

Corporate Governance guidelines

Corporate Governance is about maximising shareholder value while ensuring fairness to every stakeholder – the Company's customers, employees, investors etc. Thus, Corporate Governance is a reflection of a company's culture, policies, its relationship with the stakeholders and its commitment to values.

The Confederation of Indian Industries (CII) published a voluntary Code of Corporate Governance in 1998 and the Securities and Exchange Board of India (SEBI), followed by setting up the Kumarmangalam Birla Committee on Corporate Governance. The recommendations of the committee in December 1999 formed the basis for Clause 49 of the Listing Agreement.

Further, the Department of Company Affairs, (currently the Ministry of Corporate Affairs) Government of India, constituted a nine-member committee under the chairmanship of Mr. Naresh Chandra, former Indian ambassador to the US, to examine various Corporate Governance issues.

SEBI instituted a committee under the chairmanship of Mr. N. R. Narayana Murthy in 2004 which recommended enhancements in corporate governance. SEBI has incorporated the

recommendations made by the Narayana Murthy Committee on Corporate Governance report in Clause 49 of the Listing Agreement. The revised Clause 49 was applicable from January 1, 2006. Our Company has already taken steps to comply with the majority of recommendations on Corporate Governance.

Our Company's Corporate Governance philosophy is based on the following principles

- ✦ To be transparent and maintain a high degree of disclosure levels
- ✦ To make a clear distinction between personal conveniences and corporate resources.
- ✦ To communicate externally, in a truthful manner.
- ✦ To comply with the various statutes.
- ✦ The management is not the owner but is the trustee of the shareholders' capital.

The Board supervises the functioning of the management and protects the long-term interests of all stakeholders of the Company. The majority of our Board comprises independent members. Further we have Audit, IPO, Remuneration, Investment and

Shareholders'/Investors' Grievance Committee comprising Independent Directors.

Board of Directors Size and composition of the Board:

The current policy is to have an appropriate mix of Executives and Independent Directors to maintain the independence of the Board. The Board consists of 10 members, three of whom are Executive Directors and the others are non-executive Independent Directors.

The Board periodically evaluates and decides the need for increasing or decreasing its size.

Eight meetings of the Board of Directors were held during the year ending March 31st, 2008 – on May 8th, 2007, June 11th, 2007, September 10th, 2007, September 20th, 2007, November 1st, 2007, January 4th, 2008, January 12th, 2008 and February 14th, 2008.

The composition of our Board and the number of outside directorships held by each of the Directors is given in the table.



Name of Director	Position	Relationship with other Directors	Directorships held as on March 31, 2008 India listed companies	No of shares held in the Company	No. of Board committee memberships
Mr. Arun Duggal	Chairman	None	11	12,120	6
Mr. T. Shivaraman	Managing Director & CEO	None	NIL	1,010	NIL
Mr. M. Amjad Shariff	Joint Managing Director	None	NIL	10	NIL
Mrs. Vathsala Ranganathan	Whole Time Director 1	None	1	51,23,231**	1
Mr. S.R. Ramakrishnan	Independent Director	None	3	NIL	1
Maj. Gen. A.L. Suri	Independent Director 2	None	1	NIL	1
Mr. R. Sundararajan	Independent Director	None	12	3,000	2
Mr. R.S. Chandra	Independent Director	None	1	NIL	NIL
Mr. K. Madhava Sarma	Independent Director	None	NIL	NIL	2
Mr. K.E.C. Raja Kumar	Independent Director	None	6	NIL	NIL

1. Ceased to be the whole time Director effective from 16/5/08 and continues as Non-Executive Director

2. Ceased to be Director with effect from 16/5/08

3. Only memberships of the Audit Committee and Share Transfer/Investors' Grievance Meeting have been taken into consideration

** holding as a partner in Shriram Auto Finance.

None of the Directors on the Board is a Member on more than 10 committees and Chairman of more than five committees (as specified in Clause 49 of the Listing Agreement), across all companies in which he is a Director.

