

04<sup>th</sup> August, 2017

**The National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor,  
Banda Kurla Complex,  
Mumbai - 400 051

**BSE Limited**  
14<sup>th</sup> Floor, P.J.Towers  
Dalal Street,  
Mumbai - 400 051

**NSE Symbol SHRIRAMEPC**

**Scrip Code:532945**

Dear Sir,

Sub: Notice of the 17<sup>th</sup> Annual General Meeting, Intimation of remote E-voting Facility and Book Closure intimation

Please find enclosed herewith copy of the Notice of the 17<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 24<sup>th</sup> August, 2017 at 03.05 A.M. at Kamakoti Hall, Sri Krishna Gana Sabha, 20 Maharajapuram Santhanam Road, T.Nagar, Chennai-600 017 and copies of the Advertisement published in Newspaper, one in English language in Financial Express and other in Tamil regional Language in Maalai Thamizhagam.

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, 21<sup>st</sup> August, 2017 to Thursday, 24<sup>th</sup> August, 2017 (both days inclusive) for the purpose of 17<sup>th</sup> Annual General Meeting (AGM) of the Company to be held on 24<sup>th</sup> August, 2017.

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



## Notice of Seventeenth Annual General Meeting

NOTICE is hereby given that the Seventeenth Annual General Meeting of the Members of the Company will be held at 03.05 P.M. on Thursday, the 24<sup>th</sup> August, 2017 at Kamakoti 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, 2017 and the reports of the Auditors thereon.

2. **Appointment of Statutory Auditors**

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

RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee of the Board of Directors, be and are hereby appointed read with Companies (Audit and Auditors) Rules, 2014, THAT M/s MSKA & Associates (formerly known as MZSK And Associates), Chartered Accountants, (Firm Registration Number 105047W) who have offered themselves for appointment and have confirmed their eligibility in terms of the provisions of Section 141 of the Companies Act, 2013 and Rule 4 of Companies (Audit and Auditors) Rules, 2014 be and are hereby appointed as Statutory Auditors of the Company in place of the retiring Auditors, M/s Deloitte Haskins & Sells, Chartered Accountants to hold office from the conclusion of this Annual General Meeting until the conclusion of 22<sup>nd</sup> Annual General Meeting to be held in the calendar year 2022 on a remuneration to be mutually agreed upon plus the applicable taxes and reimbursement of traveling and out of pocket expenses incurred by them.

3. **Re-Appointment of Mr. M Amjat Shariff, (DIN 00009562) as a Director:**

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

RESOLVED THAT Mr. M Amjat Shariff, (DIN 00009562) retires by rotation and who is eligible for re-appointment be and is hereby re-appointed as a Director of the Company.

### SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to the provisions of 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 records of the Company for the financial year ending 31<sup>st</sup> March, 2018 be and is hereby ratified and confirmed .

5. **To consider and if deemed fit, to pass the following resolution as a Special Resolution:**

"RESOLVED THAT in supersession of all the resolution passed by the shareholders of the Company on 11-08-2015 consent of the Company be and is hereby accorded in terms of the provisions of Section 186 of the Companies Act, 2013 and rules thereunder and subject to the approval of the Reserve Bank of India, if any, and other applicable rules, regulations, guidelines notifications and circulars (including any statutory modifications or re-enactment thereof for the time being in force) and such conditions as may be prescribed by any of the concerned authorities, to the board of directors of the Company (hereinafter referred to as the "Board", which term shall deem to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) to make/ give from time to time any Guarantees, loan(s) and / or advance(s) to any Body or Bodies Corporate including Firms, Limited Liability Company(LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside, which may or may not be subsidiary(ies) of the Company, as the Board may think fit, to the extent of Rs.1450 Crores from the existing limit of Rs.1350 crores.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board / Committee be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limit upto which loans / advances / guarantees, that may be given or made, as may be determined by the Board thereof and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in this regard and to finalize and execute all agreements, documents and writings and to do all acts, deeds and things in this connection and incidental thereto as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval



of the members or otherwise to the end and intent that they shall be deemed to have been given approval thereto expressly by the authority of this resolution."

