

29th August, 2019

The National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Banda Kurla Complex,
Mumbai – 400 051

BSE Limited
14th Floor, P.J. Towers
Dalal Street,
Mumbai – 400 051

NSE Symbol SHRIRAMEPC

Scrip Code:532945

Dear Sir,

Sub: Submission-of-copies-of-the-newspaper-advertisement-confirming-completion-of-despatch-of-the-notice-of-the-19th Annual-General-Meeting and intimation of Book- Closure dates and Remote E-voting facility – Reg.

In compliance with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing copies of the newspaper advertisement published in Financial Express (English) and Maalai Thamizhagam (Tamil) both dated August 28, 2019, confirming the completion of despatch of Notice convening the 19th Annual General Meeting (including information on e-voting and Book Closure) and Annual Report for the financial year ended March 31, 2019, to the Members of the Company.

As per Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is providing to its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The Instructions for e-voting are mentioned in the said notice.

The Register of Members & Share Transfer Books of the Company shall remain closed from **Monday, 9th September 2019 to Wednesday, 18th September, 2019** (both days inclusive), for the purpose of 19th Annual General Meeting (AGM) of the Company to be held on 18th September, 2019.

The aforesaid details have also been made available on the website of the Company, viz., www.shriramepc.com

Thanking you,

Yours faithfully,
For Shriram EPC Limited,


K SURESH,
VICE PRESIDENT & COMPANY SECRETARY.

Encl.: As above

Shriram EPC Limited

1st Floor, 'Rajah Annamalai Building', No.18/3, Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008. India. Ph : +91 44 4900 5555, Fax : +91 44 4900 5599 / 4269 2155
Regd. Office : 4th Floor, 'Sigapi Achi Building', No.18/3, Rukmani Lakshmipathi Road,
Egmore, Chennai - 600 008. Ph : +91 44 4901 5678 Fax : +91 44 4901 5655
E-mail : info@shriramepc.com, website : www.shriramepc.com
CIN : L74210TN2000PLC045167





Engineering the future
Shriram EPC Limited

Regd. Office : 4th Floor, Sigappi Achi Building, 18/3, Rukmini Lakshmpathi Salai, Egmore, Chennai 600 008. Ph.: 044-49015678; Fax: 044-49015655; Email: suresh@shriramepc.com
Website: www.shriramepc.com Corporate Identification Number: L74210TN2000PLC045167

NOTICE OF 19TH ANNUAL GENERAL MEETING AND E-VOTING INFORMATION AND BOOK CLOSURE

NOTICE is hereby given that the 19th Annual General Meeting (AGM) of the Members of Shriram EPC Limited (the "Company") will be held on **Wednesday, 18th September, 2019 at 10.00 a.m.** at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai - 600 017. Notice of the meeting setting out the business to be transacted there at, together with the Annual Accounts of the Company for the year ended 31st March, 2019 have been sent by electronic mode to members, who's Email IDs are registered with the Company/ Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/Registrars M/s. Cameo Corporate Services Limited and have given consent for receiving communication electronically, copies of the Annual Report 2019 are being sent by electronic mode only.

For members who have not registered their Email Addresses, as decided by the Board of Directors the Annual Report for the Financial Year 2018-19 has been despatched, as per the provisions of Section 136(1) of the Companies Act, 2013 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Members who desire to obtain the physical copies of the Annual Report may write to the Company Secretary at the Registered office. The Annual Report is also available on the Company's website HYPERLINK www.shriramepc.com Members who have not received the Notice of AGM/Annual Report may download it from the Company's website www.shriramepc.com/investors-annual-report.aspx and copies of the said documents are also available for inspection at the Registered Office of the Company on all working days during business hours upto the date of the Annual General Meeting (AGM).

NOTICE is also hereby given pursuant to Section 91 of the Companies Act, 2013, read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the Register of Members and Share Transfer Books of the Company shall remain closed from Monday, 9th September 2019 to Wednesday, 18th September, 2019 (both days inclusive), for the purpose of Annual General Meeting. In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS2) members are provided with the facility to cast their votes on all resolutions set forth in the Notice of the AGM using electronic voting system from a place other than the venue of the AGM (remote e-voting), provided by Central Depository Services (India) Limited (CDSL) and the business may be transacted through remote e-voting. Notice of the AGM shall also be available on the website of the CDSL (www.evotingindia.com).