The Independent Directors have confirmed that they satisfy the 'criteria of independence' as stipulated in the amended Clause 49 of the Listing Agreement.

Changes in the composition of the Board during the year 2007-08.

S. no	Name	Date of cessation / change in designation	Date of appointment
1	Mr. T Shivaraman		10.9.2007
2	Mr. Amjad Shariff		10.9.2007
3	Mrs. Vathsala Ranganathan	16.05.2008 (Change in designation)	
4	Major Gen A L Suri	16.05.2008 (Cessation)	
5	Mr. Sunil Varma		16.05.2008
6.	Mr. P N Devarajan	12.09.2008 (Cessation)	

Membership term

The Board periodically recommends the shareholders about the re-appointments as per statute and the provisions of the Companies Act, 1956, which requires the retirement of one-third of the Board Members (who are liable to retire by rotation) to retire every year; it also qualifies the retiring members for re-appointment upon the completion of their term.

Compensation policy

The Remuneration Committee determines and recommends to the Board, the compensation payable to the Executive Directors. All Board-level compensation is approved by shareholders, and separately disclosed in the financial statements.

Committees of the Board

The Board has eight committees, the Audit Committee, the Compensation Committee, the Remuneration Committee, the Investor Grievance Committee, the Investment Committee, the Allotment Committee, the IPO Committee, and the Borrowing Committee.

The Board has the authority for constituting, reconstituting, co-opting and fixing the terms of service for committee members and also its Charters.

The Committee Chairman or Members in consultation with the Company Secretary, determine the frequency and duration of the committee meetings. Normally, the Audit Committee meets a minimum of four times a year and all

other committees meet as and when the need arises; recommendations of the committee are submitted and ratified by the Board.

The quorum for all the committee meetings is either two members or one-third of the members of the committee, whichever is higher.

1. Audit Committee

Presently our Audit Committee comprises four Independent Directors. They are:

1. Mr. S R Ramakrishnan	Chairman
2. Mr. R Sundararajan	Member
3. Mr. Madhava Sarma	Member
4. Mr. Sunil Varma	Member

Quorum: The quorum of the meeting of the committee shall be either two members or one-third of the total number of members of the Audit



Committee, whichever is higher.

In our meeting on September 10th, 2007, the Audit Committee adopted a charter which meets the requirements of Clause 49 of the Listing Agreement with Indian Stock Exchanges. The Charter is given below.

Redefined powers of the Audit Committee

1. To investigate any activity within its terms of reference
2. To seek information from any employee
3. To obtain legal or other professional advice externally
4. To secure the attendance of outsiders with relevant expertise, if it considers necessary

Terms of reference:

The Company had constituted an Audit Committee in the year 2002. The terms of reference of the Audit Committee are broadly as under:

1. To hold periodic discussions with the statutory auditors and internal auditors of the Company, internal control systems, scope of audit and observations of the auditors/ internal auditors.
2. Discussions with internal auditors on significant audit findings and follow-up thereon;
3. To review the quarterly, half-yearly and annual financial results of the Company before submission to the Board;
4. To make recommendations to the

Board on any matter relating to the financial management of the Company, including the Audit Report;

5. Recommending the appointment/reappointment of statutory auditors and fixation of their remuneration.

Further, the committee is empowered to implement entire terms as specified in the Clause 49 of the Listing Agreement, besides other acts for implementing the same.

Audit Committee attendance during fiscal 2007

Four Audit Committee meetings were held during the year. These were held on January 20th, 2007, May 8th, 2007, October 31st, 2007 and December 21st, 2007.

Members	No. of meetings attended
1 Mr. S R Ramakrishnan - Chairman	3
2 Mr. R Sundararajan – Member	1
3 Mr. Madhava Sarma – Member	2

2. Compensation Committee

Our Compensation Committee comprises four independent Directors. The members are:

- Mr. S. R. Ramakrishnan Chairman
- Mr. R. Sundararajan
- Mr. R. S. Chandra
- Mr. K. Madhava Sarma
- Mr. T. Shivaraman

Quorum: The quorum of the meeting of the committee will be either two members or one-third of the total number of members of the committee, whichever is higher.