**6. To consider and if thought fit, the following resolution as an Ordinary Resolution:**

RESOLVED THAT pursuant to Section 204 Companies Act, 2013, M/s. R. Sridharan & Associates, a firm of Company Secretary in Practice be and are hereby appointed as Secretarial Auditor of the Company till the conclusion of the next Annual General Meeting (AGM) at Rs. 1,00,000 (Rupees One lakh only ) plus service tax, out of pocket expenses, traveling, etc.

By Order of the Board of Directors

Chennai

30<sup>th</sup> May, 2017

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 forty eight hours before the scheduled time of the commencement of 17<sup>th</sup> 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 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 are provided in the Explanatory Statement forming part of the notice.
9. The Register of Members and the Share Transfer Books of the Company shall remain closed from Monday, 21<sup>st</sup> August, 2017 to Thursday, 24<sup>th</sup> August, 2017 (both days inclusive), for the purpose of Annual General Meeting.
10. 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.
11. 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 dividends paid by the Company and respective due dates for claim by the Shareholders:

Financial Year	Date of Declaration of Dividend	Last Date for Claim
2009-10	29/09/2010	28/06/2017
2010-11	09/09/2011	26/06/2018
2011-12	21/09/2012	26/06/2019

No claim shall lie against IEPF or the Company for the amounts so transferred prior to 31<sup>st</sup> March, 2017, nor shall any payment be made in respect of such claim.

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

12. Copies of the Annual Report 2017 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 2017 are being sent by electronic mode only. For members who have not registered their Email addresses, physical copies of the Annual Report 2017 are being sent by the permitted mode.
13. The Notice of the 17<sup>th</sup> 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 17<sup>th</sup> 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.
14. Members may also note that the Notice of the 17<sup>th</sup> Annual General Meeting and the Annual Report 2017 will also be available on the Company's website [www.shriramepc.com](http://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@cameoindia.com](mailto:evoting@cameoindia.com)
15. 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.

17. Voting through Electronic means

- (i) Pursuant to the provisions of Section renumber the serials continuously 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 17<sup>th</sup> 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.
- (iii) The Company has engaged the services of Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility.
- (iv) The Board of Directors of the Company has appointed Mr. R Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries 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.
- (v) 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 17<sup>th</sup> August 2017.
- (vi) 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. 17<sup>th</sup> August 2017 only shall be entitled to avail the facility of remote e-voting.
- (vii) 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., 17<sup>th</sup> August 2017, 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](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.
- c) Member may send an e-mail request to [evoting. com](https://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.

(viii) The remote e-voting facility will be available during the following period:

Commencement of remote e-voting: From 9.00 a.m. (IST) on 21<sup>st</sup> August 2017

End of remote e-voting : Up to 5.00 p.m. (IST) on 23<sup>rd</sup> August, 2017.

- (i) 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](http://www.shriramepc.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.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. 24<sup>th</sup> August, 2017.

**The instructions for shareholders voting electronically are as under:**

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p>
	<ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

By Order of the Board of Directors

Chennai  
30<sup>th</sup> May, 2017

K SURESH  
Vice President & Company Secretary

Registered Office:  
Sigapi Achi Building,  
4<sup>th</sup> 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](mailto:suresh@shriramepc.com)  
Website: [www.shriramepc.com](http://www.shriramepc.com)



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

### ITEM NO.4

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) on recommendation of the Audit Committee, the Board of Directors 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 31<sup>st</sup> March 2017 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 31<sup>st</sup> March, 2018 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 of directors recommends the ratification of remuneration payable to Cost Auditors for the financial year ending 31<sup>st</sup> March, 2018.

#### Memorandum of Interest

None of the Directors, Key Managerial Personnel or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.4 of the Notice.

The Board of Directors recommends the resolution set forth in Item No.4 of the Notice for the approval of the members.

### ITEM NO.5

At the Deemed General Meeting of the Company held on 11<sup>th</sup> August 2015, the shareholders of the Company had granted to the Board of Directors powers to make / give from time to time any loan(s) and / or advance(s) to any Body or bodies corporate including Firms, Limited Liability Company (LLC), Limited Liability Partnerships (LLP), One Person Company (OPC), Foreign Companies etc., whether in India or outside, India which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 and rules thereunder(including any ordinance or statutory modification or re-enactment thereof, for the time being in force) to the extent of Rs.1250 Crores and Guarantees to the extent of Rs. 100 Crores.

