

The National Stock Exchange of India Ltd., Exchange Plaza, 5th Floor Bandra-Kurla Complex Mumbai-400 051 NSE Symbol – SEPC BSE Ltd., 14th Floor, PJ. Towers Dalal Street Mumbai-400 001 Scrip Code: 532945

23.12.2022

Dear Sir/Madam,

Sub: Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Details of voting results of the postal ballot and Scrutinizer's report

We refer to our letter dated 14th November, 2022 and 21st November, 2022 intimating the decision of the Board to seek the approval of the shareholders vide postal ballot for redesignation of Mr. N K Suryanarayanan (DIN: 01714066) Non-Executive Non-Independent Director as the Managing Director & Chief Executive Officer (CEO) of the Company. The resolution as set out in the postal ballot notice for the aforementioned business has been passed with requisite majority on 22nd December, 2022 (being the last date for e-voting).

In this regard, we are enclosing the following:

- a) The voting results of the business transacted through Postal Ballot in the prescribed format pursuant to Regulation 44(3) of the Listing Regulations;
- b) The report of the Scrutinizer on remote e-voting.

This is for your information and record

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

T. SRIRAMAN

Company Secretary

Encl.:a.a.









RESOLUTION WISE DETAILS OF VOTING RESULTS ATTACHED

	SEPC LIMITED
Date of the AGM/EGM	22 nd December, 2022 – Resolution passed through Postal
	Ballot
Total Number of Shareholders on record date	52289
No. of Shareholders present in the meeting either in person or	
through proxy	
Promoters and Promoter Group:	Not Applicable
Public:	
No.of Shareholders attended the meeting through Video	
Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	

For SEPC LIMITED

T Sriraman

Company Secretary

Re-designation of Mr. N K S Remuneration thereon.	Suryanarayanan (DIN: 01	714066) Non-Execu	tive Non Independ	ent Director of the Con	pany as the Managin	g Director & CEO	O of the Company	and payment of
Resolution Required:(Ordina	ary/Special)			Special Resolution				
Whether promoter/ promoter in the agenda/resolution?	r groups are interested			No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND	E-VOTING		332995958	88.47	332995958	0	100	0
PROMOTER~GROUP	POLL	376391356	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	376391356	332995958	88.47	332995958	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING		1469991	0.27	1469991	0	100	0
	POLL	540973367	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	540973367	1469991	0.27	1469991	0	100	0
PUBLIC-NON	E-VOTING		2816655	0.7	2763406	53249	98.11	1.89
INSTITUTIONS	POLL	404164295	0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	SUB TOTAL	404164295	2816655	0.7	2763406	53249	98.11	1.89
GRAND TOTAL		1321529018	337282604	25.52	337229355	53249	99.98	0.02

For SEPC LIMITED

T Sriraman

Company Secretary



New No. 44, Old No. 25, Flat No.3 Thiruvarangam Apartments, 1st Floor, Unnmalai Ammal Street, T-Nagar, Chennai -600 017. email: sridharan.r@aryes.in

web : www.aryes.in

23rd December, 2022

The Chairman SEPC Limited, BASCON FUTURA SV 4th Floor, 10/1, Venkatnarayana Road, T. Nagar, Chennai- 600 017

Dear Sir,

Sub: Passing of Resolution through Postal Ballot

Pursuant to the resolution passed by the Board of Directors of **SEPC Limited** (hereinafter referred to as **"the Company"**) on Monday, the 14th November, 2022, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot voting conducted through remote e-voting process in respect of the following resolution:

Reference to the Companies Act, 2013	Type and Description of the resolution
Sections 196, 197, 203, Schedule V and other	SPECIAL RESOLUTION RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies
applicable provisions of the Companies Act, 2013 and the Rules made thereunder	Act, 2013 and the Rules made thereunder [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. N.K Suryanarayanan (DIN:01714066) who was appointed as a Non-Executive Non Independent Director of the Company w.e.f. 24 th June, 2022 be and is hereby re-designated as the Managing Director & CEO designated as an Key Managerial Personnel of the Company for a term of 3 years commencing from 24th September, 2022 to 23rd September, 2025 (both days inclusive), not liable to retire by rotation, on the following terms:
	(i) Salary: Rs. 6,00,000 /- per month (Rs. Six Lakhs- only per month as Basic pay) CATEGORY "A" House Rent Allowance, Leave Travel Concession, Medical
	Reimbursement and fees of clubs are as under. (ii) Housing: Company leased accommodation (iii) Medical re-imbursement & Leave Travel Concession - As per Company Rules

(iv) Club fees - Fees of club's subject to a maximum of one club. This will not include admission and life membership.

