

**SHRIRAM EPC LIMITED
CHENNAI**

***PROCEEDINGS OF THE THIRTEENTH ANNUAL GENERAL MEETING OF THE
COMPANY HELD AT 11.30 A.M. ON THURSDAY THE 12TH DECEMBER 2013 AT
KAMAKOTI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM
SANTHANAM ROAD, T.NAGAR, CHENNAI – 600 017***

Members in person: 321 as per attendance slip
01 proxy present

DIRECTORS:

MR. S R RAMAKRISHNAN – CHAIRMAN
MR. T SHIVARAMAN – MANAGING DIRECTOR & CEO
MR. AMJAD SHARIFF- JOINT MANAGING DIRECTOR
MR. R SUNDARARAJAN - DIRECTOR
MR. S KRISHNAMURTHY – DIRECTOR
MR. S SRINIVASAN - 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 Thirteenth 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 make a presentation to 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 (15 Months) ENDED 30th JUNE 2013*

Chairman moved the following Ordinary Resolution.

“RESOLVED THAT the Balance Sheet as at June 30, 2013, along with the Profit and Loss Account of the Company for the year (15 Months) ended June 30, 2013, together with the Directors' Report and the Auditors' Report thereon be and are hereby approved and adopted”.

Mr. R Sridharan 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 31st March 2013. 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.

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

2. REAPPOINTMENT OF MR. S. BAPU

Mr. T Sriraman moved the following Ordinary Resolution.

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

Mrs. S Revathi seconded the above ordinary Resolution.

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

3. REAPPOINTMENT OF MR. P. D. KARANDIKAR

Mr. P Viswanathan moved the following Ordinary Resolution.

“RESOLVED THAT Mr. P.D. Karandikar, who retires by rotation and being eligible for re-appointment, be and is hereby appointed as a Director 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 out unanimously.

4. REAPPOINTMENT OF STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION

Mr. G Ramesh 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. Prashanth Pandurangan seconded the above ordinary resolution.

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

SPECIAL BUSINESS

5. REAPPOINTMENT OF MR. S SRINIVASAN AS DIRECTOR, LIABLE TO RETIRE BY ROTATION

Mr. R Bhaskaran moved the following Ordinary Resolution.

“RESOLVED THAT Mr. S Srinivasan, be and is hereby appointed as Director of the Company 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 out unanimously.

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

PLACE: CHENNAI

DATE: 12-12-2013

Sriraman

CHAIRMAN OF THE MEETING