The additional increase in limit sought is for guarantee limit that may accrue in future. Hence, it is proposed to increase the present Guarantee limit of Rs. 100 Crores to Rs.200 Crores for a total limit of Rs.1450 Crores with the

Loans/ advances to Subsidiary /associate Companies/ Other Bodies Corporate limit remaining at Rs.1250 Crores.

Approval of the shareholders is sought for increasing the Guarantee limit from Rs.100 Crores to Rs.200 Crores.

Hence, as per the provisions of Section 186 of the Companies Act, 2013 and the applicable rules thereunder, approval of the shareholders is sought for the increase in limits by way of a Special Resolution. The below mentioned table will detail the present limits and the increased limits sought:

₹ In crs

Particulars	Present limits	Increased limit sought	Total not exceeding
Loans/ advances to Subsidiary /associate Companies/ Other Bodies Corporate	1250.00	NIL	1250.00
Guarantees to Subsidiary /associate Companies/ Other Bodies Corporate	100.00	100.00	200.00
Total	1350.00	100.00	1450.00

The following Directors of the Company is deemed to be concerned/interested in the above said resolution being Directors of the subsidiary/associate/ group companies of the Company:

S.No.	Name & Designation
1	Mr. R. Sundararajan, Director
2	Mr. T Shivaraman, Managing Director & CEO

None of the Directors / Key Managerial Personnel of the Company or their relatives other than above is concerned or interested.

#### Memorandum of Interest

None of the other Directors / Key Managerial Personnel of the Company or their relatives other than those mentioned above is concerned or interested, financially or otherwise in the resolution set out under Item No.5 of the Notice.

The Board of Directors recommends the resolution set forth in Item No.5 of the Notice for the approval of the members.

### ITEM NO.6

Pursuant to Section 204(1) of the Companies Act, 2013 read with The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company is required to obtain Secretarial Audit Report from a Practicing Company Secretary which shall be annexed with the report of the Board of Directors.

Mr. R. Sridharan, is a practicing Company Secretary of M/s R. Sridharan & Associates Company Secretaries, who has consented to be appointed as secretarial auditor for the financial year ended 2018. Therefore, the company may appoint him from the conclusion of this annual general meeting until the conclusion of next annual general meeting by passing the proposed ordinary resolution as set out in the notice of the meeting.

#### Memorandum of Interest

None of the Directors / Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No.6 of the Notice.

The Board of Directors recommends the resolution set forth in Item No.6 of the Notice for the approval of the members.

By Order of the Board of Directors

Chennai  
30<sup>th</sup> May, 2017

K SURESH  
Vice President & Company Secretary

Registered Office:  
Sigapi Achi Building,  
4<sup>th</sup> Floor, 18/3 Rukmini Lakshmi pathi Road,  
Egmore, Chennai-600008

#### Profile of Mr. M Amjat Shariff

He is basically a Chemical Engineer with M.Tech (Chem), IIT, Chennai.

He started his career as Chief Engineer and was involved in design and installation of hi-tech projects for a variety of industrial applications in the areas of fertilizer, chemical, ferrous and non-ferrous and other industries.

He has over 35 years' experience in project execution, sales, marketing and corporate planning. He has specialized in core sector, executing and management of projects, particularly related to steel, copper and power. He has vast experience in imparting training to professionals.

#### Details of Directors seeking Appointment/ re-appointment at the forthcoming Annual General Meeting

Particulars	Mr Amjat Shariff
Date of Birth	4.4.1955
Date of Appointment	20/9/2007
Qualifications	M Tech (Chem) from IIT, Chennai
Expertise in specific functional areas	He has experience of over 35 years in project execution, sales, marketing and corporate planning. He has specialized in core sector, executing and management of projects, particularly related to steel, copper and power. He is currently the Joint Managing Director of the Company
Directorships of other Companies (excluding Foreign Companies and Section 8 Companies)	HAMON SHRIRAM COTTRELL PRIVATE LIMITED MALOS INFRASTRUCTURE LIMITED ALPHA ENERGY SYSTEMS LIMITED ECE INTERNATIONAL PRIVATE LIMITED ASTS MANAGEMENT CONSULTANCY LLP
Chairmanships / Memberships Of Committees of other Public Companies	
I. Audit Committee	NIL
ii. Stakeholders Relationship Committee	
iii. Nomination and Remuneration Committee	
iv. CSR Committee	
Number of shares held in the Company	310



# Shriram EPC Limited

Registered Office: Sigapi Achi Building, 4<sup>th</sup> Floor,  
18/3, Rukmini Lakshmi pathi Road, Egmore, Chennai-600008.  
Corporate Identity Number : L74210TN2000PLC045167  
Ph: 044-49015678, Website:www.shriramepc.com

## ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL  
Joint shareholders may obtain additional Slip at the venue of the meeting.

