MSKA
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Chartered Accountants

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Review Report to
The Board of Directors
Shriram EPC Limited

1. We have reviewed the accompanying statement of unaudited standalone financial results of Shriram EPC Limited ('the Company') for the quarter / period ended 30th June 2017, attached herewith ('the Statement'), being submitted by the Company pursuant to the requirements of Regulation 33 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

   This statement, which is the responsibility of the Company's Management and has been approved by the Board of Directors, has been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard Ind AS 34 'Interim Financial Reporting', prescribed under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder and other recognized accounting practices and policies generally accepted in India. Our responsibility is to issue a report on the Statement based on our review.

2. We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, Review of Interim Financial Information Performed by the Independent Auditor of the Entity issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the financial statements are free of material misstatement. A review is limited primarily to inquiries of Company personnel and analytical procedures applied to financial data and thus provide less assurance than an audit. We have not performed an audit and accordingly, we do not express an audit opinion.

3. Basis for Qualified Conclusion:
   Long term Loans and advances include Rs. 3,317.04 Lakhs (including interest accrued up to 31 March 2016), and Other Trade Receivables include net amount of Rs. 1,023.58 Lakhs, due from a related party. Due to unavailability of sufficient appropriate audit evidence to corroborate management's assessment of recoverability of the above said amounts and as these are outstanding for more than three years, we are unable to comment on the recoverability of the same. No provision with respect to the same is made in the books of account. (Refer Note No. 7 - Note to Results)

4. Based on our review conducted as above, with the exception of the matter described in the paragraph 3 above, the consequential impact of which is currently unascertainable, nothing has come to our attention that causes us to believe that the accompanying statement of unaudited standalone financial results prepared in accordance with aforesaid accounting standards prescribed under Section 133 of the Companies Act, 2013 and other recognized accounting practices and policies has not disclosed the information required to be disclosed in terms of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the manner in which it is to be disclosed, or that it contains any material misstatement

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5. We draw attention to the following matters in the Notes to the Results:

   a. With reference to Note no 6 relating to the dues aggregating to Rs.8,297.29 lakhs in respect of an overseas project. As mentioned in the Note, the construction activities has been ceased, and the case filed against the customer for the recovery of the amounts so far incurred in respect of the said project, has been decided in favor of the company by the court of Cassation (Supreme Court). In view of this development, the company has also filed a revised claim with ECGC. The management is of the view that the said amount is realizable.

   b. Note No. 8 regarding dues amounting to Rs. 6,742 Lakhs in respect of a project which is stalled due to statutory delays faced by the customer. As the customer has put in efforts to identify alternate options to complete the project, management is of the view that it will be able to realize such dues.

   c. Note No. 9 regarding dues amounting to Rs 41,150.88 Lakhs due from an associate and a subsidiary of the associate which has been outstanding for more than three years. Based on the undertaking given by the associate with respect to divestment in its subsidiary and projected operations of mines, cash flows, the above stated dues are considered to be realizable by the Management.

   Our report is not modified in respect of these matters.

6. The Results of the Company for the quarter ended June 30, 2016, was reviewed by another auditor who had modified their report dated August 12, 2016 with respect to matter referred to in para no. 5 (a) above.

For MSKA & Associates (Formerly known as 'MZSK & Associates')
Chartered Accountants
ICAI Firm Registration No.105047W

Geetha. K

Geetha Jeyakumar
Membership No. 29409
Place: Chennai
Date: September 13, 2017

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Shriram EPC Limited
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Statement of Unaudited Standalone Financial Results for the quarter ended June 30, 2017

	Particulars	Quarter Ended Rs. (in Lakhs)	
		June 30, 2017	June 30, 2016
1	**Income**		
	Revenue from operations	20,039.79	9,444.50
	Other Income	2,180.55	1,997.08
	Total Income	**22,220.34**	**11,441.59**
2	**Expenses**		
	(a) Cost of raw materials and components consumed	-	-
	(b) Changes in inventories of finished goods, work-in-progress and stock-in-trade	(580.27)	423.74
	(c) Erection, Construction & Operation Expenses	18,453.88	4,635.02
	(d) Employee benefits expense	804.30	994.88
	(e) Finance Costs	2,521.97	6,121.36
	(f) Depreciation and amortisation expense	140.49	149.33
	(g) Other expenses	1,024.16	962.55
	Total expenses	**22,364.53**	**13,286.88**
3	(Loss) before exceptional items and tax (1 - 2)	(144.19)	(1,845.29)
4	Exceptional Items	-	-
5	(Loss) before tax (3 - 4)	**(144.19)**	**(1,845.29)**
6	**Tax Expense**		
7	Current Tax	-	-
8	Deferred Tax	(50.21)	(638.70)
9	**Total Tax Expense (7 + 8)**	**(50.21)**	**(638.70)**
10	**(Loss) for the period (5 - 9)**	(93.98)	(1,206.60)
11	Other comprehensive income (OCI)	-	-
	Total Other comprehensive income	-	-
12	**Total comprehensive income for the period (10+11)**	**(93.98)**	**(1,206.60)**
13	Paid-up equity share capital (Face value Rs. 10 each)	93,938.16	33,062.64
14	Earnings per share (of Rs 10/- each) (not annualised):		
	(a) Basic ()	(0.01)	(0.36)
	(b) Diluted ()	(0.01)	(0.36)
	See accompanying notes to the financial results		

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Notes:

1. The Standalone results for the Quarter Ended 30 June 2017 were reviewed and recommended by the Audit Committee and approved by the Board of Directors at their respective meetings held on 13th September 2017.

