

16th July, 2018

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

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

NSE Symbol SHRIRAMEPC

Scrip Code:532945

Dear Sir,

Sub: Notice of the 18th Annual General Meeting, Intimation of remote E-voting Facility
and Book Closure intimation

Please find enclosed herewith copy of the Notice of the 18th Annual General Meeting of the Company to be held on Friday, 03rd August, 2018 at 03.00 P.M. at 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 both dated 14th July, 2018.

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, 30th July 2018 to Friday, 3rd August, 2018 (both days inclusive) for the purpose of 18th Annual General Meeting (AGM) of the Company to be held on 03rd August, 2018.

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 Eighteenth Annual General Meeting

NOTICE is hereby given that the Eighteenth Annual General Meeting of the Members of the Company will be held at 3.00 PM on Friday, the 3rd August 2018 at 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 31st March, 2018 and the reports of the Auditors thereon.
2. **Re- Appointment of Mr R Sundararajan (DIN 00498404) as a Director**

To consider and if deemed fit, to pass the following as an Ordinary Resolution

RESOLVED THAT Mr. R. Sundararajan holding DIN(00498404) who retires by rotation and being eligible for re-appointment be and is hereby re-appointed as a Director of the liable to retire by rotation

SPECIAL BUSINESS:

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

RESOLVED THAT pursuant to 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, 2019 be and is hereby ratified and confirmed .

- 4 To consider and if thought fit, to pass, the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting

and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the re-appointment of Shri .T Shivaraman, DIN: 01312018, as Managing Director & CEO of the Company for a period of 3 years with effect from 20.9.2018 to 19.9.2021 on the remuneration and terms & conditions as mentioned in the explanatory statement placed before the members of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. T Shivaraman remuneration and perquisites not exceeding the ceiling limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary any of the terms of remuneration in consultation with Managing Director & CEO provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time."

- 5 To consider and if thought fit, to pass), the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197 & 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modifications or re-enactment(s) thereof for the time being in force), subject to approval of members in the general meeting and such other consents and permission as may be necessary, consent of the board of directors be and is hereby accorded for the re-appointment of Shri .M Amjat Shariff, (DIN: 00009562), as Joint Managing Director of the Company for a period of 3 years with effect from 20.9.2018 to 19.9.2021 on the remuneration and terms & conditions as mentioned in the explanatory statement placed before the members of the Company.

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company shall pay to Mr. M Amjat Shariff remuneration and perquisites not exceeding the ceiling limit laid down in Section II of Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors".

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to vary

any of the terms of remuneration in consultation with Joint Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time."

By Order of the Board of Directors

Chennai

7th June, 2018

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 here with 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 18th Annual General Meeting.

- At the 17th AGM, M/s MSKA & Associates, (ICAI Firm Registration No.10504716) were appointed as Statutory Auditors of the Company for a period of 5 years until the conclusion of the 22nd AGM of the Company.

The ratification of their appointment pursuant to Section 139 of the Companies Act, 2013 is not required in terms of Notification No.S.O.1833 (E) dated 07.05.2018 issued by the Ministry of Corporate Affairs and accordingly, the item has not been included in the Ordinary Business of this AGM Notice.

- 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.
- The statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
- 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.
- Members / proxies should bring the duly filled Attendance Slip enclosed here with to attend the meeting.

- 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.

- Pursuant to Sections 101 and 136 of the Companies Act, 2013 read with Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email addresses either with the Company/Registrar or with the Depository Participant(s). Members who have not registered their email addresses with the Company can now register the same by submitting a duly filled-in request form with the Registrar.

Members holding shares in demat form are requested to register their email addresses with their Depository Participant(s) only.

The Register of Members and the Share Transfer Books of the Company shall remain closed Monday, 30th July 2018 to Friday, 3rd August, 2018 (both days inclusive), for the purpose of Annual General Meeting.

- 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.

- 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:

For the FY 2010-11, the amount of Unclaimed Dividend has been transferred to IEPF, and the shares are in the process of transfer

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

Members who have not encashed their dividend

For Shriram EPC Limited

K. SURESH

Vice President & Company Secretary



warrants are requested to lodge their claims with the Company.

