

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

T.Nagar, Chennai - 600 017.

Phone: 42166988, 43502997, 42555587

Telefax: 044-42137082

email ; satheesh.k@aryes.in

sridharan.r@aryes.in

Consolidated Scrutinizer's Report

25th September, 2015

The Chairman

Messrs, Shriram EPC Limited

Sigappi Achi Building,4th Floor No.18/3 Rukmini Lakshmlpathi Road, Egmore Chennai – 600008

Ref: The 15th 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 28th May, 2015, pursuant to Section 108 and 109 of the Companies Act, 2013 (ead 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 evoting process for the period commencing from Monday, 21st September, 2015 to Wednesday, September 23rd, 2015 and to conduct the Polling process relating to the 15th AGM of the members of the Company, held on Thursday, the 24th September, 2015 at 10:00 a.m. at Minl Hall, Srl Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600017.

We now submit our consolidated Report as under:

- After the announcement of the poll by the Chairman, one ballot box kept for polling was locked in our presence with due identification marks 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 Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 3. Neither were there any invalid polling papers nor were any invalid votes on remote e-voting.
- 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. V. Narasimhan, 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 [CD5L].
- The consolidated result (Remote E-voting and poll) of the said Resolutions are as under;

OF HARMEN CHENNATT

Item No. 1 - Adoption of Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2015 and the Reports of the Board of Directors' & 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 valld votes cast
11	175895467	4 ::::::::::::::::::::::::::::::::::::	43	175895510	99.999999%

(ii) Votes against the resolution

		., .:::::	*********** * 17*	mites, \$8 x up t, \$2 \$7 \$70 \$7 x 7 x 7 x 7 x 7 x 7 x 7 x 7 x 7 x 7
Number of	Number	öf-	Number of	Number of Total % of total
members	votes	∵öf⊹ cäŝt∻	members/_Proxies	votes cast Number of number of
voted in	(Shares)	. –	voted by Poll	(Shares) Poll votes cast valid votes
Remote	Remote			- 10 4080000000 +6220000
E- Voting	E-Voting			Remote (cast
	' '		in the planting in	E-Voting
	1	ja. j.		Sapă Pali
	!			··· via interpretation
0	0		1	0.000001%

(III) Invalid Votes:

	temote - Voting NIL		NIL NIL	NIL .	NĭL	Voting and Poll NIL
n V	lumber nembers oted	of in	Remote	Number of members/Proxies voted by Poll	Number of votes cast (Shares) - Poll	votes cast through Remote E-

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 with requisite majority.

Item No. 2 - Ratification of the appointment of M/s Deloitte Haskins & Sells (Firm's Registration No. 015125N), as Statutory Auditors of the Company (Ordinary Resolution)

(I) Votes in favour of the resolution:

11		175895	467	4	:	43		Poll 175895	51 0	99.999	999%
Remote E- Voting		Remote E-Voting		by Poll		Poll		Remote E-Voting	and	çast	
members voted	In	votes (Shares)	cast -	members/ Proxíes	voted	votes (Shares)	cast -	of votes through	cast	numb e i valid	r of votes
Number	of	Number	of	Number	of	Number	of	Total Nu	mber	% of	total

(ii) Votes against the resolution:

members	of In	Number votes (Shares) Remote E-Voting	of cast	Number member voted by	s/ Proxles Poll		cast Poll	Totals Number of Votes cast through Remote E-Voting and Poll	of st	number	otal of otes
0		0			1	1	A COMPANY	1		0.00000	1%

(iii) Invalid Votes:

Number members voted Remote E- Voting	of In	Number of Votes cast (Shares) Remote E- Voting		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 the AGM is passed with requisite majority.

Item No. 3 - Appointment of Mr. S. Krishnamurthy (DIN: 00140414) as an Independent Director (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
11	175895467	5	44	175895511	100%

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of In	Number votes (Shares) Remote E-Voting	of	voted by	of / Proxies Poll	Number of votes cast (Shates) - Poll	votes cast through Remote E-Voting and	% of total number of valid votes cast
NIL		NIL		A N	IL	1 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 - 3 -	Roll 10	NIL

(iii) Invalid Votes:

Number o members voted in Remote E- Voting		Number of votes cast (Shares) - Remote E- Voting	Number of members/Proxies voted by Poll	Number of votes gasts (Shares) Poll	Total Number of votes cast through the Remote E-Voting and Poll
NIL	7	NIL	NIL	NIL	NIL

<u>RESULT</u>:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 3 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.