Compensation Committee Charter

- a) The quantum of option to be granted under an ESOP per employee and in aggregate.
- b) The conditions under which, options vested in employees may lapse in case of termination of employment for misconduct;
- c) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

- d) The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee.
- e) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;
- f) Perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee

Stock Purchase Scheme) Guidelines, 1999 ('ESOP Guidelines'), in particular those stated in Clause 5 of the ESOP guidelines.

The responsibilities vested with the committee, including the powers for administration and the superintendence of the ESOP Scheme, shall remain the same.

Compensation Committee attendance during fiscal 2007

One meeting was held on 1/11/07.

Members	No. of meetings attended
Mr. S R Ramakrishnan - Chairman	1
Mr. R S Chandra- Member	NIL
Mr. Madhava Sarma – Member	1
Mr. R Sundararajan – Member	1
Mr. T Shivaraman – Member	1

3. Remuneration Committee

Our Remuneration Committee comprises three Independent Directors. The members are:

- 1) Mr. K. Madhava Sarma
- 2) Mr. R. Sundararajan
- 3) Maj. Gnl. A. L. Suri (Retd.)

Quorum: The quorum of the meeting of the Committee shall either be two members or one-third of the total number of members of the committee, whichever is higher.

Remuneration Committee Charter:

- (i) To determine within the agreed

framework, specific remuneration packages for each of the Executive Directors, the Non-Executive Directors and such other members of the executive management including salary, bonuses, incentive payments, share options, pension rights, terms of employment and any compensation payments.



- (ii) To approve and monitor the level and structure of the remuneration of the first layer of management, such layer to be determined by the Board;
- (iii) All human-resource related issues.
- (iv) Other key issues / matters as may be referred by the Board or as may be necessary in view of Clause 49 of the Listing Agreement or any statutory provisions.

Other key issues/matters as may be referred by the Board or as may be necessary in view of Clause 49 of the Listing Agreement or any statutory provisions.

Miscellaneous provisions

The Committee may invite other Directors/Officers of the Company to attend the meetings of the Committee as 'Invitees' from time to time, as and when required.

Minutes of the Remuneration Committee will be placed before the Board in its subsequent meeting.

Remuneration Committee attendance during the fiscal 2007

One meeting was held on September 12th, 2007.

Members	No. of meetings attended
Mr. Madhava Sarma - Chairman	1
Mr. R Sundararajan – Member	1
Maj. Gnl. A.L. Suri – Member	NIL

4. Share Transfer/Investors' Grievance Committee:

Our Investors' Grievance Committee comprises three Independent Directors.

They are:

- 1) Mr. R. Sundararajan
- 2) Maj. Gen. A. L. Suri (Retd.)
- 3) Mr. K. Madhava Sarma

The Company has designated Mr. K. Suresh, Company Secretary as the Compliance Officer.

Quorum: The quorum of the meeting

of the committee shall either be two members or one-third of the total number of members of the committee, whichever is higher.

Share Transfer/Investor Grievance Committee Charter:

1. The quorum of the meeting of the Committee shall either be two members or one-third of the total number of members of the committee, whichever is higher.
2. Investor relations and redressal of shareholders grievances in general and relating to non-receipt of dividends,

interest, non- receipt of balance sheet, etc.

3. Such other matters as may be required from time to time by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Company received and redressed 66 complaints during the financial year 2007-08.

Investors Grievance Committee was constituted at the Board Meeting held on September 10th, 2007 and was later renamed as Shareholders'/ Investors'

Grievance meeting. The Committee looks into the letters / complaints received from the share transfer / investors / stock exchanges / SEBI, and then reviews the same with the Registrar. These letters / complaints are replied

immediately redressed to the satisfaction of the complainants. The committee reviews periodically the action taken by the Company and the share transfer agents in this regard. The pendency report, if any, and the time taken to

redress the complaints are also reviewed by the Committee.

