

The National Stock Exchange of India Ltd.,

Exchange Plaza, 5th Floor, Bandra-Kurla Complex, Mumbai-400 051 NSE Symbol - SEPC **BSE Limited**

14th Floor, PJ. Towers, Dalal Street, Mumbai-400 001 Scrip Code: 532945

30th May, 2023

Dear Sir/Madam,

Sub: Submission of Annual Secretarial Compliance Report for the year ended 31st March, 2023

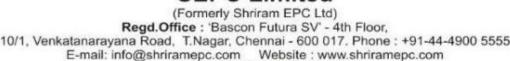
In Compliance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019, please find enclosed copy of Annual Secretarial Compliance Report for the Financial Year 2022-23 issued by Srinidhi Sridharan & Associates, Company Secretaries.

Thanking you, Yours faithfully, For **SEPC Limited**

T. Sriraman
Company Secretary & Compliance officer
Encl.:a.a.







CIN: L74210TN2000PLC045167



SRINIDHI SRIDHARAN & ASSOCIATES

company secretaries



SECRETARIAL COMPLIANCE REPORT OF SEPC LIMITED FOR THE YEAR ENDED 31ST MARCH 2023

ISIN: INE964H01014

We, SRINIDHI SRIDHARAN & ASSOCIATES, Company Secretaries have examined:

- a) all the documents and records made available to us and explanation provided by SEPC LIMITED, (CIN:L74210TN2000PLC045167) (herein after referred as "The listed entity") having its Registered office at 4th Floor, BASCON FUTURA, SV IT Park, Venkatanarayana Road, Parthasarathy Puram, T. Nagar, CHENNAI - 600017
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity (website address: www.sepc.in)
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended 31st March 2023 in respect of compliance with the provisions of:
 - a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued there under; and
 - b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made there under and the Regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");

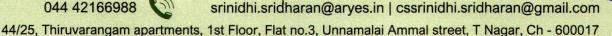
The specific Regulations, whose provisions and the circulars/ guidelines issued there under, have been examined, including:-

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended ("Listing Regulations");
- b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- e) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; (Not applicable during the year under review)
- f) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the year under review)

SEPC LIMITED

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SECRETARIAL COMPLIANCE REPOR FOR THE YEAR ENDED 31ST MARCH, 2023





- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (Not applicable during the year under review)
- h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; (Not applicable as the company is not registered as Registrar to an Issue and Share Transfer Agent during the year under review)
- i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
 and circulars/ guidelines issued there under;

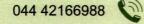
and based on the above examination, we hereby report that, during the review period:

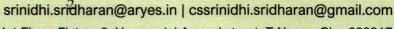
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under except the following:-

Sr. No	Compliance Requirement (Regulations/circulars/ guidelines including specific clauses)	Regulation / Circular No.	Deviations	n Take n by	of Actio n Advis ory/c larifi catio n/fin e/sh ow caus e notic e/wa rning	Is of viola tion	Fine Amou nt (in Rs.)	Observati ons/ Remarks of the Practicin g Company Secretary	Managen Respon		Remarks
	(a)	(b)	(c)	(d)	etc., (e)	(f)	(g)	(h)	(i)		(j)
1.	The listed entity shall ensure		The Certificate	-	-	-	-		Revised Cer	tificate	
	that the share transfer agent		provided by the					filing	filed.	Action	
	or the in-house share	Regulations	- 151					pursuant	closed.		
	transfer facility, as the		Secretary for the					to enquiry			
	case may be, produces a		Financial Year ended					from BSE			
	certificate from a		31.03.2022 had an					was done			
	practicing company	=	inadvertent TYPO					with the			
	secretary within thirty days		Error in the Period.					correction.			
	from the end of the										
	financial year, certifying										
	that all certificates have										
	been issued within thirty										
	days of the date of										
	lodgement for transfer, sub-										CRID
	division, consolidation,									là là	X.
	renewal, exchange or									Z	K SR
	endorsement of						_			\4	(A)
	calls/allotment monies.									13	W

