixed, current and non current assets) and immovable assets of the Company.
Term Loans from Banks	**131,838.44**	10.70%	32 structured quarterly instalments, commencing from June 2016 and ending with March 2024.	First PariPassu Charge over the pooled assets i.e, all moveable (both fixed, current and non current assets) and immovable assets of the Company.
HDFC Bank	**17.01**	13.50%	36 to 60 Months	Secured by Vehicles purchased under Hire Purchase Scheme
K P R Investments Private Limited	**2,500.00**	12.00%	Against collection of retention debtors	Secured by specific charge on retention debtors
Shaswatha Renewable Energy Private Limited	**1,200.00**	12.00%	Against collection of retention debtors	Secured by specific charge on retention debtors
Total	**150,999.17**			

Unsecured Loans

Loan from Holding Company carries the interest rate of 9% pa and repayable after settlement of CDR dues.

5.2 Corporate Debt Restructuring

During the previous year, at the request of the Company, the Corporate Debt Restructuring Proposal (CDR Proposal) of the Company was referred to Corporate Restructuring Cell (CDR Cell) by the consortium of bankers (CDR Bankers) led by Oriental Bank of Commerce (OBC). The CDR Proposal as recommended by OBC and other lenders was approved by CDR Empowered Group (CDR EG) on 20 August 2014 and communicated to the Company vide Letter of Approval dated 11 September 2014. The Master Restructuring Agreement (MRA) between the Company and the CDR lenders was executed on 20 September 2014, by virtue of which the restructured facilities are governed by the provisions specified in the MRA with cut off date as 01 April, 2014.

The key features of the MRA are as follows :

(i) Term loans(TL) are repayable after moratorium of 2 years from cut off date in 32 structured quarterly instalments commencing from June 2016 upto March 2024.

(ii) Conversion of various irregular / outstanding / devolved financial facilities into Working Capital Term Loan (WCTL) repayable after moratorium of 2 year from cut off date in 32 structured quarterly instalments commencing from June 2016 upto March 2024.

(iii) The interest payable on Term Loans and WCTL during moratorium period of 2 years from cut off date shall be converted into Funded Interest Term Loan (FITL) and repayable over 20 structured quarterly instalments commencing from June 2016 upto March 2021.

(iv) Restructuring of existing fund based and non fund based financial facilities, subject to renewal and reassessment every year.

(v) The rate of interest on Term Loan(TL), WCTL , FITL and fund based working capital facilities shall be (linked to OBC base rate) increased in a stepped up manner :

Particulars	FY15 to FY16	FY17 to FY19	FY20 to FY24
Interest rate (p.a)	BR + 1%	BR + 1.75%	BR + 3.50%
Present Effective Rate	11.25%	12.00%	0.14

(vi) Waiver of existing events of defaults, penal interest and charges etc, in accordance with MRA.

(vii) Right to Recompense to CDR Lenders for the relief and sacrifice extended subject to provisions of CDR Guidelines and MRA.

(viii) The Company to operate Trust and Retention account (TRA) with OBC and entire cash flow should be routed through said TRA.

(ix) The MRA as well as the provisions of the Master Circular on Corporate Debt Restructuring issued by the Reserve bank of India, give a right to the CDR Lenders to get a recompense of their waivers and sacrifices made as part of the CDR proposal. The total amount of recompense payable to CDR lenders at the time of exit of the CDR, as contained in the MRA is Rs 109,617 lakhs. The present value of such recompense as at 31st March 2015 was Rs 18,417 lakhs. During the year, certain CDR lenders agreed to take equity in the Company in lieu of recompense of Rs 14,699 lakhs payable to them and the Company has allotted Equity Shares in full settlement of the recompense amount. Accordingly the Company has no further liability towards recompense.

(x) As per the CDR, the Company requires to repay Rs.1,331 lakhs towards first instalment of WCTL. However, the Company on 30th April 2016, submitted a proposal to OBC and all other CDR lenders for conversion of the entire amount of WCTL reflected above into equity effective 01st April 2016 at a price to be determined in accordance with SEBI(Issue of Capital and Disclosure) Regulations, 1999. The Company is hopeful of getting the acceptance of the CDR lenders and accordingly the current maturities of WCTL has not been disclosed separately in Note No.10 (" Other Current Liabilities").

5.3 All amounts due under CDR are covered by Corporate Guarantee of SVL Limited (Holding Company).

5.4 48,942,674 Equity Shares of the Company have been pledged with the CDR lenders by SVL Limited(Holding Company).

6 Other Long-term Liabilities

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Advance from Customers	13,236.36	11,637.43
Security Deposit Received	9.80	18.90
Deferred Rent Obligations	96.39	80.67
Sundry Creditors- Retention	3,969.54	3,866.16
Interest accrued and due to Loan from related parties (Refer Note 34)	–	3,492.92
Total	17,312.09	19,096.08

7 Long-term Provisions

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
"Provision for Employee Benefits - Gratuity (Refer Note 31.1)"	**283.65**	**308.89**
Provision for Contract Losses (Refer Note 41)	6,707.38	
Total	6,991.03	308.89

8 Short Term Borrowings

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Loans Repayable on Demand - Secured		
From Banks		
Cash Credit and Overdraft facilities	45,015.12	41,279.26
From Others		
Cash Credit and Overdraft facilities	456.43	493.43
Total	45,471.55	41,772.69

8.1 Details of Borrowings

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015	Nature of security
CDR Lenders	45,015.12	41,279.26	First PariPassu Charge over the pooled assets i.e, all moveable (both fixed, current and non current assets) and immovable assets of the Company.
IFCI Factors	456.43	493.43	
Total	45,471.55	41,772.69	

9 Trade Payables

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
a) Total outstanding dues of micro enterprises and small enterprises	–	–
b) Total outstanding dues of other than micro enterprises and small enterprises		
Acceptances	5,320.25	9,258.92
Other than Acceptances (Refer Note 9.1 and 34)	15,107.81	14,406.24
Total	20,428.06	23,665.16

9.1 **There are no dues to Micro and Small Enterprises in terms of Section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 as of 31 March 2016 and 31 March 2015, on the basis of such parties having been identified by the management and relied upon by the Auditors.**

10 Other Current Liabilities

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Advance from customers	6,912.00	4,086.00
Advance Billing	236.89	510.82
Deferred Rent Obligations	6.24	10.98
Current Maturities of Bank Term Loans	330.59	
Current Maturities of Finance Lease Obligations	8.19	12.34
Payables on Purchase of Fixed Assets	–	233.64
Statutory remittances	151.97	79.43
Interest accrued but not due on borrowings	228.66	50.65
Interest accrued and due on borrowings	52.90	–
Unclaimed Dividend	1.27	1.27
Total	**7,928.71**	**4,985.13**