The remote e-voting facility commences on Sunday, 15th September 2019 at 09.00 a.m. (IST) and ends on Tuesday 17th September 2019 at 5.00 p.m. (IST). During this period, members may cast their vote electronically. The remote e-voting module shall be disabled for voting thereafter by CDSL and voting through electronic means shall not be allowed beyond the said date and time. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not casted their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The voting rights of Members shall be in proportion to the Equity Shares held by them in the paid up equity share capital of the Company as on Wednesday, 11th September 2019 ('cut-off date'). Any person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be eligible to cast vote on all the resolutions set forth in the Notice of AGM either through remote e-voting or ballot paper at the AGM.

Any person, who becomes a member of the Company after the dispatch of Notice of AGM and holding shares as on the cut-off date, may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or investor@cameoindia.com to cast their vote.

The detailed procedure for obtaining User ID and password is also provided in the Notice of AGM, which is available on the website of the Company. If a member is already registered with CDSL for e-voting he can use his existing User ID and password for casting the vote through remote e-voting. In case of any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQs) and e-voting manual available at www.evotingindia.com under help section or write an e-mail to helpdesk.evotingindia@cdslindia.com.

In case of any grievances connected with the facility of voting through electronic means, please contact Mr. Wenceslaus Futardo, Deputy Manager, CDSL, Phiroze Jeejeebhoy Towers, 16th Floor, Dalal Street, Fort, Mumbai - 400001, helpdesk.evoting@cdslindia.com. Tel: 18002005533. Persons entitled to attend and vote at the AGM, may vote in person or by proxy, provided that all proxies in the prescribed form duly signed by the person entitled to attend and vote at the meeting are deposited at the Registered Office of the Company, not later than 48 hours before the commencement of the AGM.

By order of the Board
For Shriram EPC Limited

Place : Chennai
Date : 28.08.2019

Sd/-
K Suresh
Vice President & Company Secretary



Engineering the future

ஸ்ரீராம் இயிசி லிமிடெட்

பதிவு அலுவலகம் : 4வது தளம், சிகப்பி ஆச்சி கட்டிடம், 18/3, ருக்மிணி வகுப்பிதிரி சாலை, எழும்பூர், சென்னை 600 008. தொ.பே.: 044-4901 5678; ஃபேக்ஸ் : 044-4901 5655; ஈமெயில் : suresh@shriramepc.com
இலாசையப்தம் : www.shriramepc.com CIN : L74210TN2000PLC045167

19வது வருடாந்திர பொதுக் கூட்டம் மற்றும் மின்னணு-வாக்குப்பதிவு மற்றும் புத்தகம் மூடுதல் பற்றிய அறிவிப்பு
ஸ்ரீராம் இயிசி லிமிடெட் (கம்பெனி) உறுப்பினர்களின் 19வது வருடாந்திர பொதுக் கூட்டம் (AGM), புதன் கிழமை, 18 செப்டம்பர் 2019 அன்று காலை 10.00 மணிக்கு, காமகோட்டி ஹால், ஸ்ரீ கிருஷ்ண சாந்நாம் ரோடு, த.நகர், சென்னை 600 017ல் நடைபெறும்படி அறிவிக்கப்பட்டுள்ளது. 31 மார்ச் 2019 அன்று முடிந்த ஆய்வுக்கான கணக்குகளுடன் பரிசீலனையை மேம்பட்ட வேகத்தில் அலுவலகங்களிலும் அறிவிப்பு அச்சுத்த பிரதிபலனை போன்ற உறுப்பினர்களைத் தவிர, கம்பெனி/முன்கூட்டு பங்கீட்டுகளுக்கான மின்னணு முறையில் அனுப்பி வைக்கப்பட்டுள்ளது. ஒரு வேளை, கம்பெனி/பதிவுகாரர்கள், M/s. கேமோ கார்பொரேட் சர்வீஸஸ் லிமிடெட்டின் மின்னணு முறையில் முகவரிமைய பதிவு செய்துள்ள, பங்குகளை நேரடி வகையில் வைத்துக் கொள்ளும் உறுப்பினர்கள், மின்னணு முறையில் தகவலைப் பெற ஒப்புதல் வழங்கியிருந்தால், அவர்களுக்கு 2019ல் ஆய்வுகள் வருடாந்திர அறிக்கை, மின்னணு முறையில் மட்டும் அனுப்பி வைக்கப்பட்டுள்ளது.