SEPC LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023







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2.	Listed entities shall make disclosure of any default on loans, including revolving facilities like cash credit, from banks /financial institutionswhich continues beyond 30 days. Such disclosure shall be made promptly, but not later than 24 hours from the 30 th day of such default		The Company has not made any disclosure to the stock exchange on/after 31/03/2022	-		-	-	of disclosure regarding default on loans, including revolving facilities like cash credit.	restructuring the Debts of the Company.	alrea dy close d as per the Reso ution Plan
	The listed entity shall first disclose to stock exchange(s) of Change in directors and key managerial personnel as reasonably possible and not later than twenty four hours from the occurrence of event or information	of Listing Regulations read with Schedule	The date of withdrawal of Nomination for Mr. Kallika Prasad is on 24 th February, 2022 while the dissemination to the Stock Exchange has been done on 30 th May, 2022.	-	-	-	•	disclosure of event or informatio n to the stock exchange.	Director and considering materiality it has been intimated accordingly. Further, as informed by the listed entity, it had approached Punjab Nationa bank, who had nominated the said Director. The filling was done, upon getting ar official confirmation from PNB.	
4.	The listed entity shall submit Annual audited standalone financial results for the financial year, within sixty days from the end of the financial year.	33(3)(d) of SEBI Listing Regulations	The XBRL and PDF of Audited Financial Results for the Financial Year ended 31 st March, 2022 had been filed on 24 th June, 2022 i.e exceeding sixty days	NSE	fine	in	153400 & 153400	filing of Financial Results	As informed by the listed entity, the agenda which was originally scheduled to be passed on 30 th May 2022 had been re-scheduled to 24 th June 2022 due to change in Management of the entity. Subsequently the fine had been paid. Action closed.	
5	The listed entity shall disclose to the Exchange(s), within 30 minutes of the closure of the meeting held to consider the Financial	read with	Outcome of Meeting of Board dated 24 th June, 2022 has been uploaded in National Stock Exchange with	-	-	-	-	outcome of Board with	As informed by the listed entity, the delay was due	DHISS

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

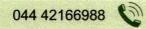
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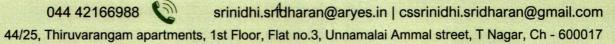


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	Results	Part A, Para	a delay of 1 Hour						website.	
		A, point H	and 2 Minutes				/	Dolavia	As informed by	
6	Every listed entity shall	Reg 24A(2)	The PDF of Annual	-	-	-	•		As informed by the listed entity,	
	submit a secretarial	of SEBI	Secretarial					_	the delay was due	
	compliance report in such	Listing	Compliance report						to some technical	
	form as specified, to stock		had been filed on							
	exchanges, within sixty days		29 th June, 2022, i.e					Secretarial		
	from end of each financial	- 20210331-	exceeding 60 days.						as informed by the	
	year	2 dated 31st							listed entity, no	
		March, 2021							fine had been	
		and NSE							levied by the SE.	
		circular -						Exchange.		
		NSE/CML/20								
		21/10 dated								
		8 th April,	_							
		2021							A :- 6	
7	The listed entity shall first		Mr. T. Shivaraman	-	-	-	-	Delay in		-
	disclose to stock	Listing	(DIN: 01312018),						the listed entity,	
	exchange(s) of Change in								the delay was due	
	directors and key	read with	CEO and Mr.					regarding	1	
	managerial personnel as		Mohammed Amjat					1	situation prevailed	
	reasonably possible and not		Shariff (DIN:						due to change in	
	later than twenty four hours	A Clause 7.	00009562), Joint					Directors	management as	
	from the occurrence of		Managing Director						necessitated by	
	event or information		had retired from						the Resolution	
			close of business						plan.	
			hours of							
			19 th September, 2022							
			but the intimation to							
			the stock exchange							
			has been made on							
			23 rd September,							
			2022, i.e Beyond 24							
			hours from period of							
			retirement.							
8	Where the listed entity	Reg 32(6)	The Company had	-	-	-	-		As informed by	-
	has appointed a	of SEBI	allotted Rs. 220				_	Failure to		
	monitoring agency to	Listing	crores in its first					file	the funds were	
	monitor utilication of	Regulations	tranche in the Board		-				received in eight	
	proceeds of a public issue or		Meeting dated 24 th					Agency	tranches and the	
	rights issue or preferential		June, 2022. The					report and	monitoring Agency	
	issue or qualified institutions		Company has not					Statement	gave a	
	placement, the listed entity		filed the Monitoring					of	consolidated	
	shall submit to the stock		Agency report and					Deviation	report. upon	
	exchange(s) any comments		Statement of					and	receipt of the	
	or report received from the	1	Deviation and					Variation	entire amount, the	
	monitoring agency within		variation for					for quarter	same has been	
	forty-five days from the		utilisation of Funds					ended 30 th	filed.	
	end of each quarter.		raised through					June 2022		
	3.14 5. 5361 quarter!		preferential issue for					and 30 th		
			the Quarter ended					September		
			30 th June, 2022.					, 2022.		OHARA
		_	Further The PDF of					,	/3	W.
			Monitoring Agency							SRIN
			report and Statement							SRIDH
			The state of the s	1		1	1		18	CPIND
			of Deviation and				1	1	1 - 1	XV
			of Deviation and variation has been						19	DI.