11 Short-term Provisions

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Provision for Employee Benefits		
Gratuity (Refer Note 31.1)	56.24	48.85
Compensated Absences (Refer Note 31.2)	368.74	343.54
Total	424.98	392.39

12 Fixed Assets

12.1 Fixed Assets - Current Year

₹in Lakhs

		Gross Block				Accumulated Depreciation and Amortisation				Net Block
S. No	Block of Assets	As at 1 April 2015	Additions	Disposals	As at 31 March 2016	As at 1 April 2015	Depreciation/ Amortisation for the year	Depreciation on disposals	As at 31 March 2016	As at 31 March 2016
	Tangible Assets									
1	Freehold Land	241.50	–		241.50	–	–		–	241.50
2	Leasehold Land	80.00			80.00	28.19	3.48	–	31.67	48.33
3	Buildings	177.32	–		177.32	69.15	4.95		74.10	103.22
4	Leasehold Improvements	546.26	–		546.26	149.19	59.52		208.71	337.55
5	Plant and Equipments	4,572.10	2,020.85	0.03	6,592.92	1,625.89	413.86	0.03	2,039.72	4,553.20
	(Refer Note 12.2 below)				–			–	–	–
6	Furniture and Fixtures	109.97	22.85	4.93	127.89	67.31	9.33	2.72	73.92	53.97
7	Office Equipment	120.31	2.80	0.85	122.26	75.62	18.83	0.64	93.81	28.45
8	Computers	410.95	17.36	81.10	347.21	338.92	55.52	80.71	313.73	33.48
9	Vehicle (Refer Note 12.2 below)	279.87	17.68	101.00	196.55	161.12	40.85	81.46	120.51	76.04
		6,538.28	**2,081.54**	**187.91**	**8,431.91**	**2,515.39**	**606.34**	**165.56**	**2,956.17**	**5,475.74**
	Intangible Assets									
10	Technical Knowhow	1,101.97			1,101.97	1,094.70	4.84	–	1,099.54	2.43
11	Software	468.16	5.81		473.97	391.42	39.43	–	430.85	43.12
		1,570.13	**5.81**	**–**	**1,575.94**	**1,486.12**	**44.27**	**–**	**1,530.39**	**45.55**
	Total	8,108.41	2,087.35	187.91	10,007.85	4,001.51	650.61	165.56	4,486.56	5,521.29

12.2 Details of Assets taken under finance lease:

₹in Lakhs

Block of Assets	As at 31st March 2016	As at 31st March 2015
Plant and Machinery		
Gross Block	189.91	189.91
Accumulated Depreciation	58.32	45.44
Net Book value	131.59	144.47

Block of Assets	As at 31st March 2016	As at 31st March 2015
Vehicles		
Gross Block	78.35	61.17
Accumulated Depreciation	24.21	15.5
Net Book value	54.14	45.67

12 Fixed Assets

12.1 Fixed Assets - Previous Year

₹in Lakhs

		Gross Block				Accumulated Depreciation and Amortisation					Net Block
S. No	Block of Assets	As at 1 April 2014	Additions	Disposals	As at 31 March 2015	As at 1 April 2014	Depreciation/ Amortisation for the year	Transition adjustment recorded against Deficit balance in Statement of Profit and Loss (Refer Note 12.3 below)	Depreciation on disposals	As at 31 March 2015	As at 31 March 2015
	Tangible Assets										
1	Freehold Land	241.50	-	-	241.50	-	-	-	-	-	241.50
2	Buildings	174.00	3.32	-	177.32	62.84	6.31	-	-	69.15	108.17
3	Leasehold Improvements	623.08	2.59	79.41	546.26	105.60	75.00	-	31.41	149.19	397.07
4	Plant and Equipments (Refer Note 12.4 below)	4,198.72	375.35	1.97	4,572.10	1,302.50	302.66	21.55	0.82	1,625.89	2,946.21
5	Furniture and Fixtures	96.31	13.74	0.08	109.97	59.32	8.00	-	0.01	67.31	42.66
6	Office Equipment	114.59	6.34	0.62	120.31	34.17	22.94	18.60	0.09	75.62	44.69
7	Computers	397.83	14.60	1.48	410.95	225.36	87.66	27.12	1.22	338.92	72.03
8	Vehicles (Refer Note 12.4 below)	276.95	8.90	5.98	279.87	114.06	46.95	2.20	2.09	161.12	118.75
		6,122.98	**424.84**	**89.54**	**6,458.28**	**1,903.85**	**549.52**	**69.47**	**35.64**	**2,487.20**	**3,971.08**
	Intangible Assets										
9	Technical Knowhow	1,101.97	-	-	1,101.97	1,090.14	4.56	-	-	1,094.70	7.27
10	Software	418.40	49.76	-	468.16	378.65	12.77	-	-	391.42	76.74
11	Leasehold Right to Use	80.00	-	-	80.00	24.71	3.48	-	-	28.19	51.81
		1,600.37	**49.76**	**-**	**1,650.13**	**1,493.50**	**20.81**	**-**	**-**	**1,514.31**	**135.82**
	Total	7,723.35	474.60	89.54	8,108.41	3,397.35	570.33	69.47	35.64	4,001.51	4,106.90

12.2 Depreciation and Amortization expense

₹in Lakhs

Particulars	For the Year ended 31 March 2015	For the Year ended 31 March 2014
Tangible Assets	549.52	333.16
Intangible Assets	20.81	104.53
Total	**570.33**	**437.69**

12.2 During the year, pursuant to the notification of Schedule II to the Companies Act, 2013 with effect from April 1, 2014, the Company has changed its estimated useful life of certain categories of assets to align the useful life with those prescribed in Schedule II. The details of previously applied and currently adopted depreciation method, rates / useful life are as follows:

Asset	Basis	Previous depreciation rate / useful life	Useful life as per Schedule II	Useful Life Adopted
Tangible Assets				
Buildings	Schedule - II	1.63% / 61 years	30 years	30 years
Plant & Equipments	Schedule - II	4.75% / 21 years	15 years	15 years
Furniture & Fixtures	Schedule - II	20.00% / 5 years	10 years	10 Years
Office Equipment	Schedule - II	33.33% / 3 years	5 Years	5 Years
Vehicles	Schedule - II	9.50% / 11 years	8 Years	8 Years
Intangible Assets				
Technical Knowhow	Technical Assessment	10% -20% / 5 to 10 years		5 to 10 years
Software	Technical Assessment	5 years		5 years
Leasehold Improvements	Technical Assessment	5 years		5 years
Leasehold Right to Use	Over the lease period	20 years		20 years

Pursuant to the transition provisions prescribed in Schedule II to the Companies Act, 2013, the Company has fully depreciated the carrying value of assets, net of residual value, where the remaining useful life of the asset was determined to be nil as on 01 April , 2014, and has adjusted an amount of Rs. 45.86 lakhs (net of deferred tax of Rs. 23.61 lakhs) against the opening deficit balance in the Statement of Profit and Loss.