Two meetings were held on November 26th, 2007 and December 21st, 2007.

Share transfer / Investors' Grievance Committee attendance during the fiscal 2007

Members	No. of meetings attended
Mr. R Sundararajan - Chairman	2
Maj. Gnl. A.L. Suri (Retd.) – Member	1
Mr. Madhava Sarma – Member	2

5. Investment Committee

Our Investment Committee comprises four Independent Directors. They are:

1. Mr. S. R. Ramakrishnan
2. Mr. R. S. Chandra
3. Mr. R. Sundararajan
4. Mr. Madhava Sarma

Quorum: The quorum of the meeting of the committee shall either be two members or one-third of the total number of members of the committee, whichever is higher.

Investment Committee Charter:

- a. To invest funds of the Company in fixed / term deposits with bank(s), bodies corporate in shares/debentures (convertible or non-convertible) of companies, Government securities (Central, State or semi-Government) up to a limit not exceeding Rs. 30 crores (Rupees Thirty crores only) at any one time, until otherwise decided by the Board in this regard.
- b. To make subscription/contribution to share capital, public/rights issue and un-subscribed portion of rights issues,

subscription to additional share capital, participation by way of private placement, including investment of funds abroad.

- c. To form strategic alliance/mergers, acquisitions, etc. of subsidiaries with other organisations, both foreign and domestic, and entering into MoU/Shareholders' agreements.

Investment Committee attendance during the fiscal 2007

One meeting was held on December 21st, 2007.



Members	No. of meetings attended
Mr. S.R. Ramakrishnan – Chairman	1
Mr. R.S. Chandra – Member	NIL
Mr. R. Sundararajan – Member	1
Mr. Madhava Sarma***	NIL

*** He became a member on the Investment Committee Board on January 12th, 2008.

6. Allotment Committee

Our Allotment Committee comprises three Independent Directors. The members are:

- 1) Mr. R. Sundararajan
- 2) Mrs. Vathsala Ranganathan
- 3) Mr. K. Madhava Sarma
- 4) Maj. Gen A L Suri

Quorum: The quorum of the meeting of the Committee shall be either two members or one-third of the total

number of members of the Committee, whichever is higher.

Allotment Committee Charter:

- a. Issue and allot shares subject to the provisions of the Section 75 of the Companies Act, 1956 and subject to the Memorandum and Articles of Association of the Company and in accordance with the Companies (Issue of Share Certificates) Rules, 1960.
- b. Issue duplicate share certificates in accordance with the Articles of

Association of the Company and in accordance with the Companies (Issue of Share Certificates) Rules, 1960.

- c. Affix the common seal of the Company in accordance with the Articles of Association of the Company and in accordance with the Companies (Issue of Share Certificates) Rules, 1960.

Allotment Committee attendance during the fiscal 2007

One meeting was held on September 20th, 2007.

Members	No. of meetings attended
Mr. R. Sundararajan – Chairman	1
Mrs. Vathsala Ranganathan – Member	1
Mr. K. Madhava Sarma – Member	1
Maj. Gnl. A. L. Suri (Retd.) – Member	NIL

7. IPO Committee

Our IPO Committee comprises two Independent Directors. The members are:

1. Mr. R. Sundararajan
2. Mr. K. Madhava Sarma
3. Mrs. Vathsala Ranganathan

Quorum: The quorum of the meeting of the committee shall either be two members or one-third of the total number of members of Shriram EPC

Limited - IPO Committee, whichever is higher.

IPO Committee Charter:

- (i) To decide all matters relating to Initial Public Offering and allotment of shares of the Company in consultation with the stock exchanges concerned and SEBI and also for issue of share certificates in accordance with the relevant rules and regulations.
- (ii) To obtain external legal or other professional advice including under Rule 144 A of the Securities Exchange Commission of the US.
- (iii) To secure the attendance of outsiders with relevant expertise, if it considers necessary.
- (iv) To decide on the timing, pricing and all the terms and conditions of the issue of the shares for the public issue, and to accept any amendments, modifications, variations or alterations thereto.
- (v) To appoint and enter into arrangements with the book running lead managers, underwriters to the public issue, syndicate members, brokers, escrow collection bankers, registrars, legal advisors and any other agencies or

persons or intermediaries to the public issue and to negotiate and finalise the terms of their appointment, including but not limited to, the execution of the BRLM's mandate letter, negotiation, finalisation and execution of the memorandum of understanding with the BRLMs, etc.

