

**SHRIRAM EPC LIMITED  
CHENNAI**

**PROCEEDINGS OF THE TWELFTH ANNUAL GENERAL MEETING OF THE  
COMPANY HELD AT 11.00 A.M. ON FRIDAY THE 21ST SEPTEMBER 2012 AT  
MINI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM  
SANTHANAM ROAD, TNAGAR, CHENNAI – 600 017**

Members in person: 188 as per attendance slip  
02 proxies present

**DIRECTORS:**

MR. ARUN DUGGAL – CHAIRMAN  
MR T SHIVARAMAN –MANAGING DIRECTOR & CEO  
MR.AMJAD SHARIFF- JOINT MANAGING DIRECTOR  
MR. S.R. RAMAKRISHNAN– DIRECTOR  
MR R SUNDARARAJAN - DIRECTOR  
MR. S KRISHNAMURTHY – DIRECTOR  
MR. S BAPU - DIRECTOR

The Chairman declared that the requisite quorum was present.

The Chairman then declared that the Registers as per the statutory requirements including Register of Directors' shareholding are kept open at the meeting.

The Chairman read out the Chairman's Message for the Members and with the consent of the members present, the notice convening the Twelfth Annual General Meeting together with the Explanatory Statement circulated to the members were taken as read.

The Chairman then informed that Mr. T Shivaraman, Managing Director & CEO of the Company will address the members on the performance of the company and future outlook. Accordingly, Mr. T Shivaraman explained the members about the performance and future outlook of the Company.

The Chairman then requested Mr. K Suresh – Company Secretary to read the Auditor's Report.

**1. ADOPTION OF ACCOUNTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2012**

Mr. R.Sridharan moved the following Ordinary Resolution.

**“RESOLVED THAT** the Balance Sheet as at March 31, 2012, along with the Profit and Loss Account of the Company for the year ended March 31, 2012, together with the Directors' Report and the Auditors' Report thereon be and are hereby approved and adopted”.

Mr. P Narendran seconded the above ordinary Resolution.

The Chairman then invited the Shareholders' for any clarifications that they may have in case of the Accounts of the Company for the year ended 31<sup>st</sup> March 2012. There were few queries on the accounts for clarification raised by Shareholders and they were duly clarified by the Managing Director after which, the resolution for adoption of accounts was moved.

CHAIRMAN'S  
INITIAL

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The above Ordinary Resolution was put to vote on a show of hands and carried on majority.

**2. DECLARATION OF DIVIDEND FOR THE FINANCIAL YEAR 2011-12.**

Mr. Prasanth Pandurangan moved the following Ordinary Resolution.

**“RESOLVED THAT** a Dividend @ Rs. 1.20 per share on 4,43,44,284 equity shares of Rs.10/- each fully paid up. (i.e. 12%) be and is hereby recommended for payment to the share holders of the company for the financial year ended on March 31, 2012 and the amount of Rs. 532.13 lakhs be appropriated towards proposed dividend.- Dividend tax – Rs. 86.43 lakhs

**RESOLVED FURTHER THAT** the said Dividend be paid to the members whose names appear on the Register of Members of the Company as on 12<sup>th</sup> September 2012.”

Mr. K M M Annamalai seconded the above ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and carried unanimously.

**3. REAPPOINTMENT OF MR. R. SUNDARARAJAN**

Mr. S Padmanabhan moved the following Ordinary Resolution.

**“RESOLVED THAT** Mr. R. Sundararajan, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company.”

Mr. K Ponram seconded the above ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and carried unanimously.

**4. REAPPOINTMENT OF MR. S. KRISHNAMURTHY**

Mr. T Sriraman the following Ordinary Resolution.

**“RESOLVED THAT** Mr. S. Krishnamurthy, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director of the Company.”

Mr. F G Nesakumar seconded the above ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and carried unanimously.

**5. REAPPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION**

Mr. S Revathi moved the following Ordinary Resolution.

**“RESOLVED THAT** M/s. Deloitte Haskins and Sells, (Registration No. is 008072S) Chartered Accountants, Chennai, be and are hereby reappointed as the Statutory Auditors of the company, from the conclusion of this annual general meeting until conclusion of the next Annual General Meeting of the company on such remuneration as may be fixed in this behalf by the Board of Directors of the company.”

Mr. N Balachandran seconded the above ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and carried unanimously.

### **SPECIAL BUSINESS**

#### **6. REAPPOINTMENT OF MR. VISHAL VIJAY GUPTA AS DIRECTOR, NOT LIABLE TO RETIRE BY ROTATION**

Mr. R Bhaskaran moved the following Ordinary Resolution.

**“RESOLVED THAT** Mr. Vishal Vijay Gupta, be and is hereby appointed as Director of the Company not liable to retire by rotation.”

Mr. G Ramesh seconded the above ordinary Resolution.

The above Ordinary Resolution was put to vote on a show of hands and carried unanimously.

#### **7. SPECIAL RESOLUTION**

Mr. M Narayanamurthi moved the following Special Resolution.

**RESOLVED THAT** pursuant to Section 163 and other applicable provision, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to keep the Register of Members, the Index of Members and copies of all Annual Returns prepared under Section 159 and 160 of the Companies Act, 1956 together with the copies of certificates and documents required to be annexed under Section 160 and 161 of the Companies Act, 1956 at the Registered Office of the Company at 4<sup>th</sup> Floor, Sigappi Achi Building, No. 18/3, Rukmini Lakshmi pathi Salai, Egmore, Chennai – 600 008 with effect from this meeting instead of No. 9, Vanagaram Road, Ayanambakkam, Chennai – 600 095, India.”

The above Special Resolution was put to vote

For the Resolution	: All
Against the Resolution	: None
Neutral	: None

The Special Resolution was carried unanimously.

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

**PLACE: CHENNAI**  
**DATE : 21-09-2012**

  
**CHAIRMAN OF THE MEETING**

CHAIRMAN'S  
INITIAL