The increase in depreciation expense in the Statement of Profit and Loss for the year consequent to the change in the useful life of the assets is not material.

12.4 Details of Assets taken under finance lease: ₹in Lakhs

Block of Assets	31-Mar-16	31-Mar-15
Plant and Machinery		
Gross Block	189.91	189.91
Accumulated Depreciation	45.44	33.13
Net Book value	144.47	156.78
Vehicles		
Gross Block	61.17	240.23
Accumulated Depreciation	15.50	101.55
Net Book value	45.67	138.68

13 Non Current Investments (Valued at cost unless otherwise stated) ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Investments		
Investments in Associates - Non Trade - Unquoted		
"22,239,167 Equity Shares (Previous year: 22,239,167 Equity Shares) of Rs 10/- each fully paid up in Haldia Coke and Chemicals Private Limited "	4,007.22	4,007.22
Share of Loss (Refer Note No. 42)	(9,942.35)	(9,942.35)
Share of Reserves	5,935.13	5,935.13
Total Share of Net Worth	(4,007.22)	(4,007.22)
Net Investment in Associate	-	-
Investments in Others - Trade		
661,300 Equity Shares (Previous year: 661,300 Equity Shares) of Rs.10/- each fully paid in Hexa Wind Farm Private Limited	66.13	66.13
"4,076,474 Equity Shares (Previous year: 4,076,474 Equity Shares) of Rs 10/- each fully paid up in Leitwind Shriram Manufacturing Limited "	407.56	407.56
Investments in Others - Trade- Quoted		
386,526 (Previous Year : 386,526 Equity Shares) Equity Shares of Rs.10/- each fully paid up in Orient Green Power Company Limited	44.22	44.22
Total	517.91	517.91
Aggregate amount of Quoted Investments - Cost	2,827.50	2,827.50
Market Value of Quoted Investments	45.76	56.24
Aggregate amount of Unquoted Investments	473.69	473.69

13.1 Of the above, 10,092,344 Equity Shares have been pledged with a lender for monies borrowed by the associate.

14. Long-term Loans and Advances (Unsecured and considered good , unless otherwise stated) ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Capital advances	3,605.00	3,605.00
Loans and advances (Refer Note 34) :		
Considered Good	101,111.82	94,658.36
Considered doubtful	3,855.00	-
Less: Provision for doubtful advances	(3,855.00)	-
	101,111.82	94,658.36
Advance tax [Net of Provisions Rs 7,260.29 lakhs (Previous Year Rs 7260.29 lakhs)]	4,036.43	3,682.98
Deposits	1,326.09	1,697.12
Prepaid expenses (Refer Note 14.2)	11,432.56	-
Total	121,511.90	103,643.46

14.1 Long-term Loans and Advances include due from: ₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Private Companies in which Directors are interested:		
Hamon Shriram Cottrell Private Limited	360.74	416.48
Haldia Cokes and Chemicals Private Limited	48,833.58	43,755.73

14.2 Pursuant to the Master Restructuring Agreement dated 20th September 2014 (CDR package), the CDR lenders are entitled to receive interest sacrifice (recompense) at the time of exit from CDR.The total amount of recompense payable to CDR lenders at the time of exit of CDR was determined to be Rs.109,617 lakhs. The present value of such recompense as at 31st March 2015 was Rs.18,417 lakhs. During the year, certain CDR lenders agreed to take equity in the company in lieu of recompense of Rs.14,699 lakhs payable to them, and accordingly the company has allotted Equity Shares in full settlement of the recompense amount. The total amount of interest sacrifice settled to the Bankers, is being amortized over CDR term. The unamortized portion of interest sacrifice as at the year end is reflected above.

15 Other Non Current Assets

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Long Term Trade Receivables - Retention Monies - Considered good	11,314.69	8,005.41
Long Term Trade Receivables - Retention Monies - Considered Doubtful	349.52	303.65
Less: Provision for doubtful debts	(349.52)	(303.65)
	11,314.69	8,005.41
Other Long Term Trade Receivables - Considered good	1,260.93	2,297.63
Other Long Term Trade Receivables - Considered doubtful	301.79	301.79
Less: Provision for doubtful debts	(301.79)	(301.79)
	1,260.93	2,297.63
Other receivables (Refer Note 15.1 below)	4,527.66	3,877.15
Receivables on sale of Fixed Assets	2,460.00	2,460.00
Unbilled Revenue (Refer Note Nos 46, 48 and 49)	16,752.60	16,752.60
Total	36,315.88	33,392.79

15.1 The amount of Rs.4,527.66 Lakhs represents the balance consideration receivable from My Home Industries Limited ("MHIL") towards the value of certain receivables due from Sree Jayajothi Cements Limited ("SJCL") taken over by MHIL pursuant to an agreement dated 11 August 2013 entered into with them. This amount has been deposited in a Joint Escrow Account to be received by the Holding Company after completion of certain formalities of Sree Jayajothi Cements Limited.