- (vi) To finalise, settle, execute and deliver or arrange the delivery of the Draft Red Herring Prospectus, the Red Herring Prospectus, the final prospectus, syndicate agreement, underwriting agreement, escrow agreement and all other documents, deeds, agreements and instruments as may be required or desirable in relation to the public issue.
- (vii) To open with the bankers to the public issue such accounts as are required by the regulations issued by SEBI.
- (viii) To execute all such acts, deeds, matters and other documents, etc. as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, which finalise the basis of allocation and to allot the shares to the successful allottees as permissible by the law, besides issue of share certificates in accordance

with the relevant rules.

- (ix) To execute all such acts, deeds and things as may be required to dematerialise the equity shares of the Company and to sign agreements and/or such other documents as may be required with the National Securities Depository Limited, the Central Depository Services (India) Limited and such other agencies, authorities or bodies as may be required in this connection.
- (x) To make applications for listing of the shares in one or more stock exchanges for listing of the equity shares of the Company as well as to execute, deliver or arrange the delivery of the necessary documentation to the concerned stock exchange(s).
- (xi) To settle all questions, difficulties or doubts that may arise in regard to such issues or allotment as it may, in its absolute discretion, deem fit.

IPO Committee attendance during the fiscal 2007

Five meetings were held on May 28th, 2007, June 11th, 2007, August 22nd, 2007, September 28th, 2007 and December 21st, 2007.

Members

No. of meetings attended

Mr. R. Sundararajan – Chairman	3
Mr. K. Madhava Sarma – Member	3
Mrs. Vathsala Ranganathan – Member	5



8. Borrowing Committee

Our Borrowing Committee comprises two Independent Directors. The members are:

1. Mr. R. Sundararajan
2. Mrs. Vathsala Ranganathan
3. Mr. K. Madhava Sarma

Quorum: The quorum for the meeting of the Committee shall be two.

Borrowing Committee Charter:

✦ Borrow money otherwise than on

debentures - not exceeding Rs. 100 crores at any one time.

- ✦ Create necessary charges on the assets of the Company as they may deem fit.
- ✦ Empowered to authorise affixing of the common seal of the Company to any documents that may require execution by exercising the borrowing powers delegated to it, provided such documents- signed by any two Directors of the Company or by one Director and such other officer, as may

be authorised by the Committee.

Borrowing Committee attendance during the fiscal 2007

Nine meetings were held viz. on 27th February 2007, 23rd April 2007, 24th April 2007, 15th May 2007, 25th July 2007, 12th October 2007, 13th November 2007, 30th November 2007 and 21st December 2007

Members	No. of meetings attended
Mrs. Vathsala Ranganathan – Chairman	8
Mr. R. Sundararajan – Member	6
Mr. K. Madhava Sarma – Member	6

GENERAL BODY MEETING

The date, time and venue of the last three annual general Last year no special resolution was passed through Postal Ballot.

Year	Date	Time	Venue
2004 -05	19-09-2005	04.00 P.M.	3rd Floor, Mookambika Complex, No.4 Lady Desikachari Road, Mylapore, Chennai – 600 004
2005 -06	30-09-2006	10.00 A.M.	Daffodil Hall, 1st Floor, GRT Convention Centre, 120, Sir Thyagaraya Road, T. Nagar, Chennai - 600 017.
2006 - 07	11-06-2007	10.30 A.M.	No. 5, T.V. Street, Chetput, Chennai - 600 031.