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023



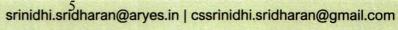




			Funds raised through							
			preferential issue on							
			15 th November,							
			2022, i.e exceeding							
			45 days from end of							
			the quarter ended							
		_	30 th September,							
			2022. Further XBRL							
			filing for the same							
			has not been done.							
9.	The Board of Directors of	Regulation	The Company	-		-	-	Failure to	As informed by	-
۶.	Top 2000 Listed Entities	17(1)(c) of	had(during the					meet the	the listed entity,	
	The second secon		period 24 th					criteria of		
	based on Market	SEBI Listing							certain unforeseen	
	Capitalisation shall comprise	Regulations								
	of not less than six directors		29 th January, 2023)						circumstances,	
			only 4 directors as					directors	there was a delay	1
			Part of their Board					on the	in identifying the	
			Composition, i.e; less					Board.	persons whose	
			than 6 directors						knowledge	
			ulair o directors						and skills	
				1					commensurate	
									Per extra from the content of the co	
									with the	
									functioning and	1
									operations of the	
									Company.	
10	Board of directors shall have	Regulation	There was no	NSE	Fine	Delay	53100	Failure to	As informed by	-
10.	an optimum combination of		woman director in	1102	" " "	in	&		the listed entity,	1
	35.	A CONTRACTOR OF THE PARTY OF TH	ALL CLOSES CONTRACTOR CONTRACTOR CO. C.				53100	woman	due to certain	1
	executive and non-executive	_					33100		Production Common Section Section Common	
	directors with at least one	Regulations	period 24 th			ntme		Co.	unforeseen	
	woman director and not less		September, 2022 to			nt of		the Board.	circumstances,	
	than fifty per cent. of the		29 th January, 2023.		- 4	woma			there was a delay	1
	board of directors shall					n			in identifying a	
	comprise of non-executive					direct			person whose	
						or			knowledge	
	directors	_				Oi			and skills	
									commensurate	
									with the	
									functioning and	
									operations of the	
									Company.	
		_							Jonn parry.	
									Fine paid. Action	
									100	
					-			_	closed.	
11.	SEBI (Issue of Capital and	Schedule	Due date of	BSE	fine	Delay	141600	Fine paid.	As informed by	1
	Disclosure Requirements)	XIX - Para 2	Compliance			in		Action	the listed entity,	
	Regulations, 2018	of SEBI	14.07.2022 Actual			submi		closed.	the procedural	
	110941415115/ 2010	ICDR	date of Compliance			ssion			delay was	1
						of			unintentional.	
		Regulations,	20.07.2022 6 days						difficultional.	
		2018	delay			applic				
					-	ation				
12.	SEBI (Issue of Capital and	Schedule	Due date of	BSE	fine	Delay	306800	Fine paid.		
		XIX - Para 2	Compliance			in		Action	As informed by	1
	Regulations, 2018	of SEBI	31.07.2022 Actual			submi		closed.	the listed entity,	
	Regulations, 2010	ICDR	date of Compliance			ssion			the procedural	
						of			delay was	1.5
		Regulations,	13.08.2022 13 days						150	13/
	-	2018	delay			applic			unintentional.	6/
						ation				31
										1 X
										15