16 Inventories (Lower of Cost and Net Realizable Value)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Raw Materials and Components for Wind Turbine Generators	220.00	415.00
Contract Work-in-Progress	4,324.01	8,071.27
Total	4,544.01	8,486.27

17 Trade Receivables (Unsecured and considered good, unless otherwise stated)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Outstanding for a period exceeding six months from the date they were due for payment		
Unsecured, Considered Good	18,039.07	12,282.11
Unsecured, Considered Doubtful	4,175.58	4,031.70
	22,214.65	**16,313.81**
Other Trade Receivables		
Unsecured, Considered Good	11,080.59	12,868.32
Unsecured, Considered doubtful		
Less: Provision for Doubtful Trade Receivables	(4,175.58)	(4,031.70)
Total	29,119.66	25,150.43

18 Cash and Cash Equivalents

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Cash on hand and in imprest accounts	24.04	26.42
Balances with Banks		
Current Account	150.77	3,488.08
Deposit Account (Original maturity of 3 months or less)	809.13	–
Unpaid Dividend Account	18.69	18.69
Margin Money (Original maturity of 3 months or less)	388.80	14.71
Total Cash and Cash Equivalents	1,367.39	3,521.48
Other Bank Balances		
Deposit Account (Original maturity of more than 3 months)	1,020.31	1,817.92
Margin Money (Original maturity of more than 3 months)	2,697.36	5,421.19
Total Other Bank Balances	3,717.67	7,239.11
Total	5,109.10	10,787.01
Of the above, the balances that meet the definition of Cash and cash equivalents as per AS 3 Cash Flow Statements is	1,391.43	3,547.90
Balances with banks include deposits with remaining maturity of more than 12 months from the balance sheet date	645.82	–

19 Short Term Loans and Advances (Unsecured, considered good unless otherwise stated)

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Security Deposits	486.85	401.26
Loans and advances to Employees	41.57	40.29
Prepaid Expenses	1,904.40	90.15
Advances to Suppliers		
– Considered good	13,215.65	11,504.63
– Considered doubtful	1,355.56	644.38
Provision for doubtful Advances	(1,355.56)	(644.38)
	13,215.65	11,504.63
Balance with Government Authorities	479.88	437.48
Other Advances	36.84	342.48
Total	16,165.19	12,816.29

20 Other Current Assets

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Unbilled Revenue	63,201.93	53,018.68
Trade Receivable - Retention monies	10,768.00	7,565.04
Interest accrued on Deposits	33.97	308.14
Interest recoverable from CDR lenders	1,277.73	
Total	75,281.63	60,891.86

21 Revenue from Operations

₹in Lakhs

Particulars	As at 31 March 2016	As at 31 March 2015
Revenue from Engineering and Construction Contracts	54,564.98	53,020.40
Revenue from Sale of Traded Goods - Windmills	–	1,422.49
Revenue from Sale of Wind Turbine Generators	195.00	323.00
Total	54,759.98	54,765.89

22 Other Income

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Interest Income :		
– Bank deposits / Margin Money deposits	1,044.12	705.87
– Loans and Advances	10,044.64	11,031.83
Liabilities no longer required written back	22.00	156.95
Profit on sale of fixed assets	0.90	
Miscellaneous Income	191.20	239.93
Total	11,302.86	12,134.58

23 Cost of Raw Materials and Components Consumed

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Opening Stock	415.00	695.90
Add: Purchases	–	323.00
Less: Closing Stock	220.00	415.00
Total	195.00	603.90

24 Erection, Construction & Operation Expenses

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Cost of Materials and Labour	33,073.07	34,423.74
Other Contract Related Costs	511.28	2,282.73
Commercial Taxes	1,764.02	2,512.10
Provision for Contract Losses	545.20	6,320.12
Total	35,893.57	45,538.69

25 Purchases of Stock in Trade

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Windmills	–	1,296.00
Total	–	1,296.00

26 Change in Inventories of Contract Work in Progress, Finished Goods and Stock In Trade

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Opening Stock of Contract Work in Progress	8,071.27	10,730.19
Less: Closing Stock of Contract Work in Progress	**4,324.01**	**8,071.27**
Total	3,747.26	2,658.92

27 Employee Benefits Expense

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Salaries and Wages	4,029.97	4,870.89
Contribution to Provident and other funds	227.61	243.75
Gratuity	**52.11**	**101.96**
Staff Welfare Expenses	**234.56**	**260.32**
Total	4,544.25	5,476.92

28 Finance Costs

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Interest on Cash Credits	4,983.95	4,677.51
Interest on Term Loans	17,482.80	16,312.31
Interest - Others	3,916.30	7,163.40
Bank Charges, Letter of Credit / Guarantee charges	789.76	1,965.61
Total	27,172.81	30,118.83

29 Other Expenses

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Rent including lease rentals	402.00	524.71
Rates and taxes	43.39	175.38
Repairs and Maintenance:		
Building	55.03	162.77
Plant and Machinery and Equipments	59.96	84.45
Others	33.47	48.51
Auditors' Remuneration (Refer Note 29.1 below)	35.00	35.00
Printing and stationery	43.39	59.52
Communication expenses	82.60	120.20
Advertisement & Business Promotion	17.00	29.69
Travelling and conveyance	665.55	913.38
Electricity & water	208.71	97.31
Legal & Professional Charges	860.07	2,312.16
Donation	0.12	1.26
Sitting Fees	15.95	10.70
Insurance premium	220.20	377.90
Bad Debts and Advances		
Bad Trade and Other Receivables Written off (Net)	205.01	139.20
Provision for doubtful trade and Other receivables and Loans and Advances "	4,044.75	319.35
Loss on Sales/ Disposal of Fixed Assets		39.06
Miscellaneous Expenses	564.22	471.86
Total	7,556.42	5,922.41

29.1 Auditors Remuneration

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Payments to the Statutory Auditors comprise:		
For audit	25.00	25.00
For other services	**10.00**	**10.00**
Total	35.00	35.00

30 Disclosures pursuant to Accounting Standard (AS) 7 (revised) - Construction Contracts

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Details of Contract revenue and costs		
Contract Revenues recognized	54,564.98	53,020.40
Aggregate amount of Contract costs incurred and recognized profits (less recognized losses) upto the reporting date	45,899.81	51,413.25
Advances received for contracts in progress	20,148.36	15,723.43
Retention money for contracts in progress	22,082.69	15,570.45
Gross amount due from customers for contract work (Asset)	79,954.53	69,771.28
Gross amount due to customers for contract work (Liability)	236.89	510.82

31 Disclosures under Accounting Standard 15 (Revised)

31.1 Gratuity

₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Change in Defined Benefit Obligations (DBO) during the year / period		
Present Value of obligations at the beginning of the year / period	357.74	269.49
Current Service Cost	56.24	103.91
Interest Cost	25.17	24.91
Actuarial (Gain)	(29.30)	(26.86)
Benefits paid	(69.96)	(13.71)
Present Value of obligations at the end of the year / period	**339.89**	**357.74**
Current portion	56.24	48.85
Non Current portion	283.65	308.89

Components of Employer Expense		
Cost for the year / period		
Current Service Cost	56.24	103.91
Interest Cost	25.17	24.91
Net actuarial Loss / (Gain) recognized in the year / period	(29.30)	(26.86)
Net Cost	**52.11**	**101.96**
Assumptions		
Discount Rate	7.80%	7.80%
Attrition rate per annum	3.00%	3.00%
Expected rate of Salary increases	5.00%	5.00%
Rate of Mortality	"Ind Assured Lives (2006-08) Ultimate"	"Ind Assured Lives (2006-08) Ultimate"

Notes:

a) The estimate of future salary increase takes into account inflation, likely increments, promotions and other relevant factors.

b) The discount rate is based on the prevailing market rate as applicable for risk free investments as at balance sheet date for the estimated term of the obligation.

c) Experience adjustments :

Particulars	Year ended 31 March 2016	Year ended 31 March 2015	Year ended 31 March 2014
Defined benefit obligation	339.89	357.74	269.50
Plan assets	–	–	
Deficit	339.89	357.74	269.50
On plan liabilities - Losses /(Gains)	(29.30)	-26.86	(19.78)

The details of experience adjustments relating to earlier years have been disclosed to the extent of available information.

