

Shriram^epc

Engineering the future

Regd. Office: 4th Floor, Sigappi Achi Building, 18/3, Rukmini Lakshmipathi Road, Egmore, Chennai-600008
Ph.: 044-49015678 Fax: 044-49015655 Email: info@shriramepc.com
website:www.shriramepc.com
CIN: L74210TN2000PLC045167

NOTICE OF FOURTEENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Fourteenth Annual General Meeting (AGM) of the Members of the Company will be held at 3.00 P.M. on Wednesday, the 10th September, 2014 at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss of the Company for the 9 months period ended March 31, 2014, together with the Directors' Report and the Auditors' Report there on.

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

RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. S. R. Ramakrishnan (DIN 00015839), Director of the Company, who retires by rotation at this 14th Annual General Meeting of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years from the date of this 14th Annual General Meeting (2014) till the date of 19th Annual General Meeting (2019) of the Company, both days inclusive".

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 the provisions of Sections 149, 152 and any other applicable provisions, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. R. Sundararajan (DIN 00498404), Director of the Company, who retires by rotation at this 14th Annual General Meeting of the Company be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office for five consecutive years from the date of this 14th Annual General Meeting (2014) till the date of 19th Annual General Meeting (2019) of the Company, both days inclusive".

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

RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, M/s. Deloitte Haskins & Sells, (Firm Registration No. 008072S) ASV N Ramana Tower, No. 52, Venkatanarayana Road, T.Nagar, Chennai – 600 017, the retiring auditors of the company be and are hereby re-appointed as the statutory auditors of the company to hold the office from the conclusion of this 14th annual general meeting until the conclusion of the next annual general meeting at a remuneration as may be mutually agreed upon between the Board of Directors and the Auditors, plus reimbursement of service tax, out of pocket expenses actually incurred by them in connection with the Audit.

Registered Office: Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai – 600 008.

By Order of the Board of Directors

Date: 27-05-2014

K. SURESH
COMPANY SECRETARY

NOTES

1. The relative explanatory statement of material facts pursuant to Section 102(1) of the Companies Act, 2013 in respect of Ordinary Business under items 2 to 3 as set out in the notice is annexed hereto.
2. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a member of the Company. The proxy form duly completed must be returned so as to reach the registered office of the Company not less than 48 hours before the time of commencement of the aforesaid meeting.
3. The register of members and share transfer books of the Company will remain closed from Friday, September 05, 2014 to Wednesday, September 10, 2014 (both days inclusive).
4. Members/Proxies should bring their Attendance slip duly completed for attending the meeting. The signature in the attendance slip should match with the signature(s) registered with the Company. Members holding shares in dematerialized form are requested to bring their Client ID and DP ID numbers for identification.
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. Members are requested to address all the correspondences, to the Registrar and Share Transfer Agents, M/s. Cameo Corporate Services Limited, "Subramanian Building", 1 Club House Road, Chennai – 600 002.
8. Members whose shareholding is in electronic mode are requested to direct change of address notification and updates on bank account details, if any, to the respective depository participants.
9. The documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company on all working days between 10.00 a.m. to 2.00 p.m. upto the date of Annual General Meeting.
10. The Company is concerned about the environment and utilizes natural resources in a sustainable way. We request you to update your email address with your Depository Participant to enable us to send you the communications via email.
11. As an economic measure, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore, requested to bring their copies of Annual Report to the meeting.
12. Voting through electronic means:
In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 14th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services Limited (CDSL):

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 03rd September, 2014 (10.00 A.M.) and ends on 05th September, 2014 (05.30. P.M.). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date August 14, 2014, 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.
- (iii) Click on Shareholders.

- (iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - 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 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	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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. 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.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If 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 (v).