தங்கள் மின்னணு முகவரிமைய பதிவு செய்யாத உறுப்பினர்களுக்கு, கம்பெனிகள் சட்டம் 2013, 136(1) பிரிவு விதிமுறைகள் மற்றும் செபி (ட்டபயலிட்டுப் பொருட்புகள் மற்றும் வெளிப்படுத்தல் தேவைகள்) ஒழுங்கீறிதிகள்-38ன்படி, இயக்குநர் குழு முயலின் போல், 2018-19ம் நிதியாண்டிற்கான நிதிநிலை அறிக்கைப் பங்குதாரர்களுக்கு நேரடியாக அனுப்பி வைக்கப்பட்டுள்ளது. இந்த ஆண்டின் கணக்குப் பெற விருமம் உறுப்பினர்கள், பதிவு அலுவலகத்திலுள்ள நிறுவனச் செயலகத்துக்கு எழுதிப் பெறலாம். ஆன்லைன் கணக்கு www.shriramepc.com என்ற இலாசையப்தம் ஹோம்பேஸ்சிலிருந்து பெறலாம். AGM அறிவிப்பு/வருடாந்திர அறிக்கைகளைப் பெறும் உறுப்பினர்கள், அவைகளை www.shriramepc.com/investors-annual-report.aspx என்ற கம்பெனி இலாசையப்தத்திலிருந்து பதிவிறக்கம் செய்து கொள்ளலாம். நேரடிபெட்டி அலுவலகங்கள் கம்பெனியின் பதிவு அலுவலகத்தில் அனைத்து வேலை நடக்கின்றன. அனுமதி நேரங்களில், AGM நடைபெறும் தேதி வரை ஆய்வுக்கு கிடைக்கப்படுகிறது.

கம்பெனிகள் சட்டம் 2013 பிரிவு 91, விதி 10ன்படி மற்றும் கம்பெனிகள் (வேளாண்மை மற்றும் நிர்வாகம்) விதிகள், 2014, விதி 42, செபி (ட்டபயலிட்டுப் பொருட்புகள் மற்றும் வெளிப்படுத்தல் தேவைகள்) ஒழுங்கீறுமுறைகள் 2015ன்படி, உறுப்பினர்களின் பதிவேடம் மற்றும் பங்கு மாற்ற புத்தகங்களை வருடாந்திர பொதுக் கூட்டத்திற்கான, திசம்பர் 9, 2019 முதல் புதன் கிழமை, செப்டம்பர் 18, 2019 வரை இடைநடைகளுக்கும் உட்படுத்தப்படுகும் என அறிவிக்கப்பட்டுள்ளது.

கம்பெனிகள் சட்டம் 2013, பிரிவு 108, அதனுடன் விதி 20 கம்பெனிகள் (வேளாண்மை மற்றும் நிர்வாகம்) விதிகள் 2014, திருத்தப்பட்ட 14 மற்றும் ஒழுங்கீறுமுறை 44, செபி (ட்டபயலிட்டுப் பொருட்புகள் மற்றும் வெளிப்படுத்தல் தேவைகள்) ஒழுங்கீறுமுறைகள் 2015 மற்றும் பொதுக் கூட்டங்களில் செயலக உறுப்பினர்களின் பங்கு (SS2), வருடாந்திர பொதுக் கூட்டத்தின்மேல் தரப்பட்டுள்ள அனைத்துத் தீர்மானங்களையும், AGM நடைபெறும் இடத்தில் அறிவிக்க (ரிமோட்) மின்னணு வாக்குப்பதிவு உறுப்பினர்கள் மின்னணு வாக்குப்பதிவு மூலம் பதிவு செய்ய வசதியை, சென்டர்ஸ் டெலிவரி செய்திப்பெட்டி (இந்தியா) லிமிடெட் (CDSL) மூலம் வழங்கி உள்ளது. www.evotingindia.com என்ற CDSLன் இலாசையப்தத்திலும் AGM அறிவிப்பு கிடைக்கப்படுகிறது.