31.2 Compensated absences

Actuarial Assumptions for Compensated Absences ₹in Lakhs

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Rate of Mortality	Ind (2006-08)	Ind (2006-08)
Discount rate	7.80%	7.80%
Expected rate of Salary increases	5.00%	5.00%

32 Employee Stock Compensation Expenses

The Company has two Employee Stock Option Schemes (A) Employee stock option scheme 2006,(B) Employee stock option scheme 2007. As per the Guidance Note on Accounting for Employee Share- based Payments issued by Institute of Chartered Accountants of India, the Company has considered the best available estimate of the number of shares or stock options expected to vest based on the current attrition rates of its employees and measured the compensation expense at fair value on the date of grant.

32.1 Shriram EPC Limited 2006 ESOP Scheme (the 2006 Scheme)

In Pursuance of a special resolution approved by the shareholders at the extra-ordinary general meeting held on November 20, 2006 the Company instituted an ESOP Scheme for all its eligible employees including those of its subsidiaries and associates Companies.

In accordance with the 2006 Scheme the Company has granted on November 22, 2006 (Grant date) options to eligible employees at an exercise price of Rs 10/- per equity share. Under the terms of the 2006 Scheme the options will vest in the employees in the following proportion :

Vesting Schedule	In respect of employees who are in employment with the Company prior to January 1, 2001	In respect of employees who have joined the Company after to January 1, 2001
November 22, 2007	30%	20%
November 22, 2008	30%	20%
November 22, 2009	20%	30%
November 22, 2010	20%	30%

The employees stock options granted shall be capable of being exercised within a period of eight years from the date of grant.

Modifications in the Terms of the 2006 Scheme

The Company has carried out a modification in "The 2006 scheme" and accordingly additional grants of 424,952 options were made during the year ended March 31, 2008. Those grants have been made as at April 1, 2007 and will vest with the employees in same proportion as in the original scheme.

The movement in the stock options during the year was as per the table below :

Particulars	As at 31 March 2016	As at 31 March 2015
Options at the beginning of the year / period		
Vested	–	3,219
Unvested	–	–
Add: Granted during the year / period	–	–
Add: Vested during the year / period	–	–
Less: Lapsed during the year / period	–	3,219
Less: Exercised during the year / period	–	–
Options outstanding at the end of the year / period		
Vested	–	–
Unvested	–	–
Exercisable at the end of the year / period	–	–

Deferred Stock Compensation Expense

During the period , an amount of ₹ Nil (Previous period: ₹ Nil) being employee compensation expense to the extent of options vested net off lapses, has been charged to Statement of Profit and Loss.

The values of services rendered in return for share options granted are measured by reference to the fair value of the share options granted and this is evaluated on the basis of an independent valuation carried out as on the grant date.

32.2 Shriram EPC Limited - 2007 - ESOP Scheme (the 2007 Scheme)

The Company instituted another Scheme for all eligible employees in pursuance of a special resolution approved by the shareholders at the extra-ordinary general meeting held on September 20, 2007.

In accordance with the 2007 Scheme the Company has granted on October 1, 2007 and January 1, 2008 (grant dates) options to eligible employees including those of its subsidiaries and associate companies at an exercise price of ₹10/- per equity share. Under the terms of the 2007 Scheme the options will vest in the employees in the following proportion :

Vesting Schedule	In respect of employees who are in employment with the Company prior to January 1, 2001	In respect of employees who have joined the Company after January 1, 2001
At the end of Year 1	30%	20%
At the end of Year 2	30%	20%
At the end of Year 3	20%	30%
At the end of Year 4	20%	30%

The employees stock options granted shall be capable of being exercised within a period of eight years from the date of grant.

Modification in the Terms of the 2007 Scheme

The Company has carried out a modification in "The 2007 scheme" in an earlier year and accordingly additional grants of 10,000 options have been made. These grants have been made as at June 14, 2010 and will vest with the employee in 2 years in equal proportion from the end of 1 year from the date of grant.

The movement in the stock options during the year was as per the table below :

Particulars	As at 31 March 2016	As at 31 March 2015
Options at the beginning of the year / period		
Vested	250	6,850
Unvested		
Add: Granted during the year / period	–	
Add: Vested during the year / period		
Less: Lapsed during the year / period	250	6,600
Less: Exercised during the year / period		
Options outstanding at the end of the year / period		
Vested	–	250
Unvested	–	–
Exercisable at the end of the year / period	–	250

Deferred Stock Compensation Expense

During the period, ₹ Nil (Previous Year ₹ Nil Lakhs) being employee compensation expense to the extent of options vested net off lapses, has been charged to Statement of Profit and Loss.

32 .3 Fair value of Options Granted :

The estimated fair value of each stock option granted under the employee stock option Scheme 2006 is ₹80. The fair value was arrived at based on a transaction entered into between a willing buyer and a seller for purchase of shares recent to the grant date of the options.

The estimated fair value of each stock option granted under the employee stock option Scheme 2007 is ₹68.42 as per the Fair value method. The model inputs were the weighted average price arrived under the following methods :

Method	Value per Share	Weights assigned
Net Asset value method	43.27	1
Price earnings capacity method	23.74	2
Market Capitalization method	71.10	2
Value per transaction between willing parties	122.98	2

33 Segment Information

The Group has considered business segment as the primary segment for disclosure. The Group's operations comprises of three segments namely Construction Contracts, Wind Turbine Generators and Trading. The above segment has been identified taking into account the organisation structure as well as the differing risks and return of these segments. Separate secondary segment disclosure is not required as more than 98% of the Company's sale is in the Domestic Market.

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments.

