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
Regd. Office : 4th Floor, 'Sigapi Achi Building', No.18/3, Rukmani Lakshmipathi Road,
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

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GIST OF THE PROCEEDINGS OF THE SIXTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHRIRAM EPC LIMITED HELD ON THURSDAY, SEPTEMBER 15, 2016 AT 10.20 A.M. AT SRI KRISHNA GANA SABHA, 'KAMAKOTI HALL' NO.20, MAHARAJAPURAM SANTHANAM ROAD,T.NAGAR, CHENNAI – 600017

In the absence of Mr.S.R.Ramakrishnan, Chairman, in terms of Article 46 of the Articles of Association of the Company, Mr. S.Krishnamurthy, Director was elected as the Chairman of the Meeting ("Chairman") and he took the Chair and welcomed the members to the 16th Annual General Meeting ('AGM' or 'Meeting') of the Company.

A total of 952 members (including Proxies and Authorised Representatives) attended the Meeting as per the record of attendance.

The requisite quorum being present, the Chairman called the meeting to order.

The Chairman introduced the Directors and Senior Officers present on the dais, the representatives of M/s. Deloitte Haskins & Sells, the Statutory Auditors and M/s.R. Sridharan & Associates, Company Secretaries and Scrutiniser, present at the AGM.

The Chairman informed the members that the Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 (Act) and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act, were available in the meeting and would remain accessible to the Members for inspection, if they so desire till the conclusion of the meeting.

The Chairman also informed that the Company had received 1 proxy for 200 shares.

With the concurrence of the members, the Notice convening the 16th Annual General Meeting along with the Annual Report and Auditors Reports were taken as read

Since the Auditors' Report on the financial statement of the Company for the year ended March 31, 2016 was having an emphasis matter on financial transactions or matters which have adverse effect on the functioning of the Company, the Auditors' Report was read out before the meeting by the Company Secretary, as provided in the Companies Act, 2013.

Similarly, the explanation furnished in the Boards' Report on the observations of the Secretarial Auditors made in their report was also read out by the by the Company Secretary, as provided in the Companies Act, 2013.

Mr. T Shivaraman, Managing Director & CEO made a presentation on the performance of the Company and the future outlook of the Company

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As directed by the Chairman, Mr.K.Suresh, Company Secretary informed the members that pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company had provided the members the facility to cast their vote electronically (remote e-voting) on CDSL e-voting platform in respect of all the businesses mentioned in the Notice dated August 12, 2016. He further informed that the e-voting commenced at 9.00 a.m. on September 12, 2016 and ended at 5.00 p.m. on September 14, 2016. The Board of Directors had appointed Mr. R. Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, as the Scrutinizer for the purpose of scrutinizing both, the remote e-voting and the physical voting process at the Meeting, in a fair and transparent manner. The voting rights of the members shall be in proportion to the shareholding of the members as on the cut-off date i.e. September 8, 2016.

He added that In case the members have already cast their vote through remote e-voting they should not again cast their vote on that day and in case they cast a second vote, their second vote would be treated as invalid. Once a vote had been cast on a resolution, they would not be allowed to change it subsequently.

The Chairman thereafter informed the members about the resolutions to be voted at the Meeting.

The following items of business, as per Notice dated August 12, 2016 were transacted at the meeting:

Ordinary Business:

1. Adoption of Audited Standalone & Consolidated Financial Statements for the financial year ended 31st March, 2016, Reports of Board of Directors & Auditors thereon. **(Ordinary Resolution)**

2. Reappointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai, as the Statutory Auditors of the Company to hold office from the conclusion of 16th Annual General Meeting until the conclusion of 17th Annual General Meeting to be held in the year 2017 on a remuneration of Rs.35,00,000/-. **(Ordinary Resolution)**

3. Re-appointment of Mr. R.Sundararajan (DIN:00498404) as director who retired by Rotation. **(Ordinary Resolution)**

Special Business:

4. Ratification of remuneration payable to Mr.G.Sundaresan, Cost Accountant for the financial year ended 31st March, 2017. **(Ordinary Resolution)**

