



FORM NO. MGT - 13

Report of the Scrutinizer(s)
[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the
Companies (Management and Administration) Rules, 2014]

Dated 23rd February 2017

To,

The Chairman,

of the Deemed General Meeting of **SHRIRAM EPC LIMITED**, held on 23 February 2017 at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008, at 11.00 A.M.

Subject: Ordinary Resolution(s) and Special Resolution(s) under different provisions of the Companies Act, 2013 read with Rules made there under- *Voting through electronic means in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, framed there under & Voting by Poll under Section 109 of the Companies Act read with Rule 21 of the Companies (Management & Administration) Rules, 2014, framed there under*

Dear Sir,

I, Rajib Lochan Sarangi, Practicing Company Secretary, Chennai appointed as Scrutinizer as per the letter dated 19 January, 2017, for the purpose of voting by electronic means on the below mentioned resolutions, at the Deemed General Meeting of **SHRIRAM EPC LIMITED**, held on 23 February 2017 at 4th Floor, Sigappi Achi Building, 18/3 Rukmini Lakshmipathi Salai, Egmore, Chennai-600008, at 11.00 A.M hereby submit my report as under:

a.	Pursuant to Section 101, 108 of the Act and 3(1) of Rule 20 of the Companies (Management & Administration) Rules, 2014, the notices convening the meeting including Statement under Section 102 of the Act have been dispatched to all the members of the Company through electronic means (wherever email ids were available) and to the other shareholders by Ordinary post on 23 January, 2017 and subsequently, the Notice convening was also placed on the website of the Company and that of the agency, i.e., CAMEO CORPORATE SERVICES LIMITED (Registrar
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	and Share Transfer Agent). The members of the Company were given an option to vote electronically on e-voting platform, provided by the Central Depository Services (India) Limited (CDSL).
b.	The Public Advertisement with respect to dispatch of notices and conducting of voting through electronic means was published in an English newspaper Financial Express of wide circulation on 25 th January 2017 and a vernacular newspaper Maalai Thamazhagam on the 25 th January 2017.
c.	The e-voting period commenced on January, 24 2017 at 10:00 A.M. and ended on February 22 , 2017 at 05:00 P.M.
d.	Accordingly, the electronic votes cast were taken into account and at the end of this voting period, on February 22, 2017 at 05:00 P.M, the CDSL portal was blocked for voting.
e.	The votes cast were unblocked in the presence of two witnesses on February 23 , 2017
f.	A register has been maintained electronically to record the assent or dissent, received, mentioning the particulars of name, address, folio number or client ID of the shareholders, number of shares held by them, nominal value of such shares. As there were no shares with differential voting rights, the question of maintaining the list of shares with differential voting rights did not arise.
g.	The Corporate members who had participated in the e-voting had provided the scanned copy of the resolution passed at the Board of Directors for authorisation to vote/attend the resolutions considered in the Deemed General Meeting.

The resolutions have been passed through Postal Ballot. So there is no question of ballot paper distribution.

The resolutions for which this Deemed General Meeting of the shareholders was held were as follows:

S.No	Resolutions	Nature of Resolution
1	Issue of 47,27,315 equity shares on preferential basis in terms of ICDR Regulations Conversion.	Special
2	Preferential issue to a Private Limited Company -M/s. KPR Investments P. Ltd (KPR) for an amount not exceeding Rs. 35 crores subject to shareholders and other regulatory approvals, at a price to be determined as per regulations.	Special
3	Increase in Authorised Capital of the Company	Ordinary
4	Amendment to the Memorandum of Association of the Company	Special



The results of the poll & voting by electronic means are as follows:

The details of the number of members present and voting in person or by proxy and the valid / invalid votes in respect of each of the resolutions are given below.

Resolution S. No	Number of members who cast their votes either by e- voting/ poll in the EGM		Number of valid Votes	Number of invalid votes
	ASSENT	DISSENT		
1	130	4	134	7
2	129	4	133	8
3	130	3	133	8
4	126	6	132	9

The summary of the results in terms of the Number of votes cast for and against out of the total valid votes is given below.

E VOTING & POLL						
Resolution Sl. No	No of VOTES CAST IN FAVOUR	No of VOTES CAST AGAINST	Total - Valid Votes	Assent %	Dissent %	Passed/Not Passed
1	181945406	64469593	246414999	73.84	26.16	Not Passed as Special resolution
2	181945306	64469593	246416799	73.84	26.16	Not Passed as Special resolution
3	181945406	64469493	246414899	73.84	26.16	Passed as Ordinary resolution
4	181945131	64469708	246414839	73.84	26.16	Not Passed as Special resolution

Since the requisite number of votes cast in favour exceeded the number of votes cast against the resolutions in Sl. No 3, I hereby report that the above resolution in Sl. No. 3 was passed with requisite majority. The resolutions in Sl. No. 1, 2 & 4 were not passed with requisite majority.

1. 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.



2. The data sheet relating to e-voting and other related papers/registers, records are in the safe custody of the undersigned, and that they will be handed over to the Chairman of the company, once the Minutes are approved and signed.

Thanking you,



Yours faithfully,

A handwritten signature in blue ink, appearing to read "R. Sarangi".

RAJIBLOCHAN SARANGI
Company Secretary in Practice
CP No 17498

Witness :1

Witness :2

Counter Signed by

T. SHIVARAMAN
Managing Director