

The National Stock Exchange of India Ltd.,
Exchange Plaza, 5th Floor
Bandra-Kurla Complex
MUMBAI-400 051
NSE Symbol SHRIRAMEPC

BSE Limited
14th Floor, P.J. Towers
Dalal Street
MUMBAI-400 001
Scrip Code : 532945

29TH May, 2019

Dear Sir,

SUB: Submission of Annual Secretarial Compliance Report for year ended 31st March, 2019 in compliance of Regulation 24A of SEBI (LODR) Regulations, 2015.

With reference to the above subject matter, we are enclosing herewith the Annual Secretarial Compliance Report dated 29th May 2019 for the year ended 31st March, 2019 given by M/s. R Sridharan & Associates who have carried out the secretarial audit and submitted Annual Secretarial Compliance Report.

Kindly take the same on record.

Thanking you,

Yours faithfully
For **Shriram EPC Limited**


K. SURESH
Vice President &
Company Secretary.

Encl.:a.a.



**Secretarial compliance report of SHRIRAM EPC LIMITED for the year ended 31st
March 2019**

We, **R. SRIDHARAN & ASSOCIATES, Company Secretaries** have examined:

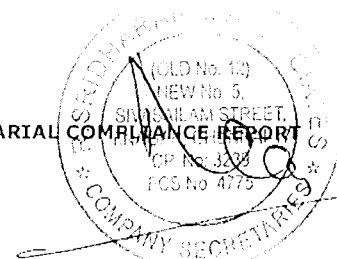
- a) All the documents and records made available to us and explanation provided by **SHRIRAM EPC LIMITED (CIN: L74210TN2000PLC045167)** having its Registered office at **Sigappi Achi Building, 4th Floor, 18/3, Rukmini Lakshmi pathi Road, Egmore, Chennai- 600008. ("the listed entity")**.
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity, (website address: **www.shriramepc.com**)
- d) other documents/ filings, as may be relevant, which has been relied upon to make this certification, for the year ended **31st March 2019** in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, include:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 & Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (Not applicable during the year under review);
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable during the year under review);

SHRIRAM EPC LIMITED

SECRETARIAL COMPLIANCE REPORT



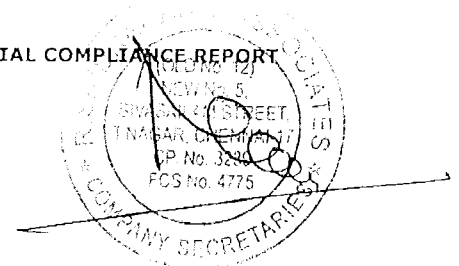


- e) Securities Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Employee Stock Option Scheme, 2007 approved under the Securities Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (Not applicable during the year under review);
 - f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable during the year under review);
 - g) Securities and Exchange Board of India (Issue and listing of Non- Convertible and redeemable Preference shares) Regulations, 2013 (Not applicable during the year under review);
 - h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) regulations, 1993;
 - j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- and circulars/ guidelines issued there under;

and based on the above examination, We hereby report that, during the Review Period:

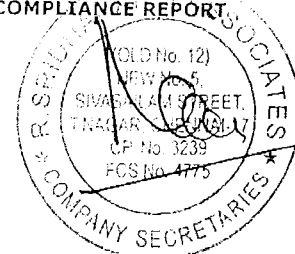
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:-

| Sr. No | Compliance Requirement (Regulations/circulars/ guidelines including specific clauses | Deviations | Observations/ Remarks of the Practicing Company Secretary |
|--------|--|---|--|
| 1 | The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015. | The Company has not disclosed to the Stock Exchange the Details pertaining to Closure of Trading Window for the Board Meeting dated 07 th June 2018 and 10 th | As per the information provided by the Management Closure of Trading Window was intimated for the Original |





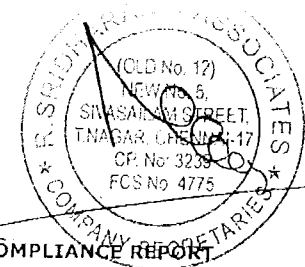
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|---|--|---|--|
| | | August 2018. | Meeting scheduled on 25 th May 2018 which got cancelled and postponed due to IRP issue to 09 th June and later the rescheduled meeting onto 7 th June 2018. Same in the case of 10 th August, 2018. Meeting initially scheduled for 03 rd August, 2018 and then postponed to 10 th August, 2018. |
| 2 | Regulation 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | The Company has published in the Newspaper, an advertisement pertaining to transfer of shares to IEPF on 18 th August 2018. The Company has not intimated the same to the Stock Exchange as per Regulation 47(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | As per the information provided by the Management, this advertisement was meant only for few shareholders. The same was not intimated to Stock Exchange by oversight. |
| 3 | Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | The Deemed General Meeting of the Company was held on 28 th December 2018. The Company has filed the Voting Results in XBRL format on 2 nd January 2019 which is beyond the prescribed time limit as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | The Management confirmed that the Voting Results in PDF format was submitted immediately after the results have been announced and Ack. Received from SE. Later, on 31 st December, 2018 as required by SE the Company had submitted the same in XBRL format. |
| 4 | SEBI Circular CIR/CFD/CMD/04/2015 dated 09 th September 2015. | The Company has not disclosed the reason for the resignation of Mr. Krishnamurthy as an Independent Director of the Company as per SEBI Circular | The Management informed that No specific reason was mentioned in his Resignation Letter and the Company has just intimated to SE accordingly. The |





| | | | |
|---|--|--|--|
| | | CIR/CFD/CMD/04/2015 dated 09th September 2015. | Management Noted the observation and assured to ensure the reasons would be mentioned in the future |
| 5 | BSE CIRCULAR NO: LIST/COMP/05/2017-18 June 14, 2017 | The Company has not filed the Reconciliation of Share Capital in XBRL format to the Stock Exchange for the Quarter ended 30 th June 2018 and 30 th September 2018. | The Management informed that the Pdf format was submitted within due date. Subsequently, the Company has started filing in XBRL format also. |
| 6 | Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | The Company has appointed Mr K S Sripathi as an Independent Director of the Company with effect from 11 th September 2018. The Company has intimated the same to the Stock Exchange on 21 st September 2018 which is beyond the prescribed time limit as per Regulation 30(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The Management informed that The intimation to the Stock Exchange was delayed due to delay in receipt of few documents from the director. |
| 7 | Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. | The Annual General Meeting of the Company was held on 03 rd August 2018. The Company has filed the Voting results in XBRL format on 6 th August 2018 which is beyond the prescribed time limit as per Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. | The management informed that the Company had submitted the PDF format on time and the delay in XBRL was due to some technical issues. |

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under insofar as it appears from our examination of those records.





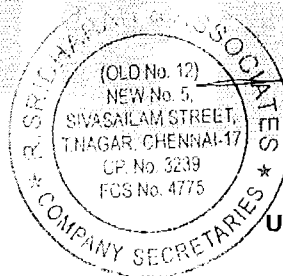
(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries (Not applicable to this company) either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued there under:

| Sr. No. | Action taken by | Details of violation | Details of action taken E.g. Fines, warning letter, debarment etc. | Observations/remarks of the Practicing Company Secretary, if any. |
|---------|-----------------|----------------------|---|---|
| Nil | | | | |

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

| Sr. No | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended | Actions taken by the listed entity if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--|---|---|--|
| Not applicable | | | | |

FOR R.SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES



CS R.SRIDHARAN
C.P NO.3239
FCS.NO.4775
UIN: S2003TN063400

PLACE : CHENNAI
DATE : 29TH MAY, 2019