

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

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

NSE Symbol SHRIRAMEPC

Scrip Code : 53245

Date: October 14, 2019

Dear Sirs,

Sub : Submission of Minutes of 19th Annual General Meeting held on 18-09-2019

In compliance with Regulation 30 of the Securities and Exchange Board of India (LODR) Regulations, 2015 we hereby submit the copy of the Minutes of the 19th Annual General Meeting held on 18th September 2019.

Kindly take the same on record and confirm.

Thanking you,

Yours faithfully
For **Shriram EPC Limited**



K. SURESH
Vice President &
Company Secretary.

Encl.: a.a.

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



SHRIRAM EPC LIMITED

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

MINUTES BOOK

MINUTES OF THE NINETEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF SHRIRAM EPC LIMITED HELD AT 10.00 A.M ON WEDNESDAY, THE 18TH SEPTEMBER 2019 AT KAMAKOTI HALL, SRI KRISHNA GANA SABHA, 20, MAHARAJAPURAM SANTHANAM ROAD, T. NAGAR, CHENNAI – 600 017.

Meeting commenced at 10.00 a.m. and concluded at 12.15 p.m.

PRESENT

Mr. P D Karandikar	- Chairman
Mr. T Shivaraman	- Managing Director & CEO
Mr. M Amjat Shariff	- Joint Managing Director
Mr. R Sundararajan	- Director
Mr. S Bapu	- Director
Mrs. Chandra Ramesh	- Director
Mr. K S Sripathi	- Director

IN ATTENDANCE

Mr.R.S.Chandrasekharan	- Chief Financial Officer
Mr.K.Suresh	- Vice President & Company Secretary
Mr. S Sivakumar	Vice President - Accounts

PRESENT BY INVITATION

Mrs. Geetha Jeyakumar	- Partner, MSKA & Associates (Statutory Auditors)
Mr. Rajiblochan Sarangi	- Practising Company Secretary (Scrutiniser for the Meeting)

No of Members who registered their attendance: 1080

No of Registered Proxies who attended : 1

Mr. P D Karandikar, Chairman took the Chair.

The Chairman declared that necessary quorum was present and called the meeting to order.

1. The Chairman welcomed the members to the 19th Annual General Meeting of the Company.

The Chairman introduced the other Directors, Senior Executives of the Company present on the dais to the members.

19th ANNUAL GENERAL MEETING- 18TH September, 2019



CHAIRMAN'S
INITIALS

SHRIRAM EPC LIMITED

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2. The Chairman informed the members that Mrs. Geetha Jeyakumar, Partner, representing the Statutory Auditors, MSKA & Associates and Mr. Rajiblochan Sarangi appointed as Scrutiniser for the AGM were also present in the meeting.

3. The Chairman announced that 1 proxy for 200 equity shares was received and recorded.

4. The Chairman then announced that the Register of Directors, Key Managerial Personnel and Directors' Shareholdings maintained under Section 170 of the Companies Act, 2013 (Act) and the Register of Contracts or Arrangements in which the Directors are interested maintained under Section 189 of the Act were available and would remain accessible to the members for inspection at any time during the meeting.

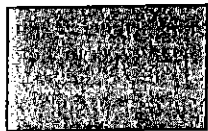
5. With the permission of members present, the Notice convening the Nineteenth Annual General Meeting of the Company as circulated among members was taken as read.

6. Based on the permission given by the Chairman, the Company Secretary informed the members that pursuant to the provision of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company had provided the members the facility to cast their vote electronically (remote e-voting) on Central Depository Services (India) Ltd. (CDSL) remote e-voting platform for transacting the Business contained in the Notice dated 06th August, 2019 sent to all the shareholders of the Company. He further informed the members that the e-voting period commenced on Sunday, 15th September, 2019 at 09.00 a.m. (IST) and ended on Tuesday, 17th September, 2019 at 5.00 p.m. (IST). The members, whose names were recorded in the register of members as on the cutoff date i.e. 11th September availed the facility of remote e-voting.

The Board of Directors had appointed Mr. Rajiblochan Sarangi, Practicing Company Secretaries, as the Scrutinizer for conducting the voting process, both through remote e-voting and the physical voting at the annual general meeting, in a fair and transparent manner.