A. PRIMARY SEGMENT INFORMATION - BUSINESS SEGMENTS

₹in Lakhs

Particulars	Construction Contracts		Wind Turbine Generators		Trading		Elimination		Unallocated		Total	
	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015	31 March 2016	31 March 2015
External Sales	54,586.98	53,020.40	195.00	323.00	-	1,422.49	–	–	–	–	54,781.98	54,765.89
Intersegmental Sales	–	–	–	–	–	–	–	–	–	–	–	–
Total Revenue	54,586.98	53,020.40	195.00	323.00	–	1,422.49	–	–	–	–	54,781.98	54,765.89
Result												
Segment Result	21,272.27	(3,095.36)	–		–	127.95	–	–	–	–	21,272.27	(2,967.41)
Less: Inter Segment Margin	–	–	–	–	–	–	–	–	–	–	–	–
Unallocated Coprorate Expenditure	–	–	–	–	–	–	–	–	(9,359.67)	(5,153.90)	(9,359.67)	(5,153.90)
Operating Profit / (Loss)	21,272.27	(3,095.36)	–	–	–	127.95	–	–	9,359.67	5,153.90	11,912.60	(5,153.90)
Finance Costs (Net of amounts identified with 'Construction Contracts' segment)									25,609.68	17,140.25	25,609.68	17,140.25
Exceptional Items											6,707.38	–
Profit / (Loss) before Tax	21,272.27	(3,095.36)	–	–	–	127.95	–	–	34,969.35	22,294.15	(20,404.46)	(25,261.56)
Tax Expense	–	–	–	–	–	–	–	–	–	23.61	–	23.61
Profit / (Loss) after Tax	21,272.27	(3,095.36)	–	–	–	127.95	–	–	34,969.35	22,317.76	(20,404.46)	(25,285.17)

Other Information												
Segment Assets	144,314.01	153,547.38	986.69	2,450.41	1,348.48	1,529.53	-	-	-	-	146,649.18	157,527.32
Unallocated Corporate Assets	-	-	-	-	-	-	-	-	148,451.79	109,260.64	148,451.79	109,260.64
Total Assets	144,314.01	153,547.38	986.69	2,450.41	1,348.48	1,529.53	-	-	148,451.79	109,260.64	295,100.97	266,787.96
Segment Liabilities	249,134.74	251,784.16	(32.05)	(29.35)	144.86	168.45	-	-	-	-	249,247.55	251,923.26
Unallocated Corporate Liabilities	-	-	-	-	-	-	-	-	262.30	8,666.63	262.30	8,666.63
Total Liabilities	249,134.74	251,784.16	(32.05)	(29.35)	144.86	168.45	-	-	262.30	8,666.63	249,509.85	260,589.89
Capital Expenditure (Gross)	168.12	750.19	-	-	-	-	-	-	-	-	168.12	750.19
Depreciation	650.61	570.33	-	-	-	-	-	-	-	-	650.61	570.33
Non Cash expenses other than Depreciation												
Provision for doubtful debts	4,044.75	319.35	-	-	-	-	-	-	-	-	4,044.75	319.35
Provision for Contract losses	545.20	6,320.12	-	-	-	-	-	-	-	-	545.20	6,320.12

B. SECONDARY SEGMENT INFORMATION - GEOGRAPHICAL SEGMENTS ₹in Lakhs

Particulars	31 March 2016	31 March 2015
Rest of the World		
Revenue	-	10.35
Assets		9,074.74
Capital Expenditure	-	172.44
India		
Revenue	54,781.98	54,755.54
Assets	295,100.97	257,713.20
Capital Expenditure	168.12	750.19

34 Related Party Disclosures under Accounting Standard 18

34.1 Disclosure of related party transactions in accordance with Accounting Standard -18 - Related Party Disclosures notified by Central Government of India under Companies (Accounting Standards) Rules, 2006.

Status of the Related Parties	Name of the Related Parties Year ended 31 March 2016	Name of the Related Parties Year ended 31 March 2015
Holding Company*	SVL Limited (Formerly known as Shriram Industrial Holdings Limited (SIHL))	Shriram Industrial Holdings Limited (SIHL)
Ultimate Holding Company		Shriram Venture Limited (Holding Company of SIHL)
Subsidiaries*	Shriram EPC FZE, Sharjah	Shriram EPC FZE, Sharjah
Fellow Subsidiaries	Shriram SEPL Composites Private Limited Blackstone Consulting Technologies Private Limited Chem Project Consulting Private Limited Shriram EPC' (Singapore) Pte Limited	Shriram SEPL Composites Private Limited\ Blackstone Consulting Technologies Private Limited Chem Project Consulting Private Limited Shriram EPC' (Singapore) Pte Limited
Associates	Haldia Coke and Chemicals Private Limited Ennore Coke Limited (Subsidiary of Haldia Coke and Chemicals Private Limited) Wellman Coke India Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)	Haldia Coke and Chemicals Private Limited Ennore Coke Limited (Subsidiary of Haldia Coke and Chemicals Private Limited) Wellman Coke India Limited (Subsidiary of Haldia Coke and Chemicals Private Limited)
Companies over which Key Management Personnel exercise Significant Influence (Only where transactions have taken place during the year/period)	Orient Green Power Company Limited Subsidiaries of Orient Green Power Company Limited Bharath Wind Farm Limited Clarion Windfarms Private Limited Beta Wind Farm Private Limited Orient Eco Energy Private Limited	Orient Green Power Company Limited Subsidiaries of Orient Green Power Company Limited Bharath Wind Farm Limited Clarion Windfarms Private Limited Beta Wind Farm Private Limited Orient Eco Energy Private Limited
Key Management Personnel	T.Shivaraman - Managing Director M.Amjad Shariff - Joint Managing Director	T.Shivaraman - Managing Director M.Amjad Shariff - Joint Managing Director
Associate of Holding Company		Prosperity Shop India Private Limited (Associate of Shriram Industrial Holding Limited)
Joint Venture of Holding Company	Leitwind Shriram Manufacturing Limited Hamon Shriram Cottrell Private Limited	Leitwind Shriram Manufacturing Limited Hamon Shriram Cottrell Private Limited

Note: Related parties are as identified by the Management and relied upon by the Auditors.