ரிமோட் மின்னணு வாக்குப்பதிவுக் காலம் முடிவிற்குரியும், செப்டம்பர் 15, 2019 இந்திய நேரம் காலை 9.00 மணிக்கு துவங்கி செப்டம்பர் 17, 2019 இந்திய நேரம் காலை 5.00 மணிக்கு முடியும். இந்தக் காலத்தில், உறுப்பினர்கள் மின்னணு முறையில் வாக்களிக்கும். அதன் பின்னர், ரிமோட் மின்னணு வாக்குப்பதிவு செயல்பாட்டில் CDSL ஆல் செயலிடுக்க செய்ப்பாட்டில் மற்றும் ரிமோட் தேதி மற்றும் நேரத்திற்கு பின் மின்னணு முறையில் வாக்களிக்கும் அனுமதிக்கப்பட்ட மாட்டாது. வாக்குத் தர மூலம் வாக்களிக்கும் வசதி AGMல் அறிவிக்கப்படுவதால், ரிமோட் மின்னணு வாக்குப்பதிவு மூலம் வாக்களிப்பதை உறுப்பினர்கள், கூட்டத்தில் கலந்து கொள்ளும்பொழுது வாக்குத் தர மூலம் வாக்களிக்கும், AGMக்கு முன்னர் ஏற்கனவே ரிமோட் மின்னணு வாக்குப்பதிவு மூலம் வாக்களித்த உறுப்பினர்கள் AGMல் கலந்து கொள்ளலாம், ஆனால் மின்னணு வாக்களிக்கும் அனுமதிக்கப்பட்ட மாட்டார்கள்.

இறுதி தேதியான புதன் கிழமை, செப்டம்பர் 11, 2019 அன்றுமுடியும், கம்பெனியின் சரி பங்கு முடிவாகப் பங்கில் உறுப்பினர் வைத்துள்ள சரி பங்கு முடிவாகப் பங்கில் எண்ணிக்கைக்கு நிராகர வாக்களிக்கும் உரிமை வழங்கப்படும். இறுதி தேதியன்றுள்ளும், உறுப்பினர் பதிவேட்டில் அல்லது பொதுச் சட்டம் பற்றிக்கும் பயன்பாட்டும் உரிமையாளர்கள் பதிவேட்டில் வெளி இடம் பெற்றுள்ள உறுப்பினர்கள் மட்டும், AGM அறிவிப்பில் தரப்பட்டிருக்கும் அனைத்துத் தீர்மானங்களுக்கும், ரிமோட் மின்னணு வாக்குப்பதிவு அல்லது AGMல் வாக்குத்தர மூலம் வாக்களிக்கும். AGM அறிக்கை அனுப்பிய பின்னர் கம்பெனியில் உறுப்பினர்கள் சேர்ந்து, இறுதி தேதியன்று பங்குகளை வைத்துள்ளவர்கள் helpdesk.evoting@cdslindia.com அல்லது investor@cameoindia.com என்ற முகவரிக்கு மின்னணு முறையில் யூசர் ID மற்றும் ரகசியச் சொல்லைப் பெற்று வாக்களிக்கும்.

யூசர் ID மற்றும் ரகசியச் சொல்லைப் பெறும் விவரமான வழிமுறைகளைக் கம்பெனி இலாசையப்தத்திலுள்ள AGM அறிவிப்பில் தரப்பட்டுள்ளது. ஒரு உறுப்பினர் ஏற்கனவே CDSLல் பதிவு செய்திருந்தால், அவர் தற்போதுள்ள யூசர் ID மற்றும் ரகசியச் சொல்லைப் பயன்படுத்தி ரிமோட் மின்னணு வாக்குப்பதிவு மூலம் வாக்களிக்கும். மின்னணு முறையில் வாக்களிப்பது தொழில்நுட்ப விளைவாக அல்லது குறைகள் ஏதேனும் இருப்பின், அதனை ஆகக் கூடுதல் வேகத்தில் சேர்விகள் பகுதியை அல்லது www.evotingindia.com என்ற இலாசையப்தத்தின் உதவிப் பிரிவுகளை மின்னணு வாக்கு கையேட்டைப் பார்வையிடும் அல்லது helpdesk.evotingindia@cdslindia.com என்ற முகவரிக்கு மின்னணு முறையில் அனுப்பலாம்.