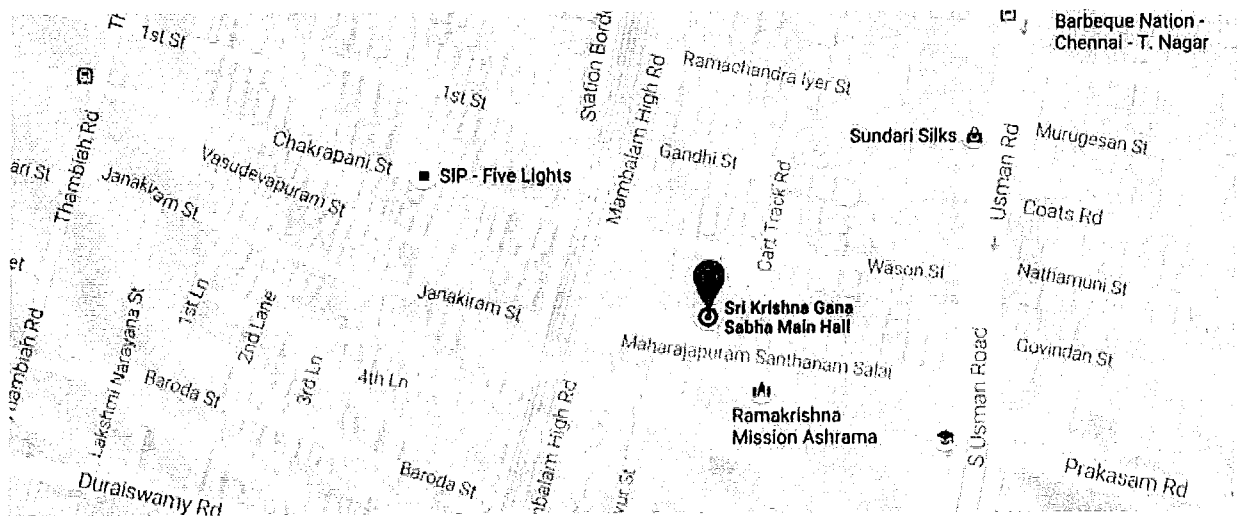
Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Name of the Proxy	

I/ We hereby record my/ our presence at the 17<sup>th</sup> ANNUAL GENERAL MEETING of the Company to be held on Thursday, 24<sup>th</sup> August, 2017 at 03.05 P.M. at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600 017.

No. of Shares held	
Registered Folio No.	
DP ID	
Client ID	

Member's/Proxy's Signature

### Route Map to the Venue



# Shriram EPC Limited

Registered Office: Sigapi Achi Building, 4<sup>th</sup> Floor,  
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Corporate Identity Number : L74210TN2000PLC045167

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## FORM NO. MGT-11

### PROXY FORM

Corporate Identity Number	L74210TN2000PLC045167
Name of the company	Shriram EPC Limited
Registered office	Sigapi Achi Building, 4 <sup>th</sup> Floor, 18/3, Rukmini Lakshmi pathi Road, Egmore, Chennai-600008, Ph: 044-49015678, Website:www.shriramepc.com

Full Name of the Member attending (in Block Letters)	
Full Name of the first joint-holder	
Registered Address	
E-Mail	
Folio no./ Client ID	
DP ID	
Name of the Proxy	

I/We, being the member (s) of ..... shares of the above named company, hereby appoint

Name:	Name:	Name:
Address:	Address:	Address:
E-mail Id:	E-mail Id:	E-mail Id:
Signature: or failing him	Signature: or failing him	Signature: or failing him

P.T.O.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the SEVENTEENTH ANNUAL GENERAL MEETING of the Company to be held at 03.05 P.M. on Thursday, the 24<sup>th</sup> August, 2017 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai - 600 017 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolutions :
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 <sup>st</sup> March, 2017 and the reports of the Auditors thereon.
2	Appointment of Statutory Auditors.
3	Re-Appointment of M.Amjat Shariff (DIN 00009562)
Special Business:	
4	Appointment of Cost Auditor - Ordinary Resolution
5	Approval for the Increase in the Limits of Guarantees, Loans and Advances - Special Resolution
6	Appointment of Secretarial Auditors - Ordinary Resolution

Signed this ..... day of .....2017.