- (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 out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvii) If Demat account holder has forgotten the same 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) 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 and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to the Scrutinizer at rsaevoting@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com. The file containing the said documents should be named as "Member's name (EVSN)", e.g., in case of shareholder company XYZ Ltd., the file containing the authorization documents should be named as "XYZ Ltd.(EVSN)". The documents can be sent before/immediately after casting the vote. However, in case the same do not reach Scrutinizer/ CDSL before closure of voting, the vote so exercised will be rejected in the system.
- After receiving the login details they have to create 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 should be mailed to 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.

(xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com

Registered Office: Sigappi Achi Building,
4th Floor, 18/3 Rukmini Lakshmipathi Road,
Egmore, Chennai – 600 008.

By Order of the Board of Directors

Date: 27-05-2014

K.SURESH
COMPANY SECRETARY

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

ITEM NO.2

Mr. S R Ramakrishnan is a Non-Executive & Independent Director of the Company. He is on the Board of the Company since 14th May 2005.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. S R Ramakrishnan is proposed to be appointed as an Independent Director for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹1,00,000/- proposing the candidature of Mr. S. R. Ramakrishnan as an Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. S. R. Ramakrishnan as an Independent Director of the Company from the date of this 14th Annual General Meeting till the date of 19th Annual General Meeting of the Company (both days inclusive) pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. S. R. Ramakrishnan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. S. R. Ramakrishnan as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. S. R. Ramakrishnan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 2 for the approval of the members.

ITEM NO.3

Mr. R. Sundararajan is a Non-Executive & Independent Director of the Company. He is on the Board of the Company since 22nd October, 2005.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Mr. R. Sundararajan is proposed to be appointed as an Independent Director for a term of five years. The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of ₹1,00,000/- proposing the candidature of Mr. R. Sundararajan for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. R. Sundararajan as an Independent Director of the Company from the date of this 14th Annual General Meeting till the date of 19th Annual General Meeting of the Company (both days inclusive) pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. R. Sundararajan, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. R. Sundararajan as an Independent Director.

No Director, Key Managerial Personnel or their relatives, except Mr. R. Sundararajan, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item no. 3 for the approval of the members

DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT / APPOINTMENT AS AN INDEPENDENT DIRECTOR AT THE FORTHCOMING ANNUAL GENERAL MEETING

(Pursuant to Clause 49(IV)(g) of the Listing Agreement)

Mr. S.R. Ramakrishnan was born on 4th February, 1935. He graduated in Mechanical Engineering in 1956. He joined the erstwhile Hindustan Steel Ltd., in March, 1957, (presently Steel Authority of India Ltd – SAIL) and underwent a year's training in USA in Coke Oven Plant at Pittsburgh. During this period, he also undertook a course in Metallurgy and Business Management in Carnegie Institute of Technology.

On his return from USA in October, 1958, he joined the Coke Ovens Department of Bhilai Steel Plant. He held various positions and had to his credit commissioning of batteries and solving major problems associated with Coke Ovens. Mr. Ramakrishnan held the post of Chief Engineer, Coke Ovens and Byproducts at Bhilai Steel Plant till 1978. During this period, his services were requisitioned by Durgapur Steel Plant also, when serious problems were encountered there.

His rich experience in tackling problems related to human relations led him to the post of Chief Personnel Manager of Bhilai Steel Plant in 1978. He was called upon to deal with Import of Coal and tackle the problems of Indigenous coal supplies in SAIL Corporate office in Delhi, in 1980. In July, 1981, He was appointed as General Manager (Works) in Bhilai Steel Plant and in December, 1984, he was promoted and appointed as Executive Director (Raw Materials) in SAIL. In August, 1985, he left SAIL and joined Nagarjuna Steels Ltd. Hyderabad, as Managing Director.

In July, 1986, his services were requisitioned again by SAIL and he was appointed as Managing Director of Bokaro Steel Plant and a Director in the Board of SAIL. During his tenure till June, 1990, the plant rose to new heights and the prestigious Cold Rolling Complex was successfully commissioned. In June, 1990, he assumed charge of Director-Raw Materials and Special Steels. During this period, consolidation of Mines Operation and a common set-up for Alloy and Special Steels was achieved.