மின்னணு முறையில் வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், திரு. வெங்கடேசுவரன் சுப்பிரமணியன், துணை மேலாளர், CDSL, ஃபிளோஸ் ஸ்ட்ரீட் 16 டிபன், 16வது தளம், தளம் தெரு, ஃபேட்டை, மும்பை - 400001, helpdesk.evoting@cdslindia.com, தொ.பே.: 18002005533 அல்லது அனைத்து அனுமதி. AGMல் கலந்து கொள்ளும் வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், அவைகளை அனுமதிக்க வேண்டும். கூட்டத்தில் கலந்து கொள்ளும் வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், அவைகளை அனுமதிக்க வேண்டும். வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், அவைகளை அனுமதிக்க வேண்டும். வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், அவைகளை அனுமதிக்க வேண்டும்.

இயக்குநர் குழு ஆணையிடு
ஸ்ரீராம் இயிசி லிமிடெட்டிற்காக

சு/-
கே.சுரேஷ்
இடம் : சென்னை
தேதி : 28.08.2019
வைஸ் பிரெசிடென்ட் & கம்பெனி செயலாட்சி



Notice of Nineteenth Annual General Meeting

NOTICE is hereby given that the Nineteenth Annual General Meeting of the Members of the Company will be held on Wednesday, the 18th September 2019 at 10 AM at Mini Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T. Nagar, Chennai – 600 017 to transact the business the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report and Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31 March, 2019 and the reports of the Auditors thereon.
2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. R. Sundararajan (DIN 00498404), Director of the Company, who retires by rotation at this 19th Annual General Meeting of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation to hold office from the date of this 19th Annual General Meeting (2019) till the date of 20th Annual General Meeting (2020) of the Company, both days inclusive”.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr.M Amjat Shariff (DIN: 00009562), who retires by rotation at this meeting and being eligible has offered himself for re-appointment.”

SPECIAL BUSINESS:

APPOINTMENT OF MR. K S SRIPATHI AS A DIRECTOR OF THE COMPANY:

4. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mr. K S Sripathi (DIN: 02388109), who was appointed as an Additional Director at the meeting of the Board of Directors of

the Company held on 11th September, 2018 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director be and is hereby appointed as the Director of the Company for a period of 5 years.”

“RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to do all such acts, deeds and things as may be required for the above resolution.”

“RESOLVED FURTHER THAT Mr. K S Sripathi (DIN: 02388109) Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term upto the conclusion of the 24th Annual General Meeting of the Company.

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to Section 148(3) and all other applicable provision of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs.50000/- (Rupees fifty thousand only) (exclusive of service tax as may be applicable) and payment of such out of pocket expenses approved by the Board of Directors to be paid to Mr. G Sundaresan, Cost Accountant (Membership No: 11733), for conduct of the audit of the cost accounting records of the Company for the financial year ended 31st March, 2020 be and is hereby ratified and confirmed .

6. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution: -

“RESOLVED that pursuant to the provisions of Section 188 of the Companies Act, 2013 (“Act”) and other applicable provisions, if any, read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended till date, Regulation 23(4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and the Company’s policy on Related Party transaction(s), approval of Shareholders be and is hereby accorded to the Board of Directors of the Company to enter into contract(s)/ arrangement(s)/ transaction(s) with the

following related parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations, on such terms and conditions as the Board of Directors may deem fit, up to a maximum aggregate value as mentioned against each party for the financial year 2019-20, provided that the said contract(s)/ arrangement(s)/ transaction(s) so carried out shall be at arm's length basis and in the ordinary course of business of the Company.

Sl. no	Name of the Related party	Relationship	Maximum Value of Transactions per annum (Rs. in crores)
1	Orient Green Power Company Limited	Company over which Key Managerial Personnel exercise significant influence	2.00
2	Bharat Wind Farm Limited	Company over which Key Managerial Personnel exercise significant influence	0.05
3	Shriram SEPL Composites Pvt. Limited	Subsidiary of the Entities exercising significant influence over the Company	5.00
4	Leitwind Shriram Manufacturing Pvt. Ltd.	Enterprises under the joint control of the Entities exercising significant influence over the Company	10.00
5	Shriram EPC FZE Sharjah	100% subsidiary	70.00

RESOLVED further that the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

By Order of the Board of Directors

Chennai
6th August, 2019

K SURESH
Vice President & Company Secretary

Notes

A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and Vote on a poll only instead of him / her. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than fortyeight hours before the scheduled time of the commencement of 19th Annual General Meeting.

1. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
2. The Explanatory statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
3. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
4. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.



7. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
8. Additional information pursuant to regulation 36 of the Listing Regulations viz. Soft Copy of full annual report to all those shareholders who have registered their email address(es) for the purpose, Hard copy of statement containing the salient features of all the documents as prescribed in Section 136 of Companies Act, 2013 or rules made thereunder to those shareholders who have not so registered. Hard copies of full annual reports to those shareholders, who request for the same inter-se are provided in the Explanatory Statement forming part of the notice.

The Register of Members and the Share Transfer Books of the Company shall remain closed Monday, 9th September 2019 to Wednesday, 18th September, 2019 (both days inclusive), for the purpose of Annual General Meeting.

9. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Cameo Corporate Services Ltd, Subramanian Building, No:1 Club House Road, Chennai-600002. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
10. Pursuant to provisions of Section 125 of the Companies Act, 2013, dividend which remain unpaid/unclaimed for a period of 7 years from the date of transfer of the same to the Company's unpaid dividend account shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government.

The following are the details of the Unpaid / Unclaimed amounts transferred by the Company along with the underlying shares of 2194 shares.

Financial Year	Amount transferred to IEPF
2008-09	Rs. 49,370
2009-10	Rs. 78,939
2010-11	Rs.1,65,411

Members who have not encashed their dividend warrants are requested to lodge their claims with the IEPF Authorities.

11. Copies of the Annual Report 2019 are being sent by electronic mode only to all the members, who's Email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited, and have given consent for receiving communication electronically, copies of the Annual Report 2019 are being sent by electronic mode only. For members who have not registered their Email addresses, physical copies of the Annual Report 2019 are being sent by the permitted mode.
12. The Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode to all the members whose Email addresses are registered with the Company/ Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose Email IDs are registered with the Company/ Registrars M/s. Cameo Corporate Services Limited, and have given consent for receiving communication electronically, the Notice of the 19th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their Email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
13. Members may also note that the Notice of the 19th Annual General Meeting and the Annual Report 2019 will also be available on the Company's website www.shriramepc.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars M/s. Cameo Corporate Services Limited at evoting@.com
14. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to the date of the AGM.
15. Voting through Electronic means
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies

- Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote at the 19th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
- (ii) The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility.
 - (v) The Company has appointed Mr. Rajiblochan Sarangi, Practicing Company Secretary (Membership No. 20312) as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
 - (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e 11.9. 2019.
 - (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. 11.9. 2019 only shall be entitled to avail the facility of remote e-voting.
 - (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. 11.9.2019, may obtain the User ID and password in the manner as mentioned below:
 - a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.com> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - b) Member may call Central Depository Securities Limited (CDSL) toll free number 1800-200-5533.
 - c) Member may send an e-mail request to evoting.com. If the member is already registered with NSDL e-voting platform, then he can use his existing User ID and password for casting the vote through remote e-voting.
- (ix) The remote e-voting facility will be available during the following period: Commencement of remote e-voting : From 9.00 a.m. (IST) on 15th September 2019.
- End of remote e-voting : Up to 5.00 p.m. (IST) on 17th September, 2019.
- The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon the expiry of the aforesaid period.
- (ii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, within 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.shriramepc.com and on the website of CDSL <https://cdslindia.com>. The results shall simultaneously be communicated to the Stock Exchange.
 - (iii) Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. 18th September, 2019.
- (iv) Instructions and other information relating to remote e-voting:**
- A. I. The Company has entered into an arrangement with Central Depository Securities Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:
- a. In case of Members receiving an e-mail from CDSL:
 - i. Open the PDF file 'SEPC e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.
 - ii. Launch an internet browser and open <https://www.evoting.CDSL.com/>



iii. Click on Shareholder - Login.

iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.

v. Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.

It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

vi. Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.

vii. Select 'EVEN' of Shriram EPC Limited.

viii. Now you are ready for e-voting as 'Cast Vote' page opens.

ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

x. Upon confirmation, the message 'Vote cast successfully' will be displayed.

xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

xii. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at scrutinizer@snaco.net with a copy marked to evoting@cdsl.co.in.

In case of Shareholders receiving physical copy of the Notice of AGM and Attendance Slip

I. Initial Password is provided, as follows, at the bottom of the Attendance Slip.

EVEN (E-Voting Event Number)	USER ID	PASSWORD
-	-	-

Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of CDSL's e-voting website www.evoting.cdsl.com.