Affix Revenue Stamp
---------------------------

.....

Signature of Shareholder

.....

Signature of Proxy Holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

**Shriram EPC**  
Engineering the future  
ஸ்ரீராம் இபிசி லிமிடெட்.

பதிவு அலுவலகம் : 4வது தளம், சிதம்பி ஆர்சி கட்டிடம், 18/3, ருக்மிணி. லக்ஷ்மிபதி சாலை, எழும்பூர், சென்னை 600 008. தொ.பெ.: 044-4901 5678; ஃபேக்ஸ் : 044-4901 5655; ஈமெயில் : suresh@shriramepc.com  
இணையதளம்: www.shriramepc.com CIN : L74210TN2000PLC045167

17வது வருடாந்திர பொதுக் கூட்டம் மற்றும் மின்னணு-வாக்குப்பதிவு மற்றும் புத்தகம் மூடுதல் பற்றிய அறிவிப்பு ஸ்ரீராம் இபிசி லிமிடெட் (கம்பெனி) உறுப்பினர்களின் 17வது வருடாந்திர பொதுக் கூட்டம் (AGM), வியாழக்கிழமை, 24 ஆகஸ்ட் 2017 அன்று மதியம் 3.05 மணிக்கு, காமகோடி ஹால், ஸ்ரீ கிருஷ்ண கான சபா, 20, மஹராஜபுரம் சந்தானம் ரோடு, திருநெல்வேலி, சென்னை 600 017ல் நடைபெறவுள்ளது என்பது அறிவிக்கப்படுகிறது. 31 மார்ச் 2017 அன்று முடிந்த ஆண்டிற்கான கணக்குகளுடன் பரிவர்த்தனை செய்யப்பட வேண்டிய அலுவலகக்குகளை அறிவிப்பு, கம்பெனியிடம் அல்லது அவர்களது முதலீடு பங்கேற்பாளர்களிடம் மின்னணு முறையில் முகவரியை பதிவு செய்துள்ள உறுப்பினர்களுக்கு மின்னணு முறையில் அனுப்பி வைக்கப்பட்டுள்ளன. மின்னணு முகவரியை பதிவு செய்து உறுப்பினர்களுக்கு, அச்சிடப்பட்ட பிரதிகள் தயாரிப்பில் அனுப்பி வைக்கப்பட்டுள்ளன. AGM அறிவிப்புவருடாந்திர அறிக்கையைப் பெறாத உறுப்பினர்கள், அவர்களை www.shriramepc.com/investors-annual-report.aspx என்ற கம்பெனி இணையதளத்திலிருந்து பதிலிடுகும் செய்து கொள்ளலாம். மேற்கூறப்பட்ட ஆண்டுகள் கம்பெனியின் பதிவு அலுவலகத்தில் அனைத்து வேலை நடைகளிலும் அலுவல் நேரங்களில், AGM நடைபெறும் தேதி வரை ஆய்வுக்கு கிடைக்கப்படும்.