Item No. 4 - Appointment of Mr. S. Bapu (DIN: 02541697) as an Independent Director (Ordinary Resolution)

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

11	175895467	5	44	Poll 175895511	100%
Remote E- Voting	Remote E-Voting	Poli	Poll	Remote E-Voting and	cast
voted In	(Shares) -	Proxies voted by	(Shares) -	through	valid votes
members	votes cast	members/	votes cast	of votes cast	
Number .of	Number of	Number of	Number of	Total Number	% of total

(ii) Votes against the resolution: against

NIL	NIL	" 4.	114.41	NIL pri	NIL	NIL	NIL
Number of members voted In Remote E- Voting	Number votes (Shares) Remote E-Voting		voted t	rs/ Proxies	Number of votes cast (Shares) - Poll	Total Number of Votes cast through Remote E-Voting and Poll	% of total number of valid votes cast

(ili) **Invalid** Votès:

Remote E- Voting	Remote E- Voting	voted by Poli	cast (Shares)	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. 4 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.



Item No. 5- Appointment of Mr. P.D. Karandikar (DIN: 02142050) as an Independent Director (Ordinary Resolution)

(I) Votes in favour of the resolution:

(ii) Votes against the resolution:

members	of Number votes n (Shares) Remote E-Voting	cast members/ Proxie)voted by Poll	(Shares) - Poll votes cast through	% of total number of valid votes cast
NIL	NIL			NIL

(iii) Invalid Votes:

Number members voted Remote E- Voting	of In	Number of votes cast (Shares) Remote E- Voting	:Number of members/Rroxles voted by Poll	Number of Votes cast (Shares) Poll:	Total Number of
NIL		NIL	NIL	NIL	NIL

RESULT:

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



Item No. 6 \sim Appointment of Ms. Chandra Ramesh (DIN: 00938694), as Independent Director of the Company.

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

E- Voting		E-Voting 1758954	67	5	44		E-Voting and Poll 175895511	100%
members	or in	Number votes (Shares) Remote	of cast _. –	' Number of members/ Proxies voted by Poli		of cast	Total Number of votes cast through Remote	% of total number of valid votes cast

(ii) Votes against the resolution:

Number of members voted in Remote E- Voting	Number votes (Shares) Remote E-Voting	Number of Total votes cast Number of (Shares) Poll Votes cast infough Remote	% of total number of valid votes cast
NIL	NIL	E-Voting and Poll NIL NIL	NIL

(iii) Invalid Votes:

Number of Votes	Number of	Number of votes	Total Number of
cast (Shares)	memberš/Proxjes	cast (Shares).	votes cast through
Remote	võted by Poll	Pol(Remote E-
E- Voting			Voting and Poll
		140 P. S.	
NIL	XV XXV NIL	NIL	NIL
	Remote E- Voting	cast (Sharës) — members/Proxjes Remote Voted by Poll E- Voting	Remote Voted by Poll Poll E- Voting

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 6 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.



R. Sridharan & Associates Company Secretaries

Item No. 7 - Appointment of Mr. G. Sundaresan, CMA as Cost Auditor of the Company and payment of remuneration (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
11	175895467	5	44	175895511	100%

(ii) Votes against the resolution:

Number members voted Remote E- Voting	of In	Number votes (Shares) Remote E-Voting	of cast		Number of Total votes cast Number of (Shares) Poll votes cast through Remote E-Voting and Poll	
NIL		NIL	٠	NIL A	NIL	NIL

(III) Invalid Votes:

Number members voted Remote E- Voting	of in		members/Proxles	Number of votes çast (Shares) - Poll	Total Number of votes cast through Remote E-Voting and Poll
NIL		NÎL	NIL	NIL	NIL

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 7 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.



Item No. 8 - Appointment of M/s R Sridharan & Associates as Secretarial Auditors of the Company and payment of remuneration (Ordinary Resolution).

(I) Votes in favour of the resolution:

Number of members voted in Remote E- Voting	Number of	Number of members/ Proxies voted by Poll	Number of votes cast (Shares) - Poll	through Remote E-Voting and Poll	% of total number of valld votes cast
11	175895467	5	44	175895511	100%
	<u> </u>				

(Ii) Votes against the resolution

Number members voted Remote E- Voting	of In	Number votes (Shares) Remote E-Voting	- voted b	rs/ Proxies	Number of votes cast (Shares) - Poll	Total Number of Votes cast through Remote E-Voting and Roll	% of total number of valid votes cast
NIL		NI		NIL	NIL]

(iil) Invalid Votes:

members	cast (Shares) Remote	Number of		Total Number of
Remote E- Voting NIL	E- Voting	NIL	NIL	NIL

RESULT:

As no votes were cast against the Resolution, we report that the Ordinary Resolution with regard to Item no. 8 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.