34.2 Transactions during the year / period

₹in Lakhs

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Progressive billings/Revenue		
Beta Wind Farm Private Limited	–	1,422.48
Shriram SEPL Composites Private Limited	212.68	
Lease Rental Income		
Ennore Coke Limited	32.82	29.72
Shriram Venture Limited	40.21	41.23
Shriram SEPL Composites Private Limited	27.57	24.96
Leitwind Shriram Manufacturing Limited	–	11.23
Purchases of goods and Services		
Hamon Shriram Cottrell Private Limited	252.63	77.66
Shriram SEPL Composites Private Limited	5.51	53.68
Blackstone Group Technology Private Limited	0.66	26.36
Leitwind Shriram Manufacturing Limited		1,544.11
Transfer of Margins		
Leitwind Shriram Manufacturing Limited	–	368.12
Expenses incurred on behalf of related party		
Shriram EPC FZE, Sharjah		13.91
Ennore Coke Limited	10.96	39.46
Orient Green Power Company Limited	28.88	42.67
Bharat Wind Farm Limited	0.81	8.41
Shriram Venture Limited		1.01
Blackstone Consulting Technologies Private Limited		4.62
Shriram SEPL Composites Private Limited	6.08	26.01
Leitwind Shriram Manufacturing Limited	30.45	51.92
Hamon Shriram Cottrell Private Limited		1.19
Expenses incurred for the Company by the related party		
Orient Green Power Company Limited		24.44
Shriram Venture Limited	0.31	0.58

Transactions during the year / period (Contd.)

Particulars	Year ended March 31, 2016	Year ended March 31, 2015
Interest Income		
Haldia Cokes & Chemicals Private Limited	5,144.33	5,785.49
Ennore Coke Limited	3,070.85	2,813.81
Leitwind Shriram Manufacturing Limited	1,087.50	1,402.08
Hamon Shriram Cottrell Private Limited	21.25	29.09
Interest Expense		
Shriram Industrial Holding Limited	200.97	767.55
Remuneration to Key Management Personnel		
T. Shivaraman	41.02	42.99
M. Amjad Shariff	45.28	47.99
Borrowings from		
Shriram Industrial Holding Limited	4,749.00	29,358.93
Prosperity Shop India Private Limited		300.00
Repayment of borrowings		
Shriram Industrial Holdings Limited	13,351.20	15,683.00
Prosperity Shop India Private Limited		300.00
Redemption of Preference Shares		
Shriram Industrial Holdings Limited	30,000.00	
Transfer of Advances / Receivables to		
Shriram Industrial Holdings Limited	–	14,400.00
Haldia Cokes & Chemicals Private Limited	–	1,604.40
Ennore Coke Limited	–	1,589.39
Investments in Equity Shares (including premium)		
Shriram Industrial Holdings Limited	38,900.00	21,000.00
Share Application Money Received - SVL Limited	6,493.00	
Advance Given / (Received) - (Gross)		
Haldia Cokes & Chemicals Private Limited	–	14,427.69
Beta Wind Farm Private Limited		(1,272.33)

34.3 Closing balance as at the year end / period end

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Amount outstanding - Dr / (Cr)		
Shriram EPC FZE, Sharjah	45.54	32.76
Haldia Cokes & Chemicals Private Limited	48,850.50	43,755.73
Ennore Coke Limited	29,198.20	26,092.82
Orient Green Power Company Limited	51.97	64.26
Bharat Wind Farm Limited	23.02	22.22
Clarion Windfarms Private Limited	(0.32)	(0.32)
Shriram Industrial Holdings Limited	–	(8,400.23)
Shriram Venture Limited	(217.30)	(266.39)
Beta Wind Farm Private Limited	1,403.40	1,403.40
Shriram SEPL Composites Private Limited	133.10	(134.80)
Shriram EPC' (Singapore) Pte Limited	4,406.62	4,449.64
Leitwind Shriram Manufacturing Limited	12,626.79	11,146.93
Hamon Shriram CottrellPrivate Limited	877.80	1,035.40
Blackstone Group TechnologiesPrivate Limited	(0.70)	(49.04)
Corporate Guarantees given by the Company		
Orient Green Power Company Limited	1,600.00	1,600.00

34.4 The Holding Company accounts for costs incurred by Related parties based on the actual invoice/debit notes raised and accruals as confirmed by such parties. The related parties have confirmed to the Management that as at 31 March 2016 and as at 31 March 2015, there are no further amounts payable to/receivable from them, other than disclosed above.

35 Leases

35.1 Operating Lease

The Holding Company has operating lease arrangements primarily for office premises, the lease period of which is about 6 to 8 years. An amount of Rs. 402 Lakhs (Previous period - Rs. 524.71 lakhs) has been debited towards lease rental and other charges. The future expected minimum lease payments under operating leases are given below.

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Not later than One Year	194.06	194.06
Later than One Year and less than Five Years	776.25	776.25
Later than Five Years	170.96	365.02
Total	**1,141.27**	**1,335.33**

35.2 Year wise future minimum lease rental payments on contracts :

₹in Lakhs

Particulars	As at March 31, 2016		As at March 31, 2015	
	Total Minimum Lease Payments	Present Value of Lease Payments	Total Minimum Lease Payments	Present Value of Lease Payments
Not later than One Year	8.18	6.92	18.67	17.39
Later than One Year and less than Five Years	8.99	8.23	4.18	3.92
Later than Five Years	–	–	–	–
Total	17.17	15.15	22.85	21.31
Less: Future Finance Charges	2.02	–	1.54	
Present Value of Minimum Lease payments	15.15	15.15	21.31	21.31

36 Earnings Per Share

Particulars	Year ended 31 March 2016	Year ended 31 March 2015
Basic & Diluted		
Continuing operations:		
Loss for the year / period from continuing operations (Rs. Lakhs)	(20,404.46)	(25,309.14)
Weighted average number of Equity Shares outstanding during the year / period (In Nos.)	228,059,560	59,892,431
Par Value of Share (Rs)	10.00	10.00
Earnings per share from continuing operations - Basic & Diluted (Rs.)	(8.95)	(42.26)
The weighted average number of Equity Shares used for computing Basic and Diluted EPS are same since the outstanding potential Equity Shares as at 31 March 2016 and 31 March 2015 are anti dilutive in nature.		

37 Taxes on income

37.1 Deferred Tax - Disclosure Under Accounting Standard 22

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Deferred Tax Liability		
On Depreciation	327.33	265.75
Total Liability	**327.33**	**265.75**
Deferred Tax Asset		
Provision for Gratuity	117.63	123.81
Provision for Compensated absences	108.06	118.89
Others (Restricted to the extent of liability)	327.33	23.05
Total Asset	**553.02**	**265.75**
Net Deferred Tax Asset / (Liability)	**225.69**	–

37.2 International Transactions

The Holding Company has entered into transactions with related parties. The Management is of the opinion that the Company maintains the necessary documents as prescribed by the Income Tax Act, 1961 to prove that these international transactions are at arm's length and believes that the aforesaid legislation will not have any impact on the financial statements, particularly on account of tax expense and provision for taxation.