- 10 Copies of the Annual Report 2018 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 2018 are being sent by electronic mode only. For members who have not registered their Email Addresses, the Board of Directors have decided to circulate the Abridged Annual Report containing salient features of the balance sheet and statement of profit and loss and other documents to the shareholders for the Financial Year 2017-18, as per the provisions of Section 136(1) of the Companies Act, 2013, Rule 10 of Companies (Accounts of Companies) Rules, 2014 and Regulation 36 of the Listing Regulations. Members who desire to obtain the full version of the Annual Report may write to the Company Secretary at the Registered office. Full version of the Annual Report is also available on the Company's website HYPERLINK "<http://www.shriramepc.com>" www.shriramepc.com.
- 11 The Notice of the 18th 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 18th 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.
- 12 Members may also note that the Notice of the 18th Annual General Meeting and the Annual Report 2018 will also be available on the Company's website www.shriramepc.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's Registrars M/s. Cameo Corporate Services Limited at evoting@cameoindia.com
- 13 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.
- 14 Voting through Electronic means
 - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to the members the facility to exercise their right to vote at the 18th Annual General Meeting (AGM) by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
 - (ii) The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.
 - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting, but shall not be entitled to cast their vote again.
 - (iv) The Company has engaged the services of Central Depository Securities Limited (CDSL) as the Agency to provide e-voting facility.
 - (v) The Company has appointed Mr. 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.
 - (vi) Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e 27.07.2018.
 - (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date,

i.e. 27.07.2018 only shall be entitled to avail the facility of remotee-voting.

(viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., 27.07.2018 may obtain the User ID and password in the manner as mentioned below:

(a) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.com> the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

(b) Member may call Central Depository Securities Limited (CDSL) toll free number 1800-200-5533

(c) Member may send an e-mail request to evoting.com. If the member is already registered with NSDL e-voting platform, then he can use his existing User ID and password for casting the vote through remotee-voting.

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

Commencement of remote e-voting: From 9.00 a.m. (IST) on 31.07.2018

End of remote e-voting: Up to 5.00 p.m. (IST) on 02.08.2018

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by CDSL upon the expiry of the aforesaid period.

(ii) The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, within 48 hours of conclusion of the Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.shriramepc.com and on the website of CDSL <https://www.evotingindia.com>. The results shall simultaneously be communicated to the StockExchange.

(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. 3rd August, 2018.

(vi) Instructions and other information relating to remotee-voting:

A. I. The Company has entered into an arrangement with Central Depository Securities Limited (CDSL)

for facilitating e-voting for AGM. The instructions for e-voting are as under:

a. In case of Members receiving an e-mail from CDSL:

i. Open the PDF file 'SEPC e-Voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an 'Initial Password'.

ii. Launch an internet browser and open <https://www.evoting.CDSL.com/>

iii. Click on Shareholder - Login.

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

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

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

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

vii. Select 'EVEN' of Shriram EPC Limited.

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

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

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

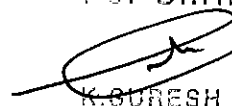
xi. Once you have voted on the resolution, you will not be allowed to modify your vote.

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

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

(i) Initial Password is provided, as follows, at the bottom of the Attendance Slip.

For Shriram EPC Limited


K. SURESH

Vice President & Company Secretary



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

- (ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.
- II In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of CDSL's e-voting website www.evoting.cdsi.com.
- III. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- IV The voting rights shall be as per the number of equity share held by the Member(s) as on 27th July 2018. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- V The e-voting module shall be disabled by CDSL at 5.00 p.m. on the same day.

By Order of the Board

K Suresh
Vice President &
Company Secretary

Chennai
7th June, 2018

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

For Shriraam EPC Limited


K. SURESH

Vice President & Company Secretary

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

As required under Section 102 of the Companies Act 2013 (Act), the following statement sets out all material facts relating to the businesses mentioned under item nos. 2,3,4 and 5 of the Accompanying Notice

ITEM NO 2

Mr.R. Sundararajan is liable to retire by rotation at this AGM pursuant to Section 152(6) of the Companies Act 2013 and being eligible has offered himself for re-appointment. The Company has received the requisite consent and disclosures from him

Mr. R. Sundararajan was born on 28th April 1948. He is a Mechanical Engineer from the Jadhavpur University, Calcutta, and an MBA from Indian Institute of Management, Ahmedabad. Mr. Sundararajan comes with a rich experience of over 43 years. He has spearheaded significant technology innovations and foreign collaborations in this sector.

Earlier, Mr. Sundararajan was the Executive Vice President-Strategic Business Planning of Matrix Laboratories Ltd. He is currently Advisor to Shriram Group of Companies, Chennai and on the Board of several reputed Companies like RAMBAL Limited, Medispan Limited, Orient Green power company Limited, Take solutions limited, Tenshi Life care Private Limited, Shriram Credit company Limited and NAMO Technologies India Private Limited

He has travelled around the world, attended international conferences and interacted with major international pharmaceutical manufacturers.

He is serving as a Director of the Company since 22nd October, 2005.

He is a member of the following Committees: 1. Investment Committee 2. Nomination & Remuneration Committee 3. Stakeholder Relationship Committee

He holds 9800 shares in the Company and has no relationship, inter-se, with any other Directors of the Company.

