

SHRIRAM EPC LIMITED

Regd office: Sigapi Achi Building, 4th Floor,
No.18/3, Rukmini Lakshmipathi Road, Egmore, Chennai- 600 008
CIN: L74210TN2000PLC045167

MINUTES BOOK

MINUTES OF THE MEETING RELATING TO DECLARATION OF RESULTS OF POSTAL BALLOT OF SHRIRAM EPC LIMITED HELD ON FRIDAY, THE 28TH DECEMBER, 2018, AT SIGAPPI ACHI BUILDING, 4TH FLOOR, 18/3, RUKMANI LAKSHMIPATHI ROAD, EGMORE, CHENNAI - 600 008

The meeting commenced at 04.00 P.M. and concluded at 04.20 P.M.

PRESENT:

Mr. M Amjat Shariff	-	Joint Managing Director
Mr. K Suresh	-	Vice President & Company Secretary
Mr. Rajib Lochan Sarangi	-	Scrutiniser

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company had issued a Postal Ballot Notice dated 12th, November 2018, to obtain approval from the shareholders through postal ballot/e-voting on the following Special Resolutions:

1. Ratification of the Appointment of Mr. S Babu - Director
2. Approval for Alteration of Articles of Association

The Company had appointed Mr. Rajib Lochan Sarangi, Practicing Company Secretary, Chennai to conduct voting through postal ballot process.

The notice of postal ballot/e-voting containing ordinary and special resolutions, explanatory statement, postal ballot forms, e-voting user IDS and passwords and a self-addressed pre paid business reply envelope were sent to the members and others concerned, through courier /email on 27th November, 2018. The Notice of postal ballot/ e-voting was also placed on the website of the Company viz. www.shriramepc.com.

The intimation about completion of dispatch of the postal ballot forms/ e-voting and the last date for receipt of reply from shareholders was also intimated to the shareholders by way of publication of advertisement in Financial Express (English) and Malai Thamizhagam (Tamil) Chennai edition on 29th November 2018.

Members were advised to carefully read the instructions before casting their vote and were also advised to complete the e-voting process/return the duly completed forms in the attached self-addressed envelope, so as to reach the Scrutiniser on or before the close of business hours at 5.00 P.M. on Thursday, 27th December, 2018.



**CHAIRMAN'S
INITIALS**

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As intimated to the members through the postal ballot notice:

- i. The Postal ballot forms/e-voting received after the close of business hours on Thursday, 27th December, 2018 have been treated as 'response not received from the shareholders.'
- ii. Voting rights have been reckoned on the paid up value of the shares registered in the name of shareholders as on Friday, 23rd November, 2018.

After due scrutiny of all the postal ballot forms received /e-voting made upto the close of working hours (17.00 hours) on Thursday, 27th December, 2018 (being the last date fixed for receipt of duly filled postal ballot forms), the Scrutiniser submitted his final report on Friday, 28th December, 2018.

On the basis of the report of the Scrutiniser, Mr. M. Amjat Shariff (DIN:00009562) – Joint Managing Director of the Company declared the results of the Postal Ballot/e-voting on Friday, 28th December, 2018.

The date of declaration of the results of postal ballot/e-voting has been taken as the date of passing of the Resolutions.

Mr. Rajib Loachan Sarangi, Practicing Company Secretary stated that he had carried out the scrutiny of all the postal ballot forms received upto the close of working hours (17.00 hours) on Thursday, 27th December, 2018 and submitted his report relating to the results of the voting by Postal Ballot to Mr. M. Amjat Shariff (DIN:00009562) – Joint Managing Director. He added that the Company had extended the facility of e-voting to its members as required under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. He also stated that the Postal Ballot had been conducted in compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The Report submitted by the Scrutiniser was taken on record and Mr. M. Amjat Shariff (DIN:00009562) – Joint Managing Director announced the results of the voting by Postal Ballot.

He further informed that as per the Report of the Scrutiniser, both the resolutions have been assented to by 99.98% and 100% respectively of the valid postal ballot forms and e-voting received. Accordingly, Mr. M. Amjat Shariff noted that as per Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014;

"If a resolution is assented to by the requisite majority of the shareholders by means of postal ballot including voting by electronic means, it shall be deemed to have been duly passed at a general meeting convened in that behalf."

Mr. M. Amjat Shariff added that the following Resolutions which were circulated along with the notice of the postal ballot were deemed to have been duly passed with requisite majority.

