

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

12th September 2014

Bombay Stock Exchange Ltd., 14th Floor, P.J. Towers, Dalal Street, MUMBAI-400 001.

Dear Sirs,

Sub: Clause No. 35A of the Listing Agreement – Voting Rights

As required under Clause 35-A of the Listing Agreement, please find given below the details of our 14th Annual General Meeting held on 10th September 2014. The Members of the Company transacted the business as per the Notice dated 27th May 2014 and the details of the Meeting are as follows:-

S.No.	Description	Details	-	
1	Date of Annual General Meeting	Septemb	er 2 0, 2014	
2	Cut-off Date	August 1		
3	Total Number of Shareholders as of cutoff date	9615	<u>,</u>	
4	Number of Shareholders present in the meeting eith	er in perso	n or through	gh proxy
		Present	Present	Total
		in	through	
		Person	Proxy	
}	Promoter and Promoter Group	1	0	1
	Public	497	0	497

The Annual General Meeting of the Members of the Company was held as Scheduled on Wednesday, the 10th of September 2014 at the Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017. The Voting was conducted by way of Poll / E-voting and all the FOUR Resolutions placed before the Members have been passed with requisite majority.

The duly certified statement of voting details are enclosed in Clause-35A Format and Combined Report of our Scrutinizer dated 11th September 2014 for your records.

We request you to take the same on record and confirm.

Thanking you,

Yours faithfully

For Shriram EPC Limited

K. SURESH

Company Secretary

Encl.: a.a.





Shriram epc Engineering the future

																																				_					
	< Partial Abstain Votes >		0	0	0	0	0	0				< Partial Abstain Votes >		0	0	0	0	0	0				< Partial Abstain Votes >		0	0	0	0	0	0			:	< Partial Abstain Votes >		0	0	0	0	0	0
		Shr_Held	10	0	0	0	1773	1783					Shr_Held	10	0	0	0	1773	1783					Shr_Held	10	0	0	0	1773	1783					Shr_Held	10	0	0	0	1773	1783
	< Rejections>	Shr	1	0	0	0	Ц	7				jectio		н	0	0	0	Н	7				< Rejections>		₩	0	0	0	₩	7			•	< Rejections>	۲S	П	0	0	0	н	7
		ed_shr Count	161	0	0	0	0	161			1		ed_shr Count	161	0	0	0	0	161					ted_shr Count	161	0	0	0	0	161			1	× >	Voted_shr Count	161	0	0 ,	0	0	161
		Against Voted_shr	7	0	0	0	0	2					Against Voted_shr	2	0	0	0	0	7					Against Voted_shr	7	0	0	0	0	7					Against Vo	7	0	0	0	0	7
		Voted_shr Agai	30583	10810	875000	18334526	1163	19252082				<	Voted_shr Agai	30583	10810	875000	18334526	1163	19252082					Voted_shr Aga	30583	10810	875000	18334526	1163	19252082					Voted_shr Aga	30583	10810	875000	18334526	1163	19252082
	Res 1	×	12	m	1	. 5	7	19				Res 2	>	12	m	н	2	П	19				Res 3	>	12	m	П	2	Н	19				Res 4	>	12	m	Н	2	1	61 X 13
	SHARES HELD <	For	30744	10810	875000	18334526	1163	19252243				SHARES HELD <	For	30744	10810	875000	18334526	1163	19252243				SHARES HELD <	For	30744	10810	875000	18334526	1163	19252243				SHARES HELD <	For	30744	10810	875000	18334526	1163	19252243
	FOLIOS SI		14	ĸ	H	2	⊣	21				FOLIOS S		14	m	Н	2	П	21				FOLIOS S		14	က	Н	2	₩	21				FOLIOS S		14	ĸ	н	2	1	21
 SHE - SHRIRAM EPC LIMITED Ballot Pattern (PHYSICAL AND E-VOTING) DATE : 11-Sep-2014 10:37:12	NOIL		1 101 Resident Ordinary	. 199 Resident Director Relatives			7	Total	SHE - SHRIRAM EPC LIMITED Ballot Pattern	(PHYSICAL AND E-VOTING)	TE:11-Sep-2014 10:37:12	SL STCODE DESCRIPTION		1 101 Resident Ordinary	2 199 Resident Director Relatives			5 7200 EMPLOYEES	Tot	SHE - SHRIRAM EPC LIMITED Ballot Pattern	(PHYSICAL AND E-VOTING)	DATE:11-Sep-201410:37:12	TION		1 101 Resident Ordinary	2 199 Resident Director Relatives	3 501 Corporate Body Domestic	4 525 Corporate Body Others - Promoter	5 7200 EMPLOYEES	Total	SHE - SHRIRAM EPC LIMITED Ballot Pattern	(PHYSICAL AND E-VOTING)	TE: 11-S	SL STCODE DESCRIPTION		1 101 Resident Ordinary	2 199 Resident Director Relatives	3 501 Corporate Body Domestic		5 7200 EMPLOYEES	Total



New No. 5, (Old No.12), Sivasailam Street

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

Telefax: 044-42137082 email: sribhav@aryes.in sridharan.r@aryes.in

REPORT OF SCRUTINIZER - COMBINED

11th September, 2014

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

Ref: The Fourteenth Annual General Meeting of the members of Messrs. Shriram EPC Limited held on 10th September, 2014 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017.