ITEM NO.3

Pursuant to Section 148(3) and all other applicable provisions of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force) has approved the appointment of Mr. G Sundaresan, Cost Accountant (Membership No: 11733 as Cost Auditor to conduct the audit of cost records of the Company for the financial year ending on 31st March 2018 on a remuneration of Rs.50000/- (exclusive of GST as may be applicable) and payment of such out of pocket expenses. The remuneration payable to the cost auditor shall be ratified by the shareholders of the Company.

Accordingly, consent of members is sought for passing an Ordinary Resolution for ratification of remuneration payable to the Cost Auditor for the financial year ending 31st March, 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 recommends the ratification of remuneration payable to Cost Auditors for the financial year ending 31st March, 2018.

Memorandum of Interest

None of the Directors or Key Managerial Personnel of the company or their relatives is interested or concerned, financially or otherwise in the aforesaid Ordinary Resolution.

ITEM NO.4

The Board vide its Resolution dated 7th June 2018 had approved the re-appointment of Mr. T Shivaraman as the Managing Director & CEO of the Company for a further period of 3 years from 20th September 2018 to 19th September 2021.

The present reappointment for a further period of 3 years will be on the increased remuneration as recommended by the Nomination & Remuneration Committee and approved by the Board on 30.5.2017 with an increase of 10% every year.

Gross Annual Salary (Basic Pay)

Rs. 48, 00,000 (Rupees Forty-Eight Lakhs only)

CATEGORY "A"

House Rent Allowance, Leave Travel Concession, Medical Reimbursement, fees of clubs and personal Accident Insurance as under.

(i) Housing:

Annual House Rent Allowance - Rs. 1200000/-

(ii) Medical re-imbursement- Rs.15000/- per annum

(iii) Leave Travel Concession: Rs.200000/- per annum

(iv) Club fees:

Fees of clubs subject to a maximum of 2 clubs and amount not exceeding Rs 50,000/ p.a. This will not include admission and life membership.

(v) Personal Accident Insurance:

Premium not to exceed Rs.15000/- p.a.

(vi) Contribution to Provident Fund: 12% of Basic- Rs.576000/- p.a

(vii) Commission: 0.5% of Net profit upto a limit not exceeding Rs.20,00,000/- in a year

CATEGORY "B"

Gratuity payable Rs.154000/- per annum.

CATEGORY "C"

Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to MD & CEO.

For Shriram EPC Limited

K.SURESH

Vice President & Company Secretary



Annual Increment: To be decided by the Nomination and Remuneration Committee subject to a maximum of 10% per year.

Leave Entitlement: As per rules of the Company

The perquisites mentioned above are interchangeable within the overall ceiling of the Annual salary of Managing Director & CEO.

Mr. T Shivaraman is a B. Tech (Chemical Engineering) and an M.S from IIT. He started his career as a management Trainee in ICI India Ltd at their Fertilizer Plant in Kanpur. He has more 28 years' experience in plant operations and project engineering. He has been involved with the EPC Business since 1992. He is well versed in technical handling of projects, studying its viability and feasibility has no relationship, inter-se, with any other Directors of the Company. Mr. T Shivaraman is a Director of Orient Green Power Company Limited and is a Member in CSR Committee of the Company.

Where in any financial year during the currency of tenure of the Managing Director, the Company had no profits or inadequate profits, the Company would pay Mr. T Shivaraman, remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, and as would be decided by the Board of Directors.

The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

The Managing Director shall not be entitled to receive any fees for attending the Meetings of the Board of Directors of the Company or Committees thereof.

The remuneration package of Mr. T Shivaraman and other details such as remuneration, service contract, notice period, etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

The Board recommends the approval by the members of the re-appointment of Mr. T Shivaraman as the Managing Director & CEO and payment of remuneration to him.

Mr. T Shivaraman is concerned or interested in the said resolution at item no. 4 accompanying notice.

The above may be treated as an abstract of the terms of re-appointment payable to Mr. T Shivaraman, as Managing Director as required, pursuant to section 196 of the Companies Act, 2013.

Memorandum of Interest

Except Mr T. Sivaraman, being the Appointee, none of the Directors or Key Managerial Personnel of the company or their relatives is interested or concerned, financially or otherwise in the aforesaid Special Resolution.

ITEM NO. 5

The Board vide its Resolution dated 7th June 2018 had approved the re-appointment of Mr. M Amjat Shariff, Joint Managing Director of the Company for a further period of 3 years from 20th September 2018 to 19th September 2021.

The present reappointment for a further period of 3 years will be on the increased remuneration as recommended by the Nomination & Remuneration Committee and approved by the Board on 30.5.2017 with an increase of 10% every year.