Code of Conduct

The Board has laid down a 'Code of Conduct' (Code) for all the Board members and the senior management of the Company, which is posted on its website www.shriramepc.com. An

annual declaration regarding compliance with the code is obtained from every person covered by the code of conduct. A declaration to this effect signed by the Managing Director forms part of the report.

Whistle Blower Policy

In accordance with the Company's commitment to the high standards of ethical, moral and legal business conduct and its commitment to open communication, a whistle blower policy

is being framed.

On introduction of the policy, the Company's human resource department will roll out communication meetings across all businesses covering the intent, belief and principles of the policy. The Audit Committee is vested with the power to review functioning of the whistle blower mechanism.

Other disclosures

A management discussion and analysis report highlighting individual businesses has been included in the annual report.

There were no materially significant related party transactions, with the Directors/promoters/management, which had potential conflict with the interests of the Company at large.

Periodical disclosures from the senior management relating to all material, financial and commercial transactions, where they had or were deemed to have personal interest, that might have a potential conflict with the interest of the Company at large, were placed before the Board.

Transactions with the related parties are disclosed in Note 15 of Schedule 15 to the accounts in the Annual Report for the year ended March 31st, 2008.

The Company has followed the guidelines of accounting standards laid down by the Institute of Chartered Accountants of India (ICAI) in preparation of its financial statements

During the year under review, the utilisation of the funds raised through the public issue is as follows:

Particulars	Rs. in lakhs
Proceeds from issue of shares	15,000.00
Less :- Issue expenses*	1,626.89
Net IPO proceeds	13,373.11
Less :- Utilisation of funds	8,227.27
Unutilised IPO funds	5,145.84

*Includes Rs. 34.27 lakhs payment made to statutory auditors of the Company.

Risk management

The Company has laid down procedures to inform Board members about the risk assessment and minimisation procedures. The Board periodically discusses the significant business risks identified by the management and the mitigation processes adopted. A detailed

note on risk identification and mitigation is included in the management discussion and analysis, annexed to the Directors' Report.

Subsidiary companies

The Company does not have any material un-listed Indian Subsidiary Company. The

Audit Committee reviews the financial statements and in particular, the investments made by unlisted subsidiary companies. The minutes of the Board meetings as well as statements of all significant transactions of the unlisted subsidiary companies are placed before the Board of Directors of the Company for their review.



Compliance with Corporate Governance norms

The Company has complied with the mandatory requirements of the Code of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the stock exchanges. The Company has submitted the compliance report in the prescribed format to the stock exchanges for the quarter ended March 31st, 2008. The statutory auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the stock exchanges. The said certificate is annexed to the Directors' Report and will be forwarded to the stock exchanges and the Registrar

of Companies, Tamil Nadu, Chennai, along with the annual report.

Means of communication

The audited financial results are published in newspapers, including Economic Times, Business Line, Malai Chudar, etc. The quarterly results and other major announcements like book closure and dividend declarations will also be published in leading daily newspaper and made available in the Company's website www.shriramepc.com. Besides the financial information, the following are posted on the Company's website:

- Periodical press releases
- Presentations to investors/analysts

The code of conduct is already displayed on the Company's website and the whistle blower policy shall be posted on the Company's website shortly.

CEO/CFO certification

CEO and CFO have given a certificate to the Board as contemplated in Clause 49 of the Listing Agreement.

Management discussion and analysis

A management discussion and analysis forms part of the annual report.

General shareholder information

A separate section on the above has been included in the annual report.

On behalf of the Board

Chennai: May 16 2008

Arun Duggal
Chairman

General shareholder information

Registered office

No.5, T V Street, Chetput, Chennai – 600 031

Annual General Meeting

Day	Friday
Date	22nd August 2008
Time	10.25 AM
Venue	Sri Krishna Gana Sabha, Dr. Nalli Gana Vihar, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai-600 017

Tentative financial calendar

Annual General Meeting	
Financial reporting for the 01st Quarter ending 30th June 2008	On or before 31st July 2008
Financial reporting for the 02nd Quarter ending 30th September 2008	On or before 31st October 2008
Financial reporting for the 03rd Quarter ending 31st December 2008	On or before 31st January 2009
Financial reporting for the year ending 31st March 2009	On or before 30th June 2009

Financial year

The Financial year of the Company is April – March.

