

SHRIRAM EPC LIMITED

Regd. Office : Bascon Futura - 4th Floor,
10/1, Venkatarayana Road, T.Nagar, Chennai - 600 017. Phone : +91-44-4900 5555
E-mail: info@shriramepc.com Website : www.shriramepc.com
CIN: L74210TN2000PLC045167

MINUTES BOOK

**MINUTES OF THE MEETING OF EVOTING RESULTS OF
POSTAL BALLOT OF SHRIRAM EPC LIMITED HELD ON
FRIDAY, THE 19TH MARCH, 2021, AT THE REGISTERED
OFFICE OF THE COMPANY BASCON FUTURA 4TH FLOOR, 10/1
VENKATNARAYANA ROAD, T. NAGAR, CHENNAI - 600 017**

The meeting commenced at 11.00 A.M. and concluded at 11.30 A.M.

PRESENT:

Mr. T. Shivaraman	-	Managing Director & CEO
Mr. K Suresh	-	Vice President & Company Secretary
Mr. Rajib Lochan Sarangi	-	Scrutiniser

Pursuant to the provisions of Section 110 of the Companies Act, 2013 (the Act), and other applicable provisions of the Act, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and other applicable rules under the Act, the Company had issued a Postal Ballot Notice dated 16th February 2021, to obtain approval of the shareholders through e-voting on the Special Resolutions for

- 1) Issue of equity shares of the Company to MARK AB CAPITAL LIMITED, on preferential basis pursuant as per the Resolution Plan to be approved by the Bankers and
- 2) To increase the authorised share capital of the company and consequent amendment in the Memorandum of Association of the Company.

The Company had appointed Mr. Rajib Lochan Sarangi, Practicing Company Secretary, Chennai as Scrutinizer to conduct the evoting process.

The notice of postal ballot/e-voting containing the special resolutions, explanatory statement, e-voting details were sent to the members and others concerned, through email on 16th February, 2021. The Notice of postal ballot/ e-voting was also placed in the website of the Company viz. www.shriramepc.com.

The Emailing of the postal ballot Notice 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 18th February 2021.



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Members were advised to carefully read the instructions before casting their vote and to complete the e-voting process on or before the close of business hours at 5.00 P.M. on Thursday, 18th March, 2021.

As intimated to the members through the postal ballot notice:

- i. The e-voting received after the close of business hours on Thursday, 18th March, 2021 was treated as 'response not received from the shareholders.'
- ii. Voting rights have been reckoned based on the paid up value of the shares registered in the name of shareholders as on Friday, 12th February, 2021.

After due scrutiny of all the e-voting made upto the close of working hours (17.00 hours) on Thursday, 18th March, 2021 (being the last date fixed for evoting), the Scrutiniser submitted his final report on Friday, 19th March, 2021.

On the basis of the report of the Scrutiniser, Mr. T. Shivaraman (DIN:01312018) – Managing Director & CEO of the Company declared the results of the e-voting on Friday, 19th March, 2021.

The date of declaration of the results of e-voting has been taken as the date of passing of the Resolution.

Mr. Rajib Loachan Sarangi, Practicing Company Secretary stated that he had carried out the scrutiny of all the evoting received upto the close of working hours (17.00 hours) on Thursday, 18th March, 2021 and submitted his report relating to the results of the voting by Postal Ballot to Mr. T. Shivaraman (DIN:01312018) – Managing Director & CEO. 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. T. Shivaraman (DIN:01312018) – Managing Director & CEO announced the results of the voting by Postal Ballot.

Mr. T Shivaraman informed that as per the Report of the Scrutiniser:

Resolution No.1 had been assented to by 99.9997% of the valid e-voting received and requisite number of votes cast in favour exceeded the number of votes cast against by more than 3/4th MAJORITY and hence the resolution in Sl. No. 1, was passed unanimously with the requisite majority.



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He further reported that as per the provisions of Regulation 164A (4)(a) of SEBI (ICDR) Regulation 2009 (Amended from time to time), the votes cast by the shareholders in the "public" category in favour of the resolution are more than the number of votes casted against it. (No of votes cast in favour of the resolution was 2249040 and no. of votes cast against the resolution was 786)

Resolution No.2 had been assented to by 99.9999% of the valid e-voting received and requisite number of votes cast in favour exceeded the number of votes cast against by more than 3/4th MAJORITY and hence the resolution in Sl. No. 2, was also passed as a Special Resolution.