38 Contingent Liabilities

₹in Lakhs

Particulars	As at March 31, 2016	As at March 31, 2015
Arrears of Fixed Cumulative Dividend	–	3,780.82
Compensation payable in lieu of bank sacrifice	–	18,500.00
Corporate Guarantees issued	1,640.11	1,600.00
Claims against the Company not acknowledged as debts	15,177.79	12,482.32
Central Excise, Service Tax and customs Duties demands contested in Appeals, not provided for	428.82	428.82
Disputed VAT/ Central Sales tax demands contested in Appeals, not provided for	10,179.02	10,179.02
Income tax demands contested in Appeals, not provided for	1,039.99	1,732.88

Management is of the opinion that the Appeals preferred by the Holding Company will be decided in its favour. Future cash outflows in respect of the above matters are determinable only on receipt of judgments / decisions pending at various forums / authorities.

39 Capital Commitments

Estimated amount of contracts remaining to be executed on capital account (Net of advances) and not provided for Rs.309.52 lakhs (31 March 2015: Rs Nil lakhs).

40 Sale of WEG Business

Though the Company had obtained its Shareholders' approval through Postal Ballot on August 21, 2008, for transfer of 250 KW Wind Turbine Business to its Joint Venture, Leitwind Shriram Manufacturing Limited (LSML) with effect from April 1, 2008, the Company would continue to sell the 250 KW Wind Turbines till the time LSML obtains all statutory approvals to manufacture and sell the same. Consequently, the Company has not recognized the Profit/ Loss in the Statement of Profit and Loss for the year ended 31 March 2016.

41 The Company had secured an EPC Contract from M/s Abhijeet Projects Limited (APRL) for execution of a Solar Thermal power project at Rajasthan with technology support from M/s EnerT international limited, Israel. The contract should have been executed by 28th February 2013. But due to the financial encumbrances of APRL, the project came to standstill since March 2013. The amount outstanding under Trade Receivables, Unbilled revenue and Short Term loans and advance net of advance received from APRL aggregates to Rs.9,867.91 lakhs. The Company and the client have been in negotiations with potential financial and strategic investors which would enable the Company to recover its dues. However, there has been no progress in these negotiations. Consequently, considering the increasing uncertainty in the ultimate realization of the said dues, the Company as a matter of abundant caution has made a provision of Rs 6,707.38 lakhs (after adjusting the value of trade liabilities in respect of this project), which has been disclosed under exceptional items in the Statement of Profit and Loss.

42 The Holding Company`s investment in its associate, Haldia Coke and Chemicals Private Limited is Rs.4,007.22 lakhs. The carrying value of the said investment as at 31st March 2015, after recognizing the group's share of loss in the Associate up to that date was NIL. Considering the erosion of net worth and continuing losses being incurred by it, the group's share of losses in the associate for the current year has not been recognized in these consolidated financial statements.

43 The Holding Company was in the course of executing project for Governorate of Basra, Government of Iraq ('the customer'). There were some delays in commencement of the project due to regulatory compliances. However the said contract has been cancelled by the Customer during February 2014. The construction activities has been ceased, and the legal dispute with the customer for the recovery of the amounts so far incurred in respect of the said project, or for re-commencement of the project and its completion thereon, are in progress. The Government of India has also been extremely supportive for revival of the project. The customer has opened a Letter of credit ('LC') for a value of USD 235 million (INR 139,590 Lakhs) which is an irrevocable LC backed by 100% margin deposited by the customer. Cancellation of this LC is possible only on settlement being reached with the Company. Further, Company has also filed a claim with concerned authorities and insurers towards compensation for cancellation of contract. The total amounts due to Holding Company recorded under Trade Receivables, Unbilled revenue representing the actual cost incurred (after excluding the margin which has been written off/not recognized during the year) and Short Term loans and advances, in respect of this project, aggregate to Rs. 12208.22 Lakhs. For the above reasons, the management is confident of realizing the monies and do not expect any shortfall in realization.

44 The Holding Company entered into a contract to construct Ammonia plant for Bharath Coal and Chemicals Limited (BCCL, Fellow subsidiary). The project is stalled due to delay in statutory approvals. The total exposure in this project recorded under Unbilled Revenue and Contract Work In Progress is Rs 8,300.19 lakhs. Apart from various options/plans considered by BCCL to commence the project, BCCL has submitted proposal to set up a Coal gasification based plant to a third party and also parallely considering the option of re-export of the equipments. In addition BCCL has received a letter from Industrial Promotion and Investment Corporation of Odisha Limited, dated 06th November 2015, offering land for setting up the project in Odisha and the matter is under negotiation. Considering these developments, management is of the view that BCCL will be in a position to complete the Ammonia Plant project and thereby the Company will be able to realize these amounts in full.

Notes forming part of Consolidated Financial Statements

45 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013:

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share of profit or (loss)	
	As % of consolidated net assets	Amount (Rs. In Lakhs)	As % of consolidated profit or loss	Amount (Rs. In Lakhs)
Shriram EPC Limited	100.21%	45,687.76	99.96%	(20,395.85)
Foreign Subsidiary: Shriram EPC (FZE) Pte Limited	-0.21%	(96.64)	0.04%	(8.61)

46 Previous year's figures have been regrouped / reclassified to be in conformity with current year classification/disclosure, wherever necessary.

47 The Board of Directors of the Company has reviewed the realizable value of all the current assets and has confirmed that the value of such assets in the ordinary course of business will not be less than the value at which these are recognized in the consolidated financial statements. In addition, the Board has also confirmed the carrying value of the non-current assets in the consolidated financial statements. The Board, duly taking into account all the relevant disclosures made, has approved these consolidated financial statements in its meeting held on 23 May 2016.

For and on behalf of the Board of Directors

T.Shivaraman
Managing Director

S. Krishnamurthy
Director

K.Suresh
Company Secretary

R.S.Chandrasekharan
Chief Financial Officer

Place : Chennai
Date : 23rd May, 2016

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Disclaimer

In this annual report, we have disclosed forward-looking information to help investors comprehend our projects and take informed investment decisions. This report is based on certain forward-looking statements that we periodically make to anticipate results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'experts', 'projects', intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Shriram EPC Limited

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