5. Approval for the proposed Related Party Transactions with respect to rendering of Services by the Company with effect from 01.04.2016. **(Ordinary Resolution)**

For Shriram E[illegible]mited

K.SURESH
Vice President & Company Secretary

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6. Appointment of M/s.R.Sridharan & Associates, a firm of Company Secretary in Practice as Secretarial Auditors of the company to hold from the conclusion of this Annual General Meeting until the conclusion of 17th Annual General Meeting. **(Ordinary Resolution)**

Thereafter the Chairman ordered a Poll to be taken at the Meeting through Ballot Papers and requested the members to cast their votes. He requested Mr. R. Sridharan, Scrutinizer, for an orderly conduct of the voting.

The Chairman then invited the members for their comments and queries on the workings and financials of the company for the year ended 31st March, 2016.

The queries raised by the members were suitably answered by Mr. T Shivaraman, Managing Director & CEO.

The Chairman informed the members that the consolidated results of remote e-voting and the physical voting at the Meeting along with consolidated report of the Scrutinizer shall be displayed at the Notice Board at the Registered Office of the Company and shall also be placed on the websites of the Company as well as that of Central Depository Services (India) Limited. The above results and Scrutinizer's report shall also be announced to BSE Limited and National Stock Exchange of India Limited within 48 hours of the conclusion of the meeting.

Thanking the members for their participation, suggestions and comments, the Chairman declared the formal closure of the 16th Annual General Meeting of the Company.

Based on the consolidated Scrutinizers' Report, all the aforesaid resolutions were passed with requisite majority.

For **Shriram EPC Limited**

K Suresh
Vice President & Company Secretary

Date: September 15, 2016

R.Sridharan & Associates
Company Secretaries

New No. 5, (Old No.12), Sivasailam Street
T.Nagar, Chennai - 600 017.
Phone : 42166988, 43502997, 42555587
email : sridharan.r@aryes.in
satheesh.k@aryes.in

Consolidated Scrutinizer's Report

15th September, 2016

Mr.S.Krishnamurthy – Independent Director
The Chairman of the Meeting,
Messrs. Shriram EPC Limited,
Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai – 600 008.

Ref: The 16th Annual General Meeting of the members of Messrs. Shriram EPC Limited.

Dear Sir,

The Board of Directors of **Messrs. Shriram EPC Limited** vide resolution dated 23rd May, 2016 pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 (as amended) and 21 of the Companies (Management and Administration) Rules, 2014 have appointed us viz. M/s. R.Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the remote e-voting process held between Monday, September 12, 2016 (9.00 AM) (IST) to Wednesday, September 14, 2016 (5.00 PM) (IST) and to conduct the Polling process relating to the 16th AGM of the members of the Company, held on Thursday, 15th September, 2016 at 10.20 a.m.at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai- 600 017. The shareholders of the Company as on the "cut off" date i.e. Thursday, 8th September, 2016 were entitled to vote as set out in the notice of the AGM.

We now submit our consolidated Report as under:

1. After the announcement of the poll by the Chairman of the Meeting ("Chairman"), one ballot box kept for polling was locked in our presence with due identification mark placed by us.

2. After the time fixed for closing of the poll, the locked ballot box was subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Share Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

3. The poll papers, which were incomplete, unsigned and/or which were otherwise found defective have been treated as invalid and kept separately.

R. SRIDHARAN & ASSOC... COMPANY SECRETARIES
OLD No. 12) NEW No. 5 GROUND FLOOR SIVASAILAM STREET OFF. HABIBULLA ROAD T. NAGAR, CHENNAI-17

4. We have scrutinized and reviewed the voting at the conclusion of AGM. Subsequently, we have unblocked the votes cast through remote e-voting in the presence of Mr. K Satheesh and Mr. R Alagarsamy, who are the witnesses and not in the employment of the company. The votes tendered therein in respect of the remote e-voting system are based on the data downloaded from the Official website of the Central Depository Services (India) Limited [CDSL].