2. During the quarter ended 30th June 2017 , the Company allotted :
(i) 10,193 equity shares at a price of Rs 32.98 per equity share (including premium of Rs 22.98 Per equity share) to a CDR lender towards conversion of Funded Interest Term Loan
ii) 24,03,425 Equity shares to 14 CDR lenders at a price of Rs 40.05 per Equity share (including a premium of Rs 30.05 per equity share) towards conversion of Interest sacrifice.

3. The Company has adopted the Indian Accounting Standards (Ind AS) from April 1 , 2017 and these financials have been prepared in accordance with the recognition and measurement principles laid down in Ind AS 34 Interim Financial Reporting prescribed under section 133 of the Companies Act 2013 read with relevant rules issued thereunder. The date of transition to Ind AS is April 1, 2016. The impact of transition has been accounted for in opening reserves and the comparative period results has been restated accordingly. The Opening balance sheet as at April 1, 2016 and the results for the subsequent periods would be published along with the annual financial statements for the year ending March 31, 2018.

4. The Statement does not include Ind AS compliant results for the preceding quarter and previous year ended March 31, 2017 as the same is not mandatory as per SEBI's Circular dated July 5, 2016

5. The reconciliation of net profit or loss reported for the quarter ended June 2016 in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given below:

Description	Quarter ended June 30, 2016 Rs. (In Lakhs) (Unaudited)
Net (loss) as per Previous GAAP (Indian GAAP)	**(4,184.15)**
<u>IND AS adjustments</u>	
1) Income on financial assets measured at amortized cost	1,927.52
2) Decrease in borrowing cost pursuant to application of Effective Interest rate	455.00
3) Others	(43.67)
4) Deferred Tax	638.70
Net (loss) as per Ind AS	**(1,206.60)**
Other comprehensive income	-
Total comprehensive income for the period	**(1,206.60)**

This reconciliation statement has been provided in accordance with circular CIR/CFD/FAC/2016 issues by SEBI dated July 5, 2016 on account of implementation of Ind AS by listed companies

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6. The Company was in the course of executing project for Governorate of Basra, Government of Iraq ('the customer'). There were some delays in commencement of the project due to regulatory compliances. However the said contract has been cancelled by the Customer during February 2014. The construction activities has been ceased, and the case filed against the customer for the recovery of the amounts so far incurred in respect of the said project, has been decided in favor of the company by the court of Cassation(Supreme Court). In view of this development, the company has also filed a revised claim with ECGC. The total amounts due to Company recorded under Trade Receivables, Unbilled revenue (after excluding the margin which has been written off) and Other Financial Assets (Non current), in respect of this project, aggregate to Rs. 8,297.29 Lakhs (June 2016 - Rs. 7,241.56 Lakhs). Considering the steps taken by the Company, the management is confident of realizing the monies and do not expect any shortfall in realization of the dues.

7. Financial Assets Loans (Non Current) include Rs. 3,317.04 Lakhs (June 2016 - Rs 2,883.77 lakhs) (including interest accrued up to 31 March 2016), and Other Trade Receivables under "Other Non Current Financial Assets" include net amount of Rs. 305.53 Lakhs (June 2016 - Nil), due from Leitwind Shriram Manufacturing Limited (LSML)(a related party). As part of the Corporate Debt Restructuring (CDR) package entered into by LSML with its bankers, the dues to SEPC is subordinated to the dues to Bankers and hence expected to be recovered before March 2030. Considering the extended repayment period and future business potential for Wind Energy Business, the management is confident of realizing the dues.However as a matter of prudence, the Company has stopped recognising interest from April 01, 2016 on the principal amount outstanding.The auditors have qualified this matter in their report for the quarter ended June 30, 2017.

8. The Company entered into a contract to construct Ammonia plant for Bharath Coal and Chemicals Limited (BCCL) (related party). The project is stalled due to delay in statutory approvals. The total exposure in this project recorded under Unbilled Revenue and Contract Work In Progress is Rs. 6,742.12 lakhs (June 2016 - Rs 6,307.44 lakhs). Considering the positive development in BCCL's efforts in identifying alternate options to complete the project, the management is of the view that BCCL will be in a position to complete the Ammonia Plant project and thereby the Company will be able to realize these amounts in full.

9. Financial Assets Loans (Non Current) include Rs 41,150.88 lakhs (June 2016 - Rs 36,126.40 lakhs) due from an associate company and its subsidiary. In order to secure these dues the company has entered into an arrangement, with the said associate and another wholly owned subsidiary of the associate which is engaged in coal mining operations in USA by which the company has acquired absolute and unconditional mining operation rights to exploit the coking coal reserves in relation to the mines of the said subsidiary, and the right to surplus cash flows, (after meeting subsidiary's lenders and other commitments), to the extent of the above mentioned dues. Also the associate company has given an undertaking that it will not divest its holdings in the said subsidiary company, without the prior consent of the company till the dues to the company are settled.

Based on the projected operations of the mines and consequential projected cash flows, the outstanding dues are expected to be recoverable over a period of 11 years. In view of a mining asset and its cash flows being secured towards the outstanding due to the Company, no provision is considered necessary for these dues at this stage. However, as a matter of prudence the company has stopped recognising interest from April 1, 2016 on principal amounts outstanding.

10. The company is engaged in the sole activity of carrying on the business of "Engineering and Procurement Contract (EPC)" and therefore, has only one reportable segment in accordance with Ind AS 108 'Operating Segments". Hence, no separate segment reporting is applicable to the company.

11. Previous period figures have been regrouped / reclassified to be in conformity with current period's classification/disclosure, wherever necessary.

For Shriram EPC Limited

T Shivaraman
Managing Director & CEO

Place: Chennai
Date: 13th September 2017

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