Based on the above, Mr. T. Shivaraman (DIN:01312018) added that the following Resolutions which were circulated along with the notice of the postal ballot is deemed to have been duly passed with requisite majority.

Resolution No.1

"RESOLVED THAT pursuant/subject to the provisions of Section 42, Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 (the **Act**) and rules made there under (including any statutory modification or re-enactment thereof for the time being in force), and/or the applicable rules, regulations, notifications, guidelines and circulars, if any, issued by the Securities and Exchange Board of India (the **SEBI**) from time to time, including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, from time to time (the **ICDR Regulations**) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, from time to time (the **SAST Regulations**), the Prudential Framework for Resolution of Stressed Assets dated June 7, 2019 issued by the Reserve Bank of India (the **RBI**), the Government of India or any other competent authority and clarifications, if any, issued thereon from time to time by the appropriate authorities, and subject to the provisions of the Foreign Exchange Management Act, 1999 and the Regulations framed thereunder (including any statutory modification(s) or re-enactment thereof), the equity listing agreements (the **Listing Agreement**) entered into by Shriram EPC Limited (the **Company**) with BSE Limited (the **BSE**) and the National Stock Exchange of India Limited (the **NSE**, together with the BSE, the **Stock Exchanges**) where the Company's equity shares of face value of Rs. 10 each (the **Equity Shares**) are listed and other concerned and appropriate authorities, and other applicable laws, if any, and relevant provisions of the Memorandum and Articles of Association of the Company and subject to such approval(s), consent(s), permission(s) and/or sanction(s), if any, of the Government of India, RBI, SEBI and any other appropriate authority(ies), approval of the lenders to the resolution plan (draft copy of which is



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initialled by the Chairman of the Company and attached for identification and reference) [the **Resolution Plan**] by and between the Company and the lenders of the Company under RBI circular dated 7th June 2019, as it is or with such modifications as are acceptable to the Board of Directors of the Company (the **Board**, which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred hereunder or any person(s) authorized by the Board to exercise the powers conferred on the Board) be and hereby accorded.

RESOLVED further that the Resolution Plan by and between the Company and the lenders of the Company under RBI circular dated 7th June 2019 formulated thereunder, which is subject to the clearance by the lenders/bankers and as approved by the lenders/ bankers of the Company as it is or with such modifications and approval of the shareholders, and in compliance of the terms of the agreement to be executed by and between the Company and its Lenders, the Company and the Board be and is hereby authorised to create, offer, issue and allot, up to 35,00,00,000 Equity Shares to one or more of the funds managed by **MARK AB CAPITAL LIMITED**, Dubai, UAE/its affiliates (collectively, **MARK AB**), at a price of Rs. 10/- (Rupees Ten) per Equity Share aggregating up to Rs. 350 crores (Rupees three hundred and fifty crores), on a preferential allotment basis (the **Preferential Allotment**) in one or more tranches, at such time or times and on such further terms and conditions as may be finalized by the Board, subject to compliance with the minimum issue price requirement set out in Regulation 76 of the ICDR Regulations and the SAST Regulations.

RESOLVED FURTHER THAT the said Equity Shares to be so issued and allotted pursuant to the Preferential Allotment shall be in dematerialized form, fully paid-up and shall rank pari passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of the Company, subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company.

"RESOLVED FURTHER THAT the "Relevant Date" for the purpose of determining the floor price of the equity shares in accordance with the provisions of Chapter VII of the SEBI (ICDR) regulations 2009 as amended from time to time under ICDR Regulations for the preferential allotment shall be 16th, February, 2021 i.e. 30 days prior to the date of declaration of results of postal ballot.