III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.

IV. The voting rights shall be as per the number of equity share held by the Member(s) as on 11th September 2019. Members are eligible to cast vote electronically only if they are holding shares as on that date.

V. The e-voting module shall be disabled by CDSL at 5.00 p.m. on the same day.

By Order of the Board

Chennai
6th August, 2019

K Suresh
Vice President &
Company Secretary

Registered Office:
Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008
CIN: L74210TN2000PLC045167
Tel:+91(44)49015678 Fax: 91(44)4901 5655
E-mail:suresh@shriramepc.com
Website: www.shriramepc.com

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO 4

Appointment of Mr. K S Sripathi (DIN: 02388109) as an Independent Director.

The Board of Directors of the Company through circular resolution on 10th September, 2018, appointed Mr. K S Sripathi as an Additional Director of the Company with effect from 11th September, 2018, and the Articles of Association of the Company.

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. K S Sripathi (DIN: 02388109) as an Additional Director of the Company, with effect from 11th September 2018 under Sections 149, 150 and 152 of the Companies Act, 2013 and Article 68 (ii) of the Articles of Association of the Company as an Independent Director of the Company. Mr. K S Sripathi holds office upto the date of forthcoming Annual General Meeting and is eligible to be appointed as an Independent Director for a period of 5 years.

The Company has received a declaration of independence from Mr. K S Sripathi. In the opinion of the Board, Mr. K S Sripathi fulfils the conditions as set out in Section 149(6) and Schedule IV of the Companies Act, 2013 and Listing Regulations, of being eligible for appointment as Independent Director for a period of 5 years. Mr. K S Sripathi is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has given his consent to act as a Director. A copy of the draft Letter of Appointment for the Independent Director is available for inspection at the Registered Office of the Company during business hours on any working day.

The Board recommends the resolution set forth for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution except Mr. K S Sripathi.

Item no.5

Pursuant to Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) has approved the appointment of Mr. G Sundaresan, Cost Accountant (Membership No: 11733 as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending on 31st March 2020 on a remuneration of Rs.50000/- (exclusive of service tax as may be applicable) and payment of such out of pocket expenses. The remuneration payable to the cost auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March, 2020 in terms of Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014. The Board recommends the ratification of remuneration payable to Cost Auditor for the financial year ending 31st March, 2020.

ITEM NO.6

Section 188 of the Act and the applicable Rules framed thereunder provide that any Related Party Transaction will require prior approval of shareholders through ordinary resolution, if the aggregate value of transaction(s) amounts to 10% or more of the annual turnover of the Company as per last audited financial statements of the Company.

Accordingly, transaction(s) entered into with the below mentioned parties comes within the meaning of Related Party transaction(s) in terms of provisions of the Act, applicable Rules framed thereunder read with the Listing Regulations. Hence, approval of the shareholders is being sought for the said Related Party Transaction(s) proposed to be entered into by your Company in the financial year 2019-20 and the value of proposed aggregate transactions with the various parties which is likely to exceed the said threshold limit, during the financial year 2019-20. The Particulars of the Related Party transactions, which are required to be stated in the Explanatory Statement, as per Rule 15 of the Companies (Meeting of Board and its Power) Rules, 2014 are as follows:



Sl. no	Name of the Related party	Relationship	Maximum Value of Transactions per annum (Rs. in crores)
1	Orient Green Power Company Limited	Company over which Key Managerial Personnel exercise significant influence	2.00
2	Bharat Wind Farm Limited	Company over which Key Managerial Personnel exercise significant influence	0.05
3	Shriram SEPL Composites Pvt. Limited	Subsidiary of the Entities exercising significant influence over the Company	5.00
4	Leitwind Shriram Manufacturing Pvt. Ltd.	Enterprises under the joint control of the Entities exercising significant influence over the Company	10.00
5	Shriram EPC FZE Sharjah	100% subsidiary	70.00

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 and amendments thereto, and the Company's Related Party Transaction Policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or Key Managerial Personnel who is related, if any	<p>Mr. T. Shivaraman may be deemed to be concerned in his capacity as Director of Orient Green Power Company Limited, SVL Ltd, Shriram EPC FZE Sharjah</p> <p>Mr. R Sundararajan and Ms. Chandra Ramesh may be deemed to be concerned in their capacity as Directors of Orient Green Power Company Limited</p> <p>Mr. K S Sripathi may be deemed to be concerned in his capacity as Director of Shriram EPC FZE Sharjah</p>
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of the contract or arrangement	All proposed transactions are proposed to be carried out based on business requirements of the Company and shall be in ordinary course of business and at arms' length. All the transactions are for availing or rendering of services within SEPC group, details of value and material terms of which are given in table above
Any other information relevant or important for the members to take a decision on the proposed resolution	None

The above contracts / arrangements / transactions were approved by the Audit Committee at its meeting held on August 06, 2019 and recommended by the Board of Directors to the unrelated shareholders of the Company for their approval.