The Company Secretary further informed that the members as on the cut-off date who did not cast their vote electronically might cast their vote at the venue of the Annual General Meeting and that Ballot forms were made available for the purpose of voting. He also stated that a member could opt for only one mode of voting i.e. either through remote e-voting or voting at the Annual General Meeting and that if a member who had already cast votes through remote e-voting facility would not be allowed to vote at the meeting. If they voted at the meeting, the votes cast would be treated as invalid.

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MINUTES BOOK

The Company Secretary further announced that the voting facility was made available throughout the meeting for the benefit of the members to cast their vote as they might deem proper.

The Company Secretary further stated that the Scrutinizer after the completion of polling process at the Annual General Meeting would give a consolidated Report within 48 hours of the conclusion of the meeting. The consolidated results of the remote e-voting and the physical voting at the venue of AGM together with the Report of the Scrutiniser would be placed in the Company's website at www.shriramepc.com and also on the website of CDSL within 48 hours of conclusion of the meeting and would also be communicated to the stock exchange(s).

Further, Mr. R S Chandrasekaran, Chief Financial Officer of the Company read the observations made by the Statutory Auditor and the management comments to the same.

8. The Chairman then invited the members to seek any clarifications on the Financial Statements and Operations of the Company. There was one shareholder, who requested the management to provide the growth path of the Company and also informed from the subsequent years to make a presentation on the performance of the Company. The Managing Director clarified the query of the shareholder.

Later, shareholders who had not earlier voted through e-voting process were provided time to cast their votes on resolutions through poll.

9. The Chairman then announced that the resolutions to be voted at the meeting were as follows:

Item nos. 1 to 3 set out as ordinary businesses in the notice of the meeting were as under:

Resolut ion no.	Resolutions
1	Adoption of Directors Report and Standalone and Consolidated Audited Financial Statement along with Auditors Report thereon for the year ended 31 st March 2019
2	Reappointment of Mr. R Sundararajan as a Director
3	Reappointment of Mr. M Amjat Shariff as Director

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CHAIRMAN'S
INITIALS

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Item no. 4 to 6 by way of Ordinary resolutions set out as special business in the Notice of the Meeting, were as under:

4	Appointment of Mr. K S Sripathi as Director.
5	To ratify the remuneration payable to Mr. G Sundaresan, CMA Cost Auditor of the Company for the year ended 31st March 2020
6	Omnibus approval for Related Party Transactions for the year 2019-20

The Chairman thereafter ordered a poll for all the ordinary and special businesses as set out in items 1 to 6 of the notice of the 19th Annual General Meeting and requested Mr. Rajiblochan Sarangi, the Scrutinizer, for an orderly conduct of the voting. The Chairman suggested that Members who did not cast the vote through remote e-voting and have not yet cast their votes at this meeting till then may cast their votes before leaving the venue. He added that the Voting would close in the next 15 minutes.

At the request of the Chairman the ballot box with the votes casted was shown to the members present and the ballot box was locked in the presence of the Scrutiniser.

The meeting concluded at 12.15 p.m. with the vote of thanks.

Based on the report of the scrutinizers all resolutions as set out in the notice under serial numbers from 1 to 6 have been duly approved by the requisite majority of the members as per the details mentioned below:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors Report and Standalone and Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2019 and the reports of Auditors thereon; (Ordinary Resolution)

"RESOLVED THAT the Standalone and Consolidated Audited Financial Statements of the Company for the year ended 31st March, 2019 along with the Reports of the Board of directors and the Auditors, as circulated to the Members and laid before the Meeting, be and are hereby approved and adopted."

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INITIALS

SHRIRAM EPC LIMITED

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Voting Result:

No of votes voted in Remote E- Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
279413481	261	279413742	99.96	118313	0.06	NIL

As the number of votes cast in favour of the resolution was more than the number of votes cast against, the ordinary resolution with regard to Item No.1 as set out in the Notice of AGM is passed with requisite majority.

