

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

BSE Limited
14th Floor, P.J. Towers
Dalal Street
MUMBAI-400 001

NSE Symbol SHRIRAMEPC

Scrip Code : 532945

Date: September 6, 2016

SUB: Submission of Proceedings of Deemed General Meeting held on 26th August
2016 Regulation 30 of SEBI (LODR) Guidelines - Reg.

With reference to the above, we are pleased to enclosed herewith a copy of the Minutes of the
Deemed General Meeting held on 26th August 2016 whereby the results of the Postal Ballot
(Notice dt.26th July 2016) have been announced, for your records.

Kindly take the same on record and confirm.

Thanking you,

Yours faithfully
For **Shriram EPC Limited**



K. SURESH
Vice President &
Company Secretary.

Encl.: a.a.

Shriram EPC Limited

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Egmore, Chennai - 600 008, India. Ph: +91 44 4900 5555, Fax: +91 44 4900 5599 / 4269 2155

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E-mail: info@shriramepc.com, website: www.shriramepc.com

CIN: L74210TN2000PLC045167



SHRIRAM EPC LIMITED

Regd office: Sigappi Achi Building, 4th Floor,
No.18/3, Rukmini Lakshmipathi Road, Egmore, Chennai- 600 008
CIN: L74210TN2000PLC045167

MINUTES BOOK

**MINUTES OF THE FIRST DEEMED GENERAL MEETING OF THE
SHAREHOLDERS OF SHRIRAM EPC LIMITED HELD AT 11.00 A.M.
ON FRIDAY, THE 26TH AUGUST, 2016, AT SIGAPPI ACHI BUILDING,
4TH FLOOR, 18/3, RUKMANI LAKSHMIPATHI ROAD, EGMORE,
CHENNAI - 600 008**

The meeting commenced at 11.00 a.m. and concluded at 11.15 a.m.

PRESENT:


Mr. T Shivaraman	-	Managing Director & CEO
Mr.K Suresh	-	Vice President & Company Secretary
Mr.R.Sridharan	-	Scrutiniser

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued a Postal Ballot Notice dated 26th July, 2016, to obtain approval from the shareholders through postal ballot/e-voting on the following resolutions:

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. (Special Resolution)
2. Issue of Equity shares on preferential basis to SVL Limited (formerly Shriram Industrial Holdings Limited), the Promoter of the Company. (Special Resolution)
3. Increase of the Authorised Share Capital of the Company and approval for Alteration to the Memorandum of Association of the Company. (Ordinary Resolution)

The Company had appointed Mr.R.Sridharan of M/s. R.Sridharan & Associates, Company Secretaries, Chennai to conduct voting through postal ballot process.

The notice of postal ballot/e-voting containing special and ordinary resolutions, explanatory statement, postal ballot forms, e-voting user IDS and passwords and a self-addressed pre paid business reply envelope



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were sent to the members and others concerned, through courier /email on 26th July, 2016. The Notice of postal ballot/ e-voting was also placed on the website of the Company viz. www.shriramepc.com.

The intimation about completion of dispatch of the postal ballot forms/ e-voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in Business Line (English) and Malai Thamizhagam (Tamil) Chennai edition on July 27, 2016.

Members were advised to carefully read the instructions before casting their vote and were also advised to complete the e-voting process/return the duly completed forms in the attached self-addressed envelope, so as to reach the Scrutiniser on or before the close of business hours at 5.00 P.M. on Thursday, 25th August, 2016.

As intimated to the members through the postal ballot notice:

- i. The Postal ballot forms/e-voting received after the close of business hours on Thursday, 25th August, 2016 have been treated as 'response not received from the shareholders.'
- ii. Voting rights have been reckoned on the paid up value of the shares registered in the name of shareholders as on Friday, 22nd July, 2016.

After due scrutiny of all the postal ballot forms received /e-voting made upto the close of working hours (17.00 hours) on Thursday, 25th August, 2016 (being the last date fixed for receipt of duly filled postal ballot forms), the Scrutiniser submitted his final report on Friday, August 26, 2016.

On the basis of the report of the Scrutiniser, either Mr.T.Shivaraman(DIN:01312018) – Managing Director & CEO of the Company or Mr.K.Suresh, Vice President and Company Secretary, would declare the results of the Postal Ballot/e-voting on Friday, August 26, 2016.



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The date of declaration of the results of postal ballot/e-voting has been taken as the date of passing of the Resolutions.


Mr.R.Sridharan, Scrutiniser , stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17.00 hours) on Thursday, 25th August, 2016 and submitted his report relating to the results of the voting by Postal Ballot to Mr.T.Shivaraman -Managing Director & CEO. He added that the Company had extended the facility of e-voting to its members as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also stated that the Postal Ballot had been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Report submitted by the Scrutiniser was taken on record and Mr. T Shivaraman, Managing Director & CEO announced the results of the voting by Postal Ballot.

He further informed that as per the Report of the Scrutiniser, the resolutions have been assented to by 99.99% of the valid postal ballot forms and e-voting received. Accordingly, Mr.T.Shivaraman -Managing Director & CEO noted that as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014;

"If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf."