He took over as Director (Commercial) in March 1991. During his tenure, the Steel Industry went through a very important phase of Decontrol of Steel by the Government and subsequent changes in marketing policy were effected smoothly and creditably by SAIL. He also had additional charge as Director, Projects for a short time, during which period he was associated with the Modernisation Programmes of Rourkela and Salem Steel Plants. Mr. Ramakrishnan retired from SAIL in March, 1993. After retirement, he was associated with Birla Group as an Advisor till June, 1998.

Presently he is a director on the boards of Nagarjuna Fertilizers and Chemicals Ltd. Hyderabad, Nagarjuna Oil Corporation Ltd., and Nagarjuna Oil Refinery Ltd., His services were solicited by Sesa Kembla Coke Company Ltd. In 1995, he was instrumental in getting their Non-recovery Coke Oven Plant rebuilt to a new design, which is under patent application, presently.

Mr. Ramakrishnan is a widely travelled man and has earlier been member in other Company boards and Professional Bodies.

He is serving as a Director of the Company since 14th May, 2005 and has been appointed as the Chairman of the Board with effect from 12th February, 2013.

He is a member of the following Committees:

1. Audit Committee
2. Investment Committee
3. Nomination & Remuneration Committee
4. Stakeholders Relationship Committee

He does not hold any shares in the Company.

Mr. R. SUNDARARAJAN

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 30 years in the Pharmaceutical Industry. 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 Manipal Acnova Pvt Ltd, a reputed Clinical Research Organization in India. Take Solutions Limited, Rambal Limited, Shriram Fortune Solutions Limited, Shriram Asset Management Company Limited, Shriram Fortune Solutions Limited, Shriram Credit Company Limited, Shriram Wealth Advisors Limited, Orient Green Power Company Limited, Shasun Pharmaceuticals Limited, Medispan Limited etc.,

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. Audit Committee
2. Investment Committee
3. Nomination & Remuneration Committee
4. Stakeholder Relationship Committee

He holds 9800 shares in the Company.

**Form No. MGT – 11
Proxy Form**

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74210TN2000PLC045167
 Name of the Company : Shriram EPC Limited
 Registered Office : 4thFloor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008. Ph.: 044-49015678 Fax: 044-49015655
 Email: info@shriramepc.com, website:www.shriramepc.com

Name of Member(s)	
Registered Address	
Email ID	
Folio No./ Client ID	
DP ID	

I/We, being a Member(s) of _____ shares of the above named Company, hereby appoint

1.	Name Address Email ID Signature _____ or failing him	2.	Name Address Email ID Signature _____ or failing him
3.	Name Address Email ID Signature _____		

as my/our proxy to attend and vote (on a poll) for me/us, on my/our behalf at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday 10th September, 2014 at 03.00 P.M. 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 set out in the Notice dated 27th May, 2014.

Signed thisday of _____ 2014

Signature of Share holder

Signature of Proxy holder(s)

Affix Re.1 Revenue Stamp

Shriram EPC Limited

Registered Office: 4thFloor, Sigappi Achi Building, 18/3 Rukmini Lakshmi pathi Road, Egmore, Chennai-600008
 Ph.: 044-49015678 Fax: 044-49015655 Email: info@shriramepc.com, website:www.shriramepc.com

CIN: L74210TN2000PLC045167

ATTENDANCE SLIP

To be handed over at the entrance of the Meeting Hall

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

I hereby record my presence at the FOURTEENTH ANNUAL GENERAL MEETING of the Company to be held on Wednesday 10th September, 2014 at 03.00 P.M. at Kamakoti Hall, Sri Krishna Gana Sabha, 20, Maharajapuram Santhanam Road, T.Nagar, Chennai – 600 017 and at any adjournment thereof.

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

Member's/Proxy's Signature