Book closure

Thursday, the 14th August 2008 to Friday, the 22nd August 2008 (both days inclusive)

Listing on stock exchanges and stock code

Equity Shares	
National Stock Exchange	SHRIRAMEPC
The Stock Exchange, Mumbai	532945

Listing fees has been paid for the above stock exchanges.

Market price data and comparison

Trading in sub-divided shares commenced on 20th February 2008 Weekly high and low price from 20th February 08 to 31st March



2008 are as follows :

Date	National Stock Exchange		Mumbai Stock Exchange	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
20 February	374.70	281.05	377.00	251.00
27 February	281.00	270.00	280.90	270.00
7 March	256.10	235.85	248.00	235.55
14 March	237.00	228.00	242.00	224.00
24 March	219.15	200.00	224.00	200.35
31 March	245.00	220.00	240.90	221.00

Registrar and share transfer agent

Cameo Corporate Services Limited
Subramanian Building, V Floor
No. 1, Club House Road, Chennai 600
002, India

Tel: (91 44) 2846 0390
Fax: (91 44) 2846 0129
Email: shriramepc@cameoindia.com
Website: www.cameoindia.com
Contact Person: Mr. R.D. Ramasamy
SEBI Registration Number:
INR000003753

Share transfer and investor service system

A committee of the Board constituted for the purpose, approves share transfers in the physical form on a monthly basis.

Shareholding pattern as on 31st March 2008

Category	No. of Shares	% of shareholding
Promoters	18458354	43.06
FII	3041609	7.10
Mutual Funds	2343461	5.47
Indian Financial Institutions/ Govt Cos	317646	0.74
Banks	0	0.00
Insurance companies	0	0.00
Corporate Bodies – 1000 shares & above	14020978	32.71
Corporate Bodies – 1000 shares & below	47347	0.11
Indian Public – 1000 shares & above	67931	0.16
Indian Public – 1000 shares & below	716955	1.67
Others	3853509	8.99
Total	42867790	100.00

Distribution of shareholding as on 31st March 2008

Shriram EPC Limited

Print date: 08-May-2008

Distribution of holdings – NSDL & CDSL & Physical record date: 31-Mar-2008

Share or Debenture holding			Share / Debenture holders		Share Debenture amount	
Rs.		Rs.	Number	% of total	Rs.	% of total
10	–	5000	9943	98.3676	7683210	1.7923
5001	–	10000	82	0.8112	636750	0.1485
10001	–	20000	31	0.3066	431360	0.1006
20001	–	30000	13	0.1286	323990	0.0755
30001	–	40000	7	0.0692	247880	0.0578
40001	–	50000	2	0.0197	100000	0.0233
50001	–	100000	5	0.0494	412320	0.0961
100001	–	And Above	25	0.2473	418842390	97.7056
Total	:		10108	100.0000	428677900	100.0000

Nomination facility

The shareholders may avail of the nomination facility under Section 109A of the Companies Act, 1956. The nomination form (Form 2B), along with instructions, will be provided to the members on request. In case the members wish to avail of this facility, they are requested to write to the company's registrar M/s. Cameo Corporate Services Limited.

Dematerialisation of shares

The Company has signed agreements with both the depositories, namely the

National Securities Depositories Limited (NSDL) and the Central Depository Services (India) Limited. The shares of the Company are compulsorily traded in dematerialized form. The code number allotted by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd., to Shriram EPC Limited is ISIN INE-964H01014.

As on 31st March 2008 about 68.56% of shares were held in dematerialized form.