Mr.T.Shivaraman, Managing Director & CEO added that the following Resolutions which were circulated along with the notice of the postal ballot were deemed to have been duly passed with requisite majority.



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**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**

Mr.T.Shivaraman, Managing Director & CEO informed that the first item in the notice of postal ballot related to the Special Resolution under Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Section 110 and other applicable provisions of the Companies Act, 2013, seeking approval of the Company to offer, issue and allot, in one or more tranches, upto 55,13,97,849 fully paid-up equity shares of the Company, having face value of Rs. 10/- (Rupees Ten Only) each, at a price of Rs. 23.25/- per equity share being the price calculated by Independent Merchant Banker vide their report dated July 9, 2016 in accordance with Regulation 76A of the ICDR Regulations with reference to the Relevant Date i.e. June 22, 2016 for an amount not exceeding Rs.1282 crores in consideration of the amounts outstanding from the Company to the CDR Lenders under the Working Capital Term Loan.

Mr.T.Shivaraman, Managing Director & CEO further informed that the Scrutiniser, Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretaries, Chennai had given a report that the said Special Resolution was accepted by 99.9987% of the valid postal ballot forms received.

Mr.T.Shivaraman, Managing Director & CEO informed that the Report of the Scrutiniser be taken on record and accordingly the following Special Resolution which was circulated along with the notice of the postal ballot was deemed to have been duly passed with requisite majority.

RESOLVED THAT pursuant to the provisions of Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity listing




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agreements entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), together with the BSE, the Stock Exchanges, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, CDR EG, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board and in furtherance to the scheme of corporate debt restructuring (the CDR Package) by and between the Company and the lenders of the Company whose loans are restructured (the CDR Lenders) which has been approved by the Corporate Debt Restructuring Empowered Group (the CDR EG) on August 20, 2014, and further approved by CDR EG in their meeting held on June 22, 2016 and any modifications to the terms thereof, as approved by the CDR Lenders and the Company, and in terms of the Master Restructuring Agreement dated 20th September, 2014 (the MRA) executed by and between the Company and the CDR Lenders, the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, upto 55,13,97,849 fully paid-up equity shares of the Company, having face value of Rs.10/- (Rupees Ten Only) each, at a price of Rs. 23.25/- per equity share (including a premium of Rs.13.25/- per share) being the price calculated in accordance with the provisions of Regulation 76A of the ICDR Regulations for an amount not exceeding Rs.1,282 crores in consideration of the amounts outstanding from the Company to the CDR Lenders under the Working Capital Term Loan, as



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and when approved by their individual sanctioning authority, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

RESOLVED FURTHER THAT this resolution for issuance of 55,13,97,849 equity shares amends the earlier special resolution no.1 approved by the shareholders on February 11, 2016 for issuance of equity shares to the CDR lenders in lieu of the WCTL, to the extent applicable.

RESOLVED FURTHER THAT in accordance with Regulation 71(a) of the ICDR Regulations, the 'Relevant Date', for determining the price of the equity shares being allotted to the CDR Lenders, on a preferential basis, is June 22, 2016, being the relevant date noted by CDR EG for the aforesaid WCTL conversion.

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

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



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from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

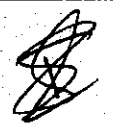
RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved and confirmed in all respects.

Results

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	81	1135429	18	168876941	99	170012370	99.9987
Dissent	10	790	5	1490	15	2280	0.0013
Total	91	1136219	23	168878431	114	170014650	100

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO SVL LIMITED (FORMERLY SHRIRAM INDUSTRIAL HOLDINGS LIMITED), THE PROMOTER OF THE COMPANY

The Mr.T.Shivaraman, Managing Director & CEO informed that the second item in the notice of postal ballot related to the Special Resolution under Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (including any statutory modification or re-enactment thereof for the time being in force) read with Section 110 and other applicable provisions of the Companies Act, 2013, seeking approval of the Company to issue and allot in one or more tranches, upto 11,39,78,495 fully paid-up equity shares of the Company, having face value of Rs. 10/- each, at a minimum price of Rs. 23.25/- (including a premium of Rs. 13.25/-) per equity share in accordance with Regulation



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76 of the ICDR Regulations for an amount not exceeding Rs. 265 crores (Rupees Two Hundred and Sixty Five Crores only), to SVL Limited, the promoter of the Company, by way of preferential allotment and in such manner and on such other terms and conditions.

Mr.T.Shivaraman, Managing Director & CEO further informed that the Scrutiniser Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretaries, Chennai had given a report that the said Special Resolution was accepted by 99.9989% of the valid postal ballot forms received.

Mr.T.Shivaraman, Managing Director & CEO further informed that the Report of the Scrutiniser be taken on record and accordingly the following Special Resolution which was circulated along with the notice of the postal ballot was deemed to have been duly passed with requisite majority.

RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the equity listing agreements entered into by the Company with BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), together with the BSE, the Stock Exchanges, provisions of Chapter VII – Preferential Issue and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, from time to time (the ICDR Regulations), and subject to the provisions of the Foreign Exchange Management Act, 1999, the applicable rules, notifications, guidelines and circulars issued by various authorities including but not limited to the Government of India, the Securities and Exchange Board of India (SEBI), the Reserve Bank of India (RBI) and any other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities (including but not limited to the SEBI, RBI, the Government of India, etc.), and all such other approvals (including approvals of the existing lenders of the Company, if required), and subject to such conditions and modifications as may be prescribed by any of them



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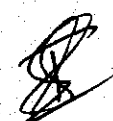
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while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranches, in proportion to the WCTL conversion, upto 11,39,78,495 fully paid-up equity shares of the Company, having face value of Rs.10/- each, at a minimum price of Rs. 23.25/- (including a premium of Rs.13.25/-) per equity share or such other higher price, as may be arrived at in accordance with Regulation 76 of the ICDR Regulations for an amount not exceeding Rs. 265 crores (Rupees Two Hundred and sixty five Crores only), to SVL Limited, the promoter of the Company, by way of preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit.

RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the floor price of the equity shares in accordance with the provisions of Chapter VII of the SEBI (ICDR) regulations 2009 as amended from time to time under ICDR Regulations for the preferential allotment shall be Wednesday, July 27, 2016 i.e. 30 days prior to the date of declaration of results of postal ballot.

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

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board/Committee of the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to Authorised Representatives) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including negotiating the



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price in the best interests of the Company, deciding/revising the dates of allotment, deciding and/or finalizing other terms of issue and allotment in consonance with the ICDR Regulations, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by the statutory, regulatory and other appropriate authorities including but not limited to the SEBI, RBI, the Government of India, etc., and all such other approvals (including approvals of the existing lenders of the Company if required) and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, issue and allotment of the equity shares arising there from, including utilization of issue proceeds and to execute all such deeds, documents, applications, offer letters, forms, writings, agreements, and to appoint such consultants, advisors and all such agencies as may be required, in connection with the proposed issue as the Board may, in its absolute discretion, deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any other Committee of the Board to give effect to this resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved and confirmed in all respects.

Results

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No shares of (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	81	1135429	19	168877291	100	170012720	99.9989
Dissent	10	790	4	1140	14	1930	0.0011
Total	91	1136219	23	168878431	114	170014650	100



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3. INCREASE OF THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND APPROVAL FOR ALTERATION TO THE MEMORANDUM OF ASSOCIATION OF THE COMPANY


Mr.T.Shivaraman, Managing Director & CEO informed that the third item in the notice of postal ballot related to the Ordinary Resolution passed under Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), authorizing the company to amend the memorandum of Association of the Company for amending the Capital Clause consequent to the increase of Authorised Share Capital of the Company.

Mr.T.Shivaraman, Managing Director & CEO further informed that the Scrutiniser Mr. R. Sridharan of Messrs. R. Sridharan & Associates, Company Secretaries, Chennai had given a report that the said Ordinary Resolution was accepted by 99.9990% of the valid postal ballot forms received.

Mr.T.Shivaraman, Managing Director & CEO further informed that the Report of the Scrutiniser be taken on record and accordingly the following Ordinary Resolution which was circulated along with the notice of the postal ballot was deemed to have been duly passed with requisite majority.

RESOLVED THAT pursuant to Section 61 and other applicable provisions, if any, of the Companies Act, 2013, the Authorised Share Capital of the Company be increased from Rs.550 ,00,00,000/- (Rupees Five Hundred and Fifty Crores) divided into 55,00,00,000 Equity shares of Rs.10/- each to is Rs.1000,00,00,000 (Rupees Thousand Crores Only) divided into 100,00,00,000 (one hundred Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to Rs.1000,00,00,000 (Rupees Thousand Crores Only) and pursuant to Section 13 of the Act, the existing Clause V of the Memorandum of Association of the Company is substituted by the following clause:

V. The Authorized Share Capital of the Company is Rs.1000,00,00,000 (Rupees Thousand Crores Only) divided into 100,00,00,000 (one hundred Crores) equity shares of Rs. 10/- (Rupees Ten Only) each aggregating to



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Rs.1000,00,00,000 (Rupees Thousand Crores Only) with power to increase or reduce the capital and to divide and subdivide the shares into several classes and to attach there to respectively such preferential qualified or special rights, privileges or conditions, as may be determined by or in accordance with the Articles of Association of the Company for the time being and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or as provided by the Articles of Association of the Company for the time being.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the following officials of the Company, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form(s) with the Registrar of Companies, Tamilnadu, Chennai.

Results

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No shares of (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	88	1135709	19	168877291	107	170013000	99.9990
Dissent	3	510	4	1140	7	1650	0.0010
Total	91	1136219	23	168878431	114	170014650	100

The meeting concluded with a vote of thanks to the Chair.

Entered on : 26.08.2016

PLACE: CHENNAI



CHAIRMAN OF THE MEETING

Signed on: 26.08.2016

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