2. **Re-appointment of Mr. R Sundararajan (DIN 00498404) as Director who retires by rotation (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 for five consecutive years from the date of this 19th Annual General Meeting (2019) till the date of 24th Annual General Meeting (2024) of the Company, both days inclusive".

Voting Result:

No of votes voted in Remote E- Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour or votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
279392659	261	279392920	99.92	219265	0.08	NIL

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As the number of votes cast in favour of the resolution was more than the number of votes cast against, the ordinary resolution with regard to Item No.2 as set out in the Notice of AGM is passed with requisite majority.

3. Re-Appointment of Mr. Amjat Shariff (DIN: 00009562), as Director(Ordinary Resolution)

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

Voting Result:

No of votes voted in Remote E-Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour or votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
279611819	261	279612080	100.00	105	Negligible	NIL

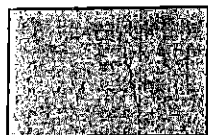
As the number of votes cast In favour of the resolution was more than the number of votes cast against, the ordinary resolution with regard to Item No.3 as set out in the Notice of AGM is passed with requisite majority.

SPECIAL BUSINESS:

4. Appointment of Mr. K S Sripathi (DIN: 00938694), as a Director(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: 00938694), 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."

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"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), additional 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 up to the conclusion of the 24th Annual General Meeting of the Company.

Voting Result:

No of votes voted in Remote E-Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
279441332	261	279441593	99.94	170592	0.06	NIL

As the number of votes cast in favour of the resolution was more than the number of votes cast against, the ordinary resolution with regard to Item No.4 as set out in the Notice of AGM is passed with requisite majority.

5. Ratification of Remuneration to Mr. G Sundaresan, Cost Accountant (Membership No: 11733) for the year ended 31st March 2020 (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 taxes 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 ending 31st March, 2020 be and is hereby ratified and confirmed .

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Voting Result:

No of votes voted in Remote E-Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
279611819	261	279612080	100	105	Negligible	NIL

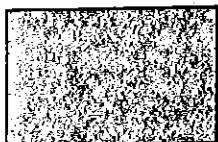
As the number of votes cast in favour of the resolution was more than the number of votes cast against, the ordinary resolution with regard to Item No.5 as set out in the Notice of AGM is passed with requisite majority.

6. Omnibus approval for Related Party Transaction (Ordinary Resolution).

RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 ("ACT") and other applicable provisions if any, read with Rule 15 under Companies (Meetings of Board and its Powers) Rules, 2014 as amended till date, Regulation 23(4) of Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Company policy on Related Party Transactions, 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, upto 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	Company over which Key Management Personnel exercise significant influence	2.00

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2	Bharat Wind Farm Ltd	Company over which Key Management 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 P Ltd	Enterprises under the joint control of the Entities exercise significant influence over the Company	10.00
5.	Shriram EPC FZE Sharjah	100% Subsidiary	70.00

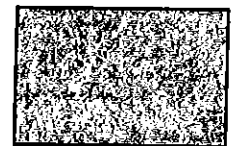
RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to delegate all or any of the powers conferred on it by or under this resolution to any Committee of Directors of the Company and to do all acts and take such steps as may be considered necessary or expedient to give effect to the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

Voting Result:

No of votes voted in Remote E-Voting	No of Votes Polled	No of Votes -in Favour	% of Votes in favour on votes polled	No. of Votes - against	% of Votes against on votes polled	No. Of Invalid votes
192512	261	192773	87.17	28056	12.70	NIL

As the number of votes cast in favour of the resolution was three times more than the number of votes cast against, the ordinary resolution with regard to Item No.6 as set out in the Notice of AGM is passed in favour of the resolution with requisite majority.

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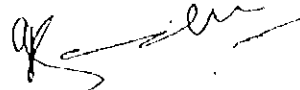
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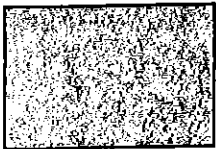
VOTE OF THANKS

There being no other business to transact, the Meeting closed with a vote of thanks to the Chair.

Entered on : 19.09.2019
Place : Chennai



CHAIRMAN
Signed on: 03.10.2019.



CHAIRMAN'S
INITIALS

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