As per Regulation 23(7) of SEBI(LODR) Regulations, 2015 all entities falling under the definition of related parties shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

Accordingly, all related parties of the Company, including, the Directors and Key Managerial Personnel of SEPC will not vote on this resolution.

None of the Directors or any of the Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 6 of the Notice. However, Mr. T. Shivaraman may be deemed to be concerned in his capacity as Director of Orient Green Power Company Limited ,SVL Ltd and Shriram EPC FZE Sharjah , Mr R Sundararajan and Ms. Chandra Ramesh as Directors of Orient Green Power Company Limited and Mr. K S Sripathi as Director of Shriram EPC FZE Sharjah.

The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

Chennai
6th August, 2019

K Suresh
Vice President &
Company Secretary

Registered Office:
Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmi pathi Road,
Egmore, Chennai-600008.



DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS AN INDEPENDENT DIRECTOR AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49(IV)(g) of the Listing Agreement)

Name of the Directors	Mr. R Sundararajan	Mr. M Amjat Shariff	Mr. K S Sripathi
Date of Birth (Age in years)	28.04.1948 (71 Years)	4.4.1955 (64 Years)	9.10.1951 (68 Years)
Date of Appointment	22.10.2005	20.09.2007	11.09.2018
Qualifications	Mechanical Engineer from the Jadhavpur University, Calcutta, and an MBA from Indian Institute of Management, Ahmedabad	M Tech (Chem) from IIT, Chennai	Post Graduate in Science, Business Administration
Experience and expertise in specific functional area	Over 40 years in the Pharmaceutical Industry. He has spearheaded significant technology innovations and foreign collaborations in this sector.	Project execution, sales, marketing and corporate planning. He has specialized in coresector, executing and management of projects, particularly related to steel, copper and power.	Having entered the Indian Administrative Service in1975 he retired as the Chief Secretary of the Government of Tamilnadu in the year 2010. He had worked with the Government of India as Director and the Joint Secretary in the Ministry of Urban Development.
Shareholding in Shriram EPC Limited	9800 shares	282984 shares	NIL
Relationship with other Directors / KMPs	NIL	NIL	NIL
Directorships / held in other Listed Companies	Orient Green Power Company Limited, Take Solutions Limited, Shriram Asset Management Company Limited	NIL	Trigyn Technologies Limited
Committee Membership and	Chairman – Audit Committee & Nomination &	NIL	Member – Audit Committee – Trigyn Technologies
Chairmanship held in other Listed Companies	Remuneration Committees Member – Stakeholder Relationship Committee – Take Solutions Limited., Chairman – Stakeholder Relationship Committee Member – Audit Committee and Nomination Remuneration Committee - Orient Green Power Company Limited		

Notes:

1. The Directorship, Committee Membership and Chairmanships do not include positions in Foreign companies, unlisted companies, private companies and Section 8 companies.
2. The proposal for re-appointment of Directors has been approved by the Board of Directors pursuant to the recommendation of Nomination and Remuneration Committee considering their skills, experience and positive outcome of performance evaluation.
3. Terms and conditions of re-appointment and remuneration are as per the Nomination and Remuneration Policy of the Company.
4. Detailed profile of Directors, number of meetings of the Board of Directors attended by them during the financial year and remuneration drawn are provided in the Corporate Governance Report which forms part of the Annual Report.



Shriram epc

Engineering the future



Shriram epc

Engineering the future

Regd. Office: Sigapi Achi Building, 4th Floor,
18/3, Rukmini Lakshmi pathi Road, Egmore, Chennai-600008

Tel: +91(44)49015678, Fax: 91(44)4901 5655

E-mail: suresh@shriramepc.com

Website: www.shriramepc.com

CIN: L74210TN2000PLC045167