கம்பெனிகள் சட்டம் 2013 பிரிவு 91, விதி 10ன்படி மற்றும் கம்பெனிகள் (மேலாண்மை மற்றும் நிர்வாகம்) விதிகள், 2014, விதி 42, செபி (பட்டியல் பொறுப்புகள் மற்றும் வெளிப்படுத்துதல் தேவைகள்) ஒழுங்குமுறைகள் 2015ன்படி, உறுப்பினர்களின் பதிவேடு மற்றும் பங்கு மாற்று புத்தகங்களும், திங்கட்கிழமை, ஆகஸ்ட் 21, 2017 முதல் வியாழக்கிழமை, ஆகஸ்ட் 24, 2017 வரை (ஒரு நாட்களும் உட்பட) மூட்டப்படும் அனைத்து அறிவிக்கப்படுகிறது. கம்பெனிகள் சட்டம் 2013, பிரிவு 108, அத்தனூடன் விதி 20 கம்பெனிகள் (மேலாண்மை மற்றும் நிர்வாகம்) விதிகள் 2014, திருத்தப்பட்ட படி, கம்பெனிகள் (மேலாண்மை மற்றும் நிர்வாகம்) திருத்தப்பட்ட விதிகள் 2015 மற்றும் செபி ஒழுங்குமுறை 44 (பட்டியல் பொறுப்புகள் மற்றும் வெளிப்படுத்துதல் தேவைகள்) ஒழுங்குமுறைகள் 2015ன்படி, வருடாந்திர பொதுக் கூட்ட அறிக்கையில் தரப்பட்டுள்ள அனைத்துத் தீர்மானங்களையும், AGM நடைபெறும் இடத்தில் அல்லாமல் (ரிமோட் மின்னணு வாக்குப்பதிவு) உறுப்பினர்கள் மின்னணு வாக்குப்பதிவு மூலம் பதிவு செய்யும் வசதியை, சென்ட்ரல் டெபாசிட்டுரி செக்யூரிட்டீஸ் (இந்தியா) லிமிடெட் (CDSL) வழங்கியுள்ளது. www.evotingindia.com என்ற CDSL இணையதளத்திலும் AGM அறிவிப்பு கிடைக்கப்படும்.

ரிமோட் மின்னணு வாக்குப்பதிவுக் காலம் திங்கட்கிழமை, ஆகஸ்ட் 21, 2017 இந்திய நேரம் காலை 9.00 மணிக்கு துவங்கி புதன்கிழமை, ஆகஸ்ட் 23, 2017 இந்திய நேரம் மாலை 5.00 மணிக்கு முடிவாகும். இந்தக் காலத்தில், உறுப்பினர்கள் மின்னணு முறையில் வாக்களிக்கலாம். அதன் பின்னர், ரிமோட் மின்னணு வாக்குமுறை, வாக்குப்பதிவு செய்ய இயலாமல் CDSL ஆல் செயலிழக்க செய்யப்படும் மற்றும் மேற்கூறிய தேதி மற்றும் நேரத்திற்கு பின் மின்னணு முறையில் வாக்களிக்க அனுமதிக்கப்பட மாட்டாது. வாக்குத் தர மூலம் வாக்களிக்கும் வசதி AGMல் அளிக்கப்படுவதால், ரிமோட் மின்னணு வாக்குப்பதிவு மூலம் வாக்களிக்காத உறுப்பினர்கள், கூட்டத்தில் கலந்து கொள்ளும்போது வாக்குத் தர மூலம் வாக்களிக்கலாம். AGMக்கு முன்னர் ஏற்கனவே ரிமோட் மின்னணு வாக்குப்பதிவு மூலம் வாக்களித்த உறுப்பினர்கள் AGMல் கலந்து கொள்ளலாம், ஆனால் மீண்டும் வாக்களிக்க அனுமதிக்கப்பட மாட்டார்கள்.

இறுதி தேதியான வியாழக்கிழமை, ஆகஸ்ட் 17, 2017 அன்றுள்ளபடி; கம்பெனியின் சரி பங்கு மூலதனம் பங்கில் உறுப்பினர் வைத்துள்ள சரி பங்கு மூலதனம் பங்கின் எண்ணிக்கைக்கு நிகராக வாக்களிக்கும் உரிமை வழங்கப்படும். இறுதி தேதியன்றுள்ளபடி, உறுப்பினர் பதிவேட்டில் அல்லது டெபாசிட்டுரிஸ் பராமிக்கும் பயன்பாடும் உரிமையாளர்கள் பதிவேட்டில் பெர் டிமட் பெற்றுள்ள உறுப்பினர்கள் மட்டும், AGM அறிவிப்பில் தரப்பட்டிருக்கும் அனைத்து தீர்மானங்களுக்கும், ரிமோட் மின்னணு வாக்குப்பதிவு அல்லது AGMல் வாக்குத்தர மூலம் வாக்களிக்கலாம்.