RESOLVED FURTHER THAT the Equity Shares shall be issued and allotted within the period prescribed under the applicable laws and shall be subject to lock in as provided under the ICDR Regulations and the SAST Regulations.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to negotiate the terms and conditions of the said



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Equity Shares to be issued to MARK AB, pursuant to the Preferential Allotment, in the best interests of the Company, and to do all such acts, deeds and things as may be considered expedient and necessary in order to give effect to the Preferential Allotment.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company, to decide the terms and conditions of the Equity Shares to be issued to MARK AB pursuant to the Preferential Allotment, in the best interests of the Company and also subject to approval of the bankers based on the Resolution Plan by and between the Company and the lenders of the Company under RBI circular dated 7th June 2019, as it is or with such modifications and take all actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable, incidental or expedient for issue or allotment of the said Equity Shares to MARK AB and listing thereof with the Stock Exchanges where the existing Equity Shares of the Company are listed and to take all such steps and to do all such things as may be required to comply with the requirements of the ICDR Regulations, the SAST Regulations and other applicable laws and give all such directions as the Board may consider necessary, expedient or desirable, including without limitation, effecting any modification to the foregoing (including any modifications to the terms of the allotment), to prescribe the forms of application, private placement offer letters, allotment, to enter into any definitive agreements and other incidental documents or other instruments and writings, and to take such actions or give such directions as may be necessary or desirable and to file applications and obtain any approvals, permissions, sanctions which may be necessary or desirable and to resolve and settle all questions and difficulties that may arise in relation to the proposed creation, issue, offer and allotment of the said Equity Shares to MARK AB pursuant to the Preferential Allotment and to do all acts, deeds and things in connection therewith and incidental thereto as the Board in its absolute discretion may deem fit and to appoint such consultants, valuers, legal advisors, advisors and all such agencies as may be required for the issue and allotment of the said Equity Shares to MARK AB pursuant to the Preferential Allotment, without being required to seek any further consent or approval of the members of the Company and that the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT subject to the provisions of ICDR Regulations, the SAST Regulations and other applicable laws, the Board be and is hereby authorized on behalf of the Company to vary, modify, or alter any of the relevant terms and conditions of the Preferential Allotment to MARK AB as it may deem expedient.

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate, finalise and execute all definitive agreements and other incidental documents, instruments and writings and to do any / all acts,



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deeds and things on behalf of the Company as may be considered expedient and necessary in order to give effect to each of the aforesaid resolutions for creation, issue and allotment of the said Equity Shares to MARK AB pursuant to the Preferential Allotment.

RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to execute and file any and all requisite forms, documents, returns, and/or deeds with any regulatory authority in connection with the above resolutions, (including e-Forms to be filed with the Registrar of Companies, SEBI and other notifications required to be made to the Stock Exchanges). oc.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred on it, to any Committee of Directors/Managing Director or any other Officer(s) of the Company to implement the aforesaid resolutions.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects."

Results of Resolution No.1

Particulars	No. of Members cast their votes by E-voting	No. of shares (E-Voting)	% on Total Shares (Votes) Received
Assent	45	281640396	99.97
Dissent	6	786	0.03
Total		281641182	100.00

Resolution No.2

"RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions, if any, of the Companies Act, 2013, and rules made thereunder the authorised share capital of the Company be increased from Rs.1050,00,00,000/- (Rupees one thousand fifty crores) divided into 105,00,00,000 Equity Shares of Rs.10/- each into 140,00,00,000 equity shares of Rs.10/- each and consequently, the existing Clause V of the Memorandum of Association of the Company relating to the share capital be amended by replacing the same with following, as given below:-

"V. The Authorised Share Capital of the Company is Rs. 1400,00,00,000/- divided into 140,00,00,000 equity shares of Rs.10/- each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the



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Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being. The Company has power to increase or reduce the Share Capital in accordance with the provisions of the Companies Act, 2013.'

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the following officials of the Company, Mr. T Shivaraman, Managing Director & CEO and Mr. K Suresh, Vice President & Company Secretary be and are hereby severally authorised, on behalf of the Company, to do all such acts, deeds, matters and things as deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form(s) with the Registrar of Companies, Tamilnadu, Chennai.

Results of Resolution No.2

Particulars	No. of Members cast their votes by E-voting	No. of shares (E-Voting)	% on Total Shares (Votes) Received
Assent	47	281640996	99.97
Dissent	4	186	0.03
Total		281641182	100.00

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

Entered on : 23.03.2021
 MEETING

CHAIRMAN OF THE

PLACE: CHENNAI

Signed on:




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