15 $^{\mathrm{TH}}$ AGM – CONSOLIDATED SCRUTINIZER'S REPORT – SHRIRAM EPC LIMITED \geq

R. Sridharan & Associates Company Secretaries

Item No. 9 - Re-appointment of Mr. T. Shivaraman as Managing Director & CEO of the Company for a period of three years with effect from 20th September, 2015 (Special 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
11	175895467	5	44	175895511	100%

(ii) Votes **against** the resoluțion;

Number members voted Remote E- Voting	of In	Number votes (Shares) Remote E-Voting	cast	voteď by	ÖF s/ Proxies Poil	Number of votes cast	Total Number of Votes cast through Remote E-Voting and	valid votes cast
NIL		NIL		N N	IL	NIL	NIL	NIL

(iii) Invalid Votes:

Number members voted Remote E- Voting	Number of Votes cast (Shares) Remote E- Voting	Number of members/Proxies voted by Poll	Number of vetes cast (Shares) = Poll	votes cast through
NIL	 NIL	NIL	NIL	NIL

RESULT:

As no votes were cast against the Resolution, we report that the Special Resolution with regard to Item no. 9 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.

Item No. 10 - Re-appointment of Mr. M. Amjat Shariff as Joint Managing Director of the Company for a period of three years with effect from 20th September, 2015 (Special Resolution)

(i) Votes in favour of the resolution:

E- Voting E-Voti	ng			E-Voting and Poll	
11 1758	95467	5	44	175895511	100%

(ii) Votes against the resolution

			~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~	520000000000000000000000000000000000000	~~~~~ <u>~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~~</u>	3 to 20 10 10 10 10 10 10 10 10 10 10 10 10 10			
Number	of	Number	of Numb		Number	of Total		% of	total
members		votes		iers/ Proxies		çaştı Number	of	numbei	r of
voted	in	(Shares)	∠ yoted	by Poll	(Shares) -	Poll Votes	çast		votes
Remote		Remote				through		cast	
E- Voting		E-Voting				2000 000 000 TO			
		_				E-Votinç	and .		
1					MA. 1988	: Poll		L	
NIL		NÎL		NIL	NÏL	NIL		N,I	L
1				,4 <u>2000</u>	498×. `Y			<u> </u>	

#### (iii) Invalid Votes:

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

#### RESULT:

As no votes were cast against the Resolution, we report that the Special Resolution with regard to Item no. 10 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.

Item No. 11 – Issue of 2958801 equity shares of Rs.10/- each at a price of Rs.40.05/- per equity share on preferential basis to Indus Indbank in terms of ICDR Regulations in lieu of the Sacrifice amount (Special Resolution)

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

voted In Remote E- Voting	(Shares) – Remote E-Voting	Proxies voted by Poll	(Shares) - Poli	through Remote E-Voting and Poll	valid votes cast
11	175895467	5	44	Poll 175895511	100%

#### (ii) Votes against the resolution;

			200 000 000 000 000 000 000 000 000 000	**************************************	<u> </u>	
Number	of	Number	of Numb	er of	Number of Total	% of total
members		votes	cast memb	ers/ Proxies	votes cast Number of	number of
voted	In	(Shares)	- voted	by Poll	votës cast Number of (Shërës) Poll votës cast	valid votes
Remote		Remote			through	cast
E- Voting		E-Voting			Remote	
				20000	E-Voting and	
					[%: ````#################################	
NIL		NIL		NIL	NIL	NIL
			#### (			

#### (iii) Invalid Votes:

Number members voted Remote			members/Proxies	Number of votes cast (Shares) - Pol	Total Number of votes cast through Remote E-Voting and Poll
E- Voting	•	NIL	NIL	NIL	NIL

#### RESULT:

As no votes were cast against the Resolution, we report that the Special Resolution with regard to Item no. 11 as set out in the Notice of the AGM is passed unanimously in favour of the Resolution.

- 6. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR" and "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 CAN A ASS COME TO THE PROPERTY OF THE PROPERTY

For Shriram EPC Limited

CHAIRMAN