AGM அறிக்கை அனுப்பிய பின்னர் கம்பெனியில் உறுப்பினராகச் சேர்ந்து, இறுதி தேதியன்று பங்குகளை வைத்துள்ளவர்கள் helpdesk.evoting@cdslindia.com அல்லது investor@cameoindia.com என்ற முகவரிக்கு மின்னணு அனுப்பி யூசர் ID மற்றும் ரகசியச் சொல்வினைப் பெற்று வாக்களிக்கலாம்.

யூசர் ID மற்றும் ரகசியச் சொல்வினைப் பெற்று விரிவான வழிமுறைகளும் கம்பெனி இணையதளத்திலுள்ள AGM அறிவிப்பில் தரப்பட்டுள்ளது. ஒரு உறுப்பினர் ஏற்கனவே CDSLல் பதிவு செய்திருந்தால், அவர் தற்போதுள்ள யூசர் ID மற்றும் ரகசியச் சொல்வினைப் பயன்படுத்தி ரிமோட் மின்னணு வாக்குமுறை மூலம் வாக்களிக்கலாம். மின்னணு முறையில் வாக்களிப்பது தொடர்பாக வினாக்கள் அல்லது குறைகள் ஏதேனும் இருப்பின், அதனை அடிக்கடி கேட்கப்படும் கேள்விகள் பகுதியை அல்லது www.evotingindia.com என்ற இணையதளத்தின் உதவிப் பிரிவிலுள்ள மின்னணு வாக்கு கையெழுப்பைப் பார்க்கவும் அல்லது helpdesk.evotingindia@cdslindia.com என்ற முகவரிக்கு மின்னணு அனுப்பவும்.

மின்னணு முறையில் வாக்களிக்கும் வசதியில் குறைகள் ஏதேனும் இருப்பின், தி. வென்செஸ்லாஸ் ஃபுடர் தோ, துணை மேலாளர்; CDSL, ஃபிரோன் ஊழியர் டவர்ஸ், 16வது தளம், தவால் தெரு, ஃபேர்ட், மும்பை - 400001, helpdesk.evoting@cdslindia.com, தொ.பெ.: 18002005533 அவர்களை அணுகவும். AGMல் கலந்து கொண்டு வாக்களிக்க விரும்பும் நபர்கள், நேரிடையாக அல்லது பராக்ஸி மூலம் வாக்களிக்கலாம். கூட்டத்தில் கலந்து கொண்டு வாக்களிக்க விரும்பும் நபர்கள், உரிய படிவத்தில் முறையாக கையெழுத்திட்ட அனைத்து பராக்ஸிக்களையும், கம்பெனியின் பதிவு அலுவலகத்தில், AGM துவங்குவதற்கு 48 மணி நேரத்திற்கு முன்பாக சேமிக்க வேண்டும்.

இயக்குநர்கள் குழு ஆணையடி,  
ஸ்ரீராம் இபிசி லிமிடெட்டிற்காக

இடம் : சென்னை  
தேதி : 02.08.2017

சுமீ-  
கே.சுரேஷ்  
நிறுவன செயலர்

**Shriram EPC**  
Engineering the future  
**Shriram EPC Limited**

Regd. Office : 4<sup>th</sup> Floor, Sigappi Achi Building, 18/3, Rukmini Lakshmiipathi 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 17<sup>th</sup> ANNUAL GENERAL MEETING AND E-VOTING INFORMATION AND BOOK CLOSURE**

NOTICE is hereby given that the 17<sup>th</sup> Annual General Meeting (AGM) of the Members of Shriram EPC Limited (the "Company") will be held on Thursday, 24<sup>th</sup> August, 2017 at 03.05 p.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 31<sup>st</sup> March, 2017 have been sent in electronic mode to the members whose e-mail IDs are registered with the Company or their Depository Participant(s) and physical copies of the same have been sent to those Members who have not registered their e-mail IDs with the Company. 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 21<sup>st</sup> August 2017 to Thursday 24<sup>th</sup> August 2017, (both days inclusive).

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, 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 Monday, 21<sup>st</sup> August 2017 at 09.00 a.m (IST) and ends on Wednesday 23<sup>rd</sup> August 2017 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 Thursday, 17<sup>th</sup> August 2017 ('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 : 02.08.2017

Sd/-  
K Surash  
Company Secretary