Dear Sir,

We, R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by:

The Board of Directors of **Messrs. Shriram EPC Limited** vide resolution dated 27th May, 2014 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to conduct the electronic voting process held between 3rd September, 2014 at 10.00 A.M. to 5th September, 2014 at 5.30 P.M.

The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 14th AGM of the members of the Company, held on 10th September, 2014 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017.

We now submit our combined Report as under:

- 1. After announcing the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks placed by us.
- 2. 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 Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

GROUND FLOOR
SYNASALAN STREET
OFF. HABBIBULUM BOAD
T. NAGAR, CHENNAL-17
ON SECRETARY
ON SECRETAR

R. Sridharan & Associates Company Secretaries

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

We have scrutinized and reviewed the voting done through electronic means and by means of Poll taken at the venue of the AGM. The votes tendered therein in respect of the e voting system are based on the data downloaded from the Official website of the Depository Services (India) Limited (CDSL).

4. The combined result (E-voting and poll) of the said Resolutions are as under:

Item No. 1

Adoption of Financial Statements (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E- Voting	votes cast	Number of members/Proxies voted by Poll		Total Number of votes cast through E- Voting and Poll	
7	18334727	12	917355	19252082	99.9991%

(ii) Votes against the resolution:

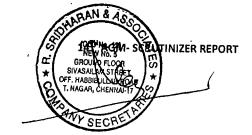
Number of members voted in e- voting	Number votes (Shares) Voting	cast	Number of members/Proxies voted by Poll	votes cast	Total Number of votes cast through E- Voting and Poll	number of valid votes
0	0		2	161	161	0.0008%

(iii) Invalid Votes:

members	Number of votes cast (Shares) – E Voting		Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

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. 1 as set out in the Notice of the AGM is passed in favour of the resolution with requisite majority.



Item No. 2

<u>Appointment of Mr.S.R.Ramakrishnan (DIN:00015839), as an Independent Director (Ordinary Resolution)</u>

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

Number	of	Number	of	Number	of	Number	of	Total Num	ber	% of	total
members		votes		members/Pi		votes	cast	of votes of	cast	number	of
voted in	E-	1	– E	voted by Pol	H	(Shares) -	Poll	through	E-	valid	votes
Voting		Voting					İ	Voting	and	cast	i
				5.00				Poll			-
7		183347	727	12		9173	55	1925208	2	99.99	91%
			- 1 21 and	and the second second							

(ii) Votes against the resolution:

Number members voted in	of e-	Number votes (Shares)	of cast – E	Number members/Prov voted by Poll	of xies	Number of votes cast (Shares) - Poll	of votes cast	
voting		Voting					Voting and Poll	cast
0		0		2		161	161	0.0008%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	The state of the s	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

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 the AGM is passed in favour of the resolution with requisite majority.



Item No. 3

<u>Appointment of Mr.R.Sundararajan (DIN:00498404),as an Independent Director (Ordinary Resolution)</u>

(i) Votes in favour of the resolution:

Number	of	Number	of	Number	of	Number	of	Total Nu	mber	% of	total
members		votes	cast	members/Pr	oxies	votes	cast	of votes	cast	numbe	er of
voted in	E-	(Shares)	- E	voted by Pol	ļ	(Shares) -	Poll	through	E-	valid	votes
Voting		Voting						Voting	and	cast	
								Poll			
7		18334	727	12		91735	55	192520	82	99.9	991%
7		18334	727	12		91735	55		82	99.9	991%

(ii) Votes against the resolution:

members	of e-	Number votes (Shares)	cast	members/Proxies	A CONTRACT OF A	Total Number of votes cast through E-	l I
voting		Voting				Voting and Poll	cast
0		0		2	161	161	0.0008%

(iii) Invalid Votes:

			The state of the s	
Number of	Number of votes	Number of	Number of votes	Total Number of
members	cast (Shares) – E	members/Proxies	cast (Shares) - Poll	votes cast through E-
voted in e-	Voting	voted by Poll		Voting and Poll
NIL	NIL	2	1783	1783

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 the AGM is passed in favour of the resolution with requisite majority.



Item No. 4

Appointment of M/S. Deloitte Haskins & Sells, (Firm Registration No. 008072S) as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number	of	Number	of	Number	of	Number	of	Total Nu	mber	% of	total
members		votes	cast	members/Pr	oxies	votes	cast	of votes	cast	numb	er of
voted in	E-	(Shares)	– E	voted by Poll		(Shares) - I	Poll	through	E-	valid	votes
Voting		Voting						Voting	and	cast	
1								Poll			
7		18334	727	12		91735	55	192520	82	99.9	991%

(ii) Votes against the resolution:

Number o members voted in e	vote	nber es ires)	cast	Number members/F voted by Po	981 2	Number votes (Shares) - Po	of cast	Total Nur of votes through		% of number valid	
voting	Voti	ng						Voting Poll	and	cast	
0		0		2		161	ः एर्डि १ स	161		0.00	008%

(iii) Invalid Votes:

Number of members voted in e- voting	Number of votes cast (Shares) – E Voting	The state of the s	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

RESULT:

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

SHRIRAM EPC LIMITED

OFF. HABBIBULIAH ROAD *

OFF. HABBIBULIAH ROAD *

I NAGAR, CHENNAI 12 GM- SCRUTINIZER REPORT

R. Sridharan & Associates Company Secretaries

- 5. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking you, Yours faithfully,

For R. Sridharan & Associates

Company Secretaries

CS R. Sridharan CP No. 3239

FCS No. 4775