

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	September 10 , 2014		
2	Cut-off Date	August 14, 2014		
3	Total Number of Shareholders as of cutoff date	9615		
4	Number of Shareholders present in the meeting either in person or through proxy			
		Present in Person	Present through Proxy	Total
	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 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



SHE - SHRIRAM EPC LIMITED Ballot Pattern
(PHYSICAL AND E-VOTING)

DATE : 11-Sep-2014 10:37:12

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Res 1	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held	Partial Abstain Votes
1	101	Resident Ordinary	14	30744	12	30583	2	161	1	10	0	0	0
2	199	Resident Director Relatives	3	10810	3	10810	0	0	0	0	0	0	0
3	501	Corporate Body Domestic	1	875000	1	875000	0	0	0	0	0	0	0
4	525	Corporate Body Others - Promoter	2	18334526	2	18334526	0	0	0	0	0	0	0
5	7200	EMPLOYEES	1	1163	1	1163	0	0	1	1773	1	1773	0
		Total	21	19252243	19	19252082	2	161	2	1783	2	1783	0

SHE - SHRIRAM EPC LIMITED Ballot Pattern
(PHYSICAL AND E-VOTING)

DATE : 11-Sep-2014 10:37:12

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Res 2	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held	Partial Abstain Votes
1	101	Resident Ordinary	14	30744	12	30583	2	161	1	10	1	10	0
2	199	Resident Director Relatives	3	10810	3	10810	0	0	0	0	0	0	0
3	501	Corporate Body Domestic	1	875000	1	875000	0	0	0	0	0	0	0
4	525	Corporate Body Others - Promoter	2	18334526	2	18334526	0	0	0	0	0	0	0
5	7200	EMPLOYEES	1	1163	1	1163	0	0	1	1773	1	1773	0
		Total	21	19252243	19	19252082	2	161	2	1783	2	1783	0

SHE - SHRIRAM EPC LIMITED Ballot Pattern
(PHYSICAL AND E-VOTING)

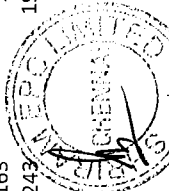
DATE : 11-Sep-2014 10:37:12

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Res 3	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held	Partial Abstain Votes
1	101	Resident Ordinary	14	30744	12	30583	2	161	1	10	1	10	0
2	199	Resident Director Relatives	3	10810	3	10810	0	0	0	0	0	0	0
3	501	Corporate Body Domestic	1	875000	1	875000	0	0	0	0	0	0	0
4	525	Corporate Body Others - Promoter	2	18334526	2	18334526	0	0	0	0	0	0	0
5	7200	EMPLOYEES	1	1163	1	1163	0	0	1	1773	1	1773	0
		Total	21	19252243	19	19252082	2	161	2	1783	2	1783	0

SHE - SHRIRAM EPC LIMITED Ballot Pattern
(PHYSICAL AND E-VOTING)

DATE : 11-Sep-2014 10:37:12

SL	STCODE	DESCRIPTION	FOLIOS	SHARES HELD	For	Res 4	Voted_shr	Against	Voted_shr	Count	Rejections	Shr_Held	Partial Abstain Votes
1	101	Resident Ordinary	14	30744	12	30583	2	161	1	10	1	10	0
2	199	Resident Director Relatives	3	10810	3	10810	0	0	0	0	0	0	0
3	501	Corporate Body Domestic	1	875000	1	875000	0	0	0	0	0	0	0
4	525	Corporate Body Others - Promoter	2	18334526	2	18334526	0	0	0	0	0	0	0
5	7200	EMPLOYEES	1	1163	1	1163	0	0	1	1773	1	1773	0
		Total	21	19252243	19	19252082	2	161	2	1783	2	1783	0



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.

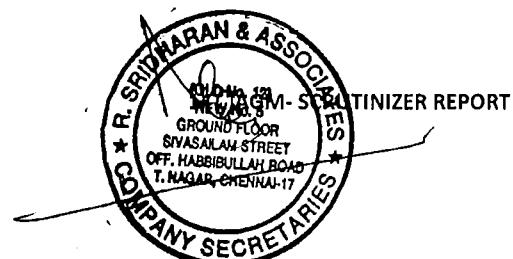
The Chairman of the Annual General Meeting (AGM) on Poll under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 on the Resolutions contained in the Notice of the 14th AGM of the members of the Company, held on 10th 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.

SHRIRAM EPC LIMITED

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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	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	18334727	12	917355	19252082	99.9991%

(ii) Votes against the resolution:

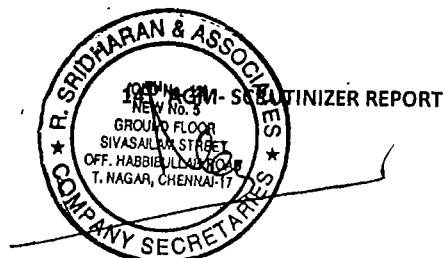
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
0	0	2	161	161	0.0008%

(iii) Invalid Votes:

Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	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

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

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	18334727	12	917355	19252082	99.9991%

(ii) Votes against the resolution:

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

(iii) Invalid Votes:

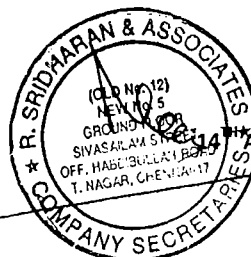
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

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.

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AGM- SCRUTINIZER REPORT



Item No. 3

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

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	18334727	12	917355	19252082	99.9991%

(ii) Votes against the resolution:

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

(iii) Invalid Votes:

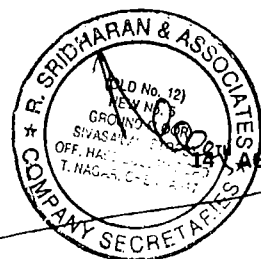
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

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

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AGM- SCRUTINIZER REPORT



Item No. 4

Appointment of M/S. Deloitte Haskins & Sells, (Firm Registration No. 0080725) as Statutory Auditors (Ordinary Resolution)

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll	% of total number of valid votes cast
7	18334727	12	917355	19252082	99.9991%

(ii) Votes against the resolution:

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

(iii) Invalid Votes:

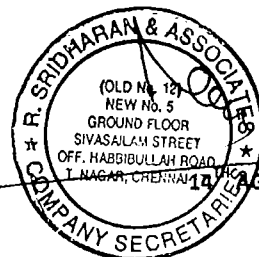
Number of members voted in e-voting	Number of votes cast (Shares) – E Voting	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	Total Number of votes cast through E-Voting and Poll
NIL	NIL	2	1783	1783

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.

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AGM- SCRUTINIZER REPORT




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