Meeting for Declaration of Results of Postal Ballot Notice Dt.12.11.2018



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1. RATIFICATION OF THE APPOINTMENT OF MR. S BAPU – DIRECTOR

Mr. M. Amjat Shariff informed that the first item in the notice of postal ballot related to the Special Resolution under Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, read with Section 110 and other applicable provisions of the Companies Act, 2013, seeking approval of the Company to ratify the appointment of Mr. S Bapu (DIN: 02541697), Non-Executive Director of the Company, aged 78 years, whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Mr. S Bapu as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

Mr. M. Amjat Shariff further informed that the Scrutiniser, Mr. Rajib Lochan Sarangi, Practicing Company Secretary, Chennai had given a report that the said Special Resolution was accepted by 99.98% of the valid postal ballot forms received.

Mr. M Amjat Shariff informed that the Report of the Scrutiniser be taken on record and accordingly the following Special Resolution which was circulated along with the notice of the postal ballot was deemed to have been duly passed with requisite majority.

“RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules made there under, including any statutory modification(s) or re-enactment thereof, for the time being in force, Mr. S Bapu (DIN: 02541697), Non-Executive Director of the Company, aged 78 years, whose continuation in office with effect from April 1, 2019 requires approval of shareholders by way of Special Resolution being more than 75 years of age, approval of the members of the Company be and is hereby accorded to continue the appointment of Mr. S Bapu as a Non-Executive Director of the Company to hold office with effect from April 1, 2019.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this Resolution.”

Results

Particulars	No. of Members cast their votes by E-voting/ Postal Ballot	No. of shares (Postal Ballot votes & E-Voting)	% on Total Shares (Votes) Received
Assent	101	27,99,80,579	99.98
Dissent	15	63,266	0.02
Total	116	23,00,43,845	100.00

Meeting for Declaration of Results of Postal Ballot Notice Dn.11.11.2018



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2. APPROVAL FOR ALTERATION OF ARTICLES OF ASSOCIATION

Mr. M Amjat Shariff informed that the second item in the notice of postal ballot related to the Special Resolution Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by amending of clause 82 of Articles of Associations of the Company

Mr. M Amjat Shariff, further informed that the Scrutiniser, Mr. Rajib Lochan Sarangi, Practicing Company Secretary, Chennai had given a report that the said Special Resolution was accepted by 100% of the valid postal ballot forms received.

Mr. M Amjat Shariff informed that the Report of the Scrutiniser be taken on record and accordingly the following Special Resolution which was circulated along with the notice of the postal ballot was deemed to have been duly passed with requisite majority.

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the Articles of Association of the Company be and is hereby altered by amending of clause 82 of Articles of Associations of the Company which shall read as under:-

The seal its custody and use

1. The Directors have decided to the use the Common Seal of the Company optionally which is in tune with the Companies Amendment Act, 2015. Further the Common Seal shall never be used except by or under the authority of the Directors or a Committee of the Directors previously given, and in the presence of one Director at the least, who shall sign every instrument to which the Seal is so affixed in his presence.

2. The Common Seal shall be affixed on Share Certificates in the presence of same number of authorized officials who are authorized to sign the Share Certificate.

RESOLVED FURTHER THAT Board of Directors of the Company be and are hereby severally authorized to file all the necessary forms and other necessary documents as may be required by the statutory authorities including the Registrar of Companies (ROC) and to do such acts, deeds and things that may be required for the purpose of alteration of Articles of Association of the Company that may be suggested by the Registrar of Companies or such other statutory authorities in the implementation of the aforesaid resolutions and to authorize such person or persons to give effect to the above resolutions and to submit all documents to the concerned authorities with regard to the same and to take all the necessary steps in this regard."

Meeting for Declaration of Results of Postal Ballot Notice Dt.12.11.2018



CHAIRMAN'S
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SHRIRAM EPC LIMITED

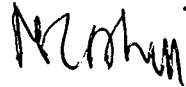
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Results

Particulars	No. of Members cast their votes by E-voting/ Postal Ballot	No. of shares (Postal Ballot votes & E-Voting)	% on Total Shares (Votes) Received
Assent	109	28,00,41,459	100.00
Dissent	7	2,386	Negligible
Total	123	28,00,43,845	100.00

The meeting concluded with a vote of thanks to the Chair.



CHAIRMAN OF THE MEETING
Signed on:

Entered on : 31.12.2018
PLACE: CHENNAI



**CHAIRMAN'S
INITIALS**