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023

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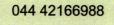


(b)The listed entity has taken the following actions to comply with the observations made in the previous reports:

S. No	Compliance Requirement (Regulations/ circulars/guid elines including specific clause)	Regulation/Cir cular No.	Deviations	on tak en	Type of actio n Advis ory/cl arific ation /fine/ show cause notice /war ning, etc.,	violation	Fine Amount	Observati ons/Rem arks of the Practicin g Company Secretary	Management Response	Remarks
1.	The Company shall have a Full-time Company Secretary in employment.	Companies Act 2013 read with Rule 8 of (Companies (Appointment	only appointed			Delay in appointm ent of Directors	33040 & 33040	The Company has regularised the Compliance officer appointment by appointing Mr. R.S Chandrasekharan, CFO with effect from 4 th June, 2021 during the absence of Full time company Secretary.	Fine paid. Action closed	
2	The Annual report copies shall be sent to Stock Exchanges within 21 clear days notice excluding the Date of Meeting and Date of sending Notice.	Listing Regulations	It is observed that the Company has submitted the Annual report copies to Stock Exchange on 7 th September, 2021 and since the Annual General Meeting held on 28 th September, 2021 there is a delay of 1 day.	-	-	-	-	The date of dispatching the Notice and date of Meeting shall be excluded while reckoning the clear days' Notice.		SRINIDHA SPINIARAN

SEPC LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED $31^{\rm ST}$ MARCH, 2023







We further affirm the compliance status with respect to the specific provisions by the listed entity as mentioned below:

Sr. No.	Particulars	Compliance (Yes/No/NA)	Status	Observations/ Remarks by PCS
1.	Secretarial Standards			
	The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) viz., Secretarial Standard on Meetings of the Board of Directors and General Meetings issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118 (10) of the Companies Act, 2013 and mandatorily applicable.	YES		
2.	Adoption and timely updation of the Policies			
	All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity.	YES		
	All the policies are in conformity with SEBI Regulations andhasbeen reviewed & timely updated as per the regulations/circulars/guidelines issued by SEBI.	YES		
3.	Maintenance and disclosures on Website			
	The Listed entity is maintaining a functional website.	YES		
	Timely dissemination of the documents/ information under a separate section on the website.	YES		
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website.	YES		HOINAGE CONTRACTOR

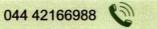
SEPC LIMITED

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023



4.	<u>Disqual</u> fication of Director		
	None of the Directors of the Company are disqualified under Section 164 of Companies Act, 2013.	YES	
5.	Details related to Subsidiaries of listed entities		
	Identification of material subsidiary companies.	NOT APPLICABLE	The Listed Entity does not have a Material Subsidiary Company
	 Requirements with respect to disclosure of material as wellas other subsidiaries. 	YES	
6.	Preservation of Documents The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records asper Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	YES	
7.	Performance Evaluation		
	The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations.	YES	
8.	Related Party Transactions		
	 The listed entity has obtained prior approval of Audit Committee for all Related party transactions. 	YES	
	 In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee. 	NOT APPLICABLE	All Related party Transactions were entered into after obtaining prior approval of audit Committee.
9.	Disclosure of events or information		
	The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	NO	Kindly refer to the Table above

SECRETARIAL COMPLIANCE REPORT FOR THE YEAR ENDED 31ST MARCH, 2023





10.	Prohibit on of Insider Trading	-	
	The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s), if any		
	No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	NO	Kindly refer to the Table above
12.	Additional Non-compliances, if any		
	No additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	YES	

PLACE: CHENNAI DATE: 30.05.2023 For SRINIDHI SRIDHARAN &ASSOCIATES **COMPANY SECRETARIES**

> **CS SRINIDHI SRIDHARAN** CP No. 17990 FCS No. 12510

PR No. 655/2020

UIN: S2017TN472300 UDIN: F012510E000426627

SRIDHARAN CP. No: 17990