Address for investor correspondence

For any assistance regarding

dematerialization of shares, share transfers, transmissions, change of address, share transfers, transmissions, change of address or any other query relating to shares, please write to:

Cameo Corporate Services Limited

Subramanian Building, V Floor
No. 1, Club House Road, Chennai 600 002, India

Tel: (91 44) 2846 0390

Fax: (91 44) 2846 0129

Email: shriramepc@cameoindia.com

Website: www.cameoindia.com

Shriram EPC Limited, No.5, T V Street,



Chetput, Chennai – 600 031

On line information

Shareholders are requested to visit www.shriramepc.com for online information about the Company. The financial results, share price information, dividend announcements of the Company are posted on the website of the Company and are periodically updated with all developments, for the information of shareholders. Besides this the shareholders have the facility to post any query to the Company directly from

the website which are acted upon within 24 hours of receipt of query.

Contact person

For any shareholders assistance, the Company Secretary can be contacted at the following address:

Shriram EPC Limited,
No.5, T V Street, Chetput,
Chennai – 600 031
Phone- 044 28361817
Fax: 044 28363518
E Mail: suresh@shriramepc.com

List of promoters

List of promoters of the Company constituting the 'Group" pursuant to Regulation 3(e) (i) of SEBI (substantial Acquisition of shares & Takeover) Regulations, 1997.

1. Shriram Industrial Holdings Private Limited
2. Shriram Auto Finance
3. Shriram Ownership Trust
4. Any Company/entity promoted by any of the above.

General body meeting

The date, time and venue of the last three annual general meetings are given below:-

Year	Date	Time	Venue
2004 -05	19-09-2005	04.00 P.M.	3rd floor, Mookambika Complex, No.4 Lady Desikachari Road, Mylapore, Chennai 600 004
2005 -06	30-09-2006	10.00 A.M.	Daffodil Hall, 1st floor, Grt Convention Centre, 120, Sir Thyagaraya Road, T. Nagar, Chennai - 600 017.
2006 - 07	11-06-2007	10.30 A.M.	No. 5, T.V. Street, Chetput, Chennai - 600 031.

Passing of resolution by postal ballot

Last year no special resolution was passed through Postal Ballot.

Disclosures

There have been no materially significant

related party transactions that may have potential conflict with the interests of the company at large. The necessary disclosures regarding the transactions are given in the Notes to accounts.

There have been no instances of non-compliance on any matters relating to capital markets, nor have any

penalty/strictures been imposed on the company by the stock exchange or SEBI or any statutory authorities on such matters.

Means of communication

The Quarterly results are being published

in leading national English newspapers (The Hindu Business Line) and in one vernacular (Tamil) newspaper (Maalaichudar). The quarterly results are also available on the Company's website www.shriramepc.com

The Company's website also displays official press releases, shareholding pattern and presentations made to the analysts and brokers.

Code of conduct for directors & senior managers

The Board of Directors at their meeting held on 14th February 2008 has adopted the Code of Conduct for Directors and Senior Management (the Code) which applicable to all Directors -Executive as well as Non-executive and members of senior management.

The Board of Directors and Senior Management are responsible for and are committed to setting the standards of conduct contained in this code and for updating these standards, as appropriate, to ensure their continuing relevance, effectiveness and responsiveness to the need of investors and all other stakeholders as also to reflect corporate, legal and regulatory developments.

Declaration on code of conduct

This is to confirm that the Board has laid down a code of conduct for all Board Members and senior management of the Company. The code of conduct has also been posted on the website of the Company.

It is further confirmed that all directors and senior management personnel of the Company have affirmed compliance with the Code of Conduct of the Company for the year ended 31st March 2008, as envisaged in Clause 49 of the Listing Agreement with stock exchanges.

Chennai
16th May 2008

T. Shivaraman
Managing Director & CEO



AUDITORS' REPORT ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT

We have examined the compliance of conditions of corporate governance by Shriram EPC Limited, for the year ended 31st March 2008 as stipulated in Clause 49 of the Listing Agreement of the said Company with stock exchanges

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Deloitte Haskins & Sells

Chartered Accountants

Geetha Suryanarayanan

Partner

Membership No. 29519

Date: 16th May 2008

Place: Chennai