Gross Annual Salary (Basic Pay)

Rs. 48, 00,000 (Rupees Forty-Eight Lakhs only)

CATEGORY "A"

House Rent Allowance, Leave Travel Concession, Medical Reimbursement, fees of clubs and personal Accident Insurance as under.

(viii) Housing:

Annual House Rent Allowance - Rs. 1200000/-

(ix) Medical re-imbursement- Rs.15000/- per annum

(x) Leave Travel Concession: Rs.200000/- per annum

(xi) Club fees:

Fees of clubs subject to a maximum of 2 clubs and amount not exceeding Rs 50,000/- p.a. This will not include admission and life membership.

(xii) Personal Accident Insurance:

Premium not to exceed Rs.15000/- p.a.

(xiii) Contribution to Provident Fund: 12% of Basic-Rs.576000/- p.a

(xiv) Commission: 0.5% of Net profit upto a limit not exceeding Rs.20,00,000/- in a year

CATEGORY "B"

Gratuity payable Rs.154000/- per annum.

CATEGORY "C"

Provision for car for use on Company's business and telephone at residence will not be considered as perquisites. Personal long distance calls on telephone and use of car for private purposes shall be billed by the Company to and Joint Managing Director.

Annual Increment: To be decided by the Nomination and Remuneration Committee subject to a maximum of 10% per year.

Leave Entitlement: As per rules of the Company

The perquisites mentioned above are interchangeable within the overall ceiling of the Annual salary of Joint Managing Director.

Mr. M Amjat Shariff 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 38 years' experience in project

K.SURESH

Vice President & Company Secretary

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 and has no relationship, inter-se, with any other Directors of the Company. Mr. M Amjat Shariff is not a Director in any other Listed Entity and is also not a Member of any of the Committees of the Company.

Where in any financial year during the currency of tenure of the Joint Managing Director, the Company had no profits or inadequate profits, the Company would pay Mr. M Amjat Shariff, remuneration, perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V of the Companies Act, 2013, and as would be decided by the Board of Directors.

The terms and conditions of remuneration may be varied from time to time by the Board as it may, in its discretion, deem fit, in consultation with Joint Managing Director provided such variation is in accordance with the provisions of Schedule V of the Companies Act, 2013 and/ or the provisions of law as may be applicable thereto from time to time.

The Joint Managing Director shall not be entitled to receive any fees for attending the Meetings of the Board of Directors of the Company or Committees thereof.

The remuneration package of Mr. M Amjat Shariff and other details such as remuneration, service contract, notice period, etc. have been disclosed above. The Company does not have any scheme for grant of stock options.

The Board recommends the approval by the members of the re-appointment of Mr. Mr. M Amjat Shariff as Joint Managing Director and payment of remuneration to him.

Mr. M Amjat Shariff is concerned or interested in the said resolution at item no.5 accompanying notice.

The above may be treated as an abstract of the terms of re-appointment payable to Mr. M Amjat Shariff, as Joint Managing Director as required, pursuant to section 196 of the Companies Act, 2013.

Memorandum of Interest

Except Mr M. Amjat Shariff, being the Appointee, none of the Directors or Key Managerial Personnel of the company or their relatives is interested or concerned, financially or otherwise in the aforesaid Special Resolution.

By Order of the Board

K Suresh

Vice President &
Company Secretary

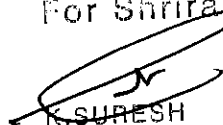
Chennai

7th June, 2018

Registered Office:

Sigappi Achi Building, 4th Floor,
18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai-600008.

For Shriram EPC Limited



K. SURESH
Vice President & Company Secretary



Shriram EPC Limited

Registered Office: Sigapi Achi Building, 4th Floor,
18/3, Rukmini Lakshmipathi 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 18th ANNUAL GENERAL MEETING of the Company to be held on Friday, 3rd August, 2018 at 03.00 P.M. at 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



For Shriram EPC Limited

R. SURESH

Vice President & Company Secretary



Engineering the future

Shriram**epc**
Engineering the future

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


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

E-mail: suresh@shriramepc.com

Website: www.shriramepc.com

CIN: L74210TN2000PLC045167

For Shriram EPC Limited


K. SURESH

Vice President & Company Secretary

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FORM NO. MGT-11

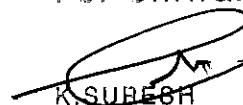
PROXY FORM

Corporate Identity Number	L74210TN2000PLC045167
Name of the company	Shriram EPC Limited
Registered office	Sigapi Achi Building, 4 th Floor, 18/3, Rukmini Lakshmipathi 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


K. SURESH