5. The consolidated result (Remote E-voting and Poll) of the said Resolutions voted are as under:

Item No. 1 - Adoption of Audited Standalone & Consolidated Financial Statements, Reports of Board of Directors & Auditors thereon (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
5	**320**	**4**	**165417219**	**165417539**	**100%**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
Nil	**Nil**	**Nil**	**Nil**	**Nil**	**0.0000**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 1 as set out in the Notice of the AGM is passed unanimously.

R. SRIDHARAN & CO. COMPANY SECRETARIES OFF. T. NAGAR, CHENNAI

Item No. 2 – Reappointment of M/s.Deloitte Haskins And Sells, Chartered Accountants, Chennai as Statutory Auditors (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	**220**	**4**	**165417219**	**165417439**	**99.9999**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**100**	**NIL**	**NIL**	**100**	**0.0001**

Note: One member had partially abstained from voting through remote e-voting.

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 2 as set out in the Notice of AGM is passed with requisite majority.

R. SRIDHARAN & ASSOCIATES ★ COMPANY SECRETARIES

Item No. 3 – Reappointment of Mr.R Sundararajan (DIN:00498404) as director who retires by Rotation (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	**220**	**4**	**165417219**	**165417439**	**99.9999**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**100**	**NIL**	**NIL**	**100**	**0.0001**

Note: One member had partially abstained from voting through remote e-voting.

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of AGM is passed with requisite majority.

Item No. 4 – Remuneration payable to Mr. G.Sundaresan, Cost Accountant as Cost Auditor for the Financial Year 2016-17 (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	**220**	**4**	**165417219**	**165417439**	**99.9999**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**100**	**NIL**	**NIL**	**100**	**0.0001**

Note: One member had partially abstained from voting through remote e-voting.

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 4 as set out in the Notice of AGM is passed with requisite majority.

Item No. 5 – Approval for the proposed Related Party Transactions with respect to rendering of Services by the Company with effect from 01.04.2016 (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
5	**320**	**4**	**165417219**	**165417539**	**100%**

(ii) Votes **against** the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
NIL	**NIL**	**NIL**	**NIL**	**NIL**	**0.0000**

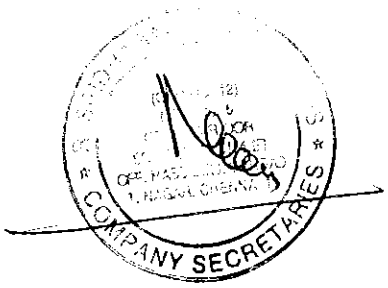
Note: One member had partially abstained from voting through remote e-voting.

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 5 as set out in the Notice of the AGM is passed unanimously.



Item No. 6 – Appointment of M/s.R.Sridharan & Associates, Company Secretary in Practice as Secretarial Auditor (Ordinary Resolution)

(i) Votes in **favour** of the resolution:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
4	**220**	**4**	**165417219**	**165417439**	**99.9999**

(ii) Votes **against** the resolution:

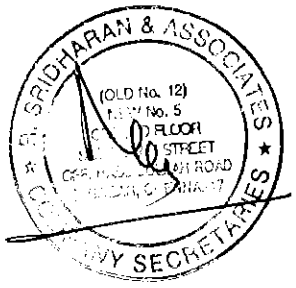
Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E-Voting	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll	% of total number of valid votes cast
1	**100**	**NIL**	**NIL**	**100**	**0.0001**

(iii) **Invalid** Votes:

Number of members voted in Remote E- Voting	Number of votes cast (Shares) – Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) – Poll	Total Number of votes cast through Remote E- Voting and Poll
NIL	**NIL**	**NIL**	**NIL**	**NIL**

RESULT:

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of AGM is passed with requisite majority.



6. A Compact Disc (CD) containing a list of equity shareholders who voted "**FOR**", "**AGAINST**" for each resolution is enclosed.

7. The electronic data relating to remote e-voting, poll papers and all other relevant records is under our safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the Annual General Meeting.

Thanking you,
Yours faithfully,

For R. Sridharan & Associates
Company Secretaries

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