Joining Bonus of 1 Months' salary

Performance bonus of upto Rs 8,00,000 per annum.

CATEGORY "B"

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 the Managing Director & CEO.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period, Mr. N K Suryanarayanan will be paid remuneration and perquisites not exceeding the ceiling limit laid down in Section II Part II of Schedule V of the Companies Act, 2013, as may be decided by the Board of Directors.

RESOLVED FURTHER THAT the terms and conditions of appointment and remuneration given herein may be altered and varied from time to time by the Board of Directors of the Company based on the recommendation of the Nomination and Remuneration Committee as it may at its discretion deem fit, so as not to exceed the limits as specified in Schedule V of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), or any amendments made thereto from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. T. Sriraman Company Secretary & Compliance officer be and are hereby authorized to do all such acts and deeds as it may consider necessary, expedient or desirable, in order to give effect to the foregoing resolution or otherwise as considered by the Board to be in the best interest of the Company.

WE REPORT that in view of the pandemic COVID-19 and the resultant lockdown situation across the country restricting the movement of persons, in compliance with framework issued by the Ministry of Corporate Affairs (MCA) through its General Circular No.14/2020 dated 8th April, 2020, General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020, General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021 and General Circular No. 03/2022 dated 5th May 2022, the Company has sent the Postal Ballot Notice dated 14th November, 2022 only through electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on 11th November, 2022 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Depositories as on the said date. The communication of assent or dissent of the Members on the Resolution proposed in the Postal Ballot

Notice took place only through remote e-voting system. Members holding equity shares of the Company as on 11th November, 2022 ("Cut-off Date") were entitled to vote by Remote E-voting. The Company had engaged Central Depository Services (India) Limited, for providing remote e-voting facility for enabling the members to cast their votes for the resolution set out in the Postal Ballot Notice.

WE REPORT that the management of the Company is responsible to ensure the compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot E-voting, on the resolution contained in the Postal Ballot Notice. Our responsibility as a Scrutinizer for remote e-voting with respect to the postal ballot process is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency engaged by the Company.

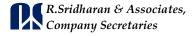
We REPORT that as stated in the Postal Ballot Notice sent to the members, the Company had fixed 22nd December, 2022 as the last date for E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "FINANCIAL EXPRESS" in 'English' on 22nd November, 2022 and "MAALAI THAMIZHAGAM" in vernacular language 'Tamil' on 22nd November, 2022 informing about the despatch of the Postal Ballot Notice and other related matters mentioned therein. The Members of the Company have casted their votes through remote e-voting between the period 23rd November, 2022 (9:00 a.m. IST) to 22nd December, 2022 (5:00 p.m. IST) (e-voting period).

All the votes received upto the closure of e-voting period (i.e. **5:00 p.m. IST**) on Thursday, 22nd December, 2022, the last date fixed by the Company for receipt of votes through remote e-Voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that out of **52289** Shareholders, we have received valid E-Voting from **145** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot E-	23 rd November, 2022 (9:00 a.m. IST) to		
Voting	22 nd December, 2022 (5:00 p.m. IST)		
Total No. of Shareholders	52289		
Total No. of Shares	1321529018		
Particulars	As per Postal Ballot	As per E-Voting	Total
Postal Ballot Forms Received	-	145	145



Less: Invalid Forms	-	-	-
Net Valid Forms	ı	145	145

Re-designation of Mr. N K Suryanarayanan (DIN: 01714066) Non-Executive Non- Independent Director of the Company as the Managing Director & CEO of the Company and payment of Remuneration thereon (Special Resolution).

(i) Votes in **favour** of the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
126	337229355	99.98

(ii) Votes **against** the resolution:

Number of members voted in E- Voting	Number of votes cast (Shares) -E-Voting	% of total number of valid votes cast
19	53249	0.02

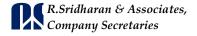
(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) -E- Voting	
NIL	NIL	

RESULT:

As the number of votes casted in favour of the resolution was not less than three times the number of votes cast against, we report that the <u>Special Resolution</u>, as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 14th November, 2022, as approved by the Board of Directors on 14th November, 2022, the results in connection with the voting shall be declared by the Chairman or any other person authorised by the Board of Directors not later than Saturday, 24th December, 2022. The results shall be also made available on the website of the Company at www.shriramepc.com. The results shall also be communicated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed and on the website of Central Depository Services (India) Limited, https://www.evotingindia.com.



WE FURTHER REPORT that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the postal ballot.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot E-Voting.

Thanking You

Yours faithfully,

For R. SRIDHARAN & ASSOCIATES COMPANY SECRETARIES

R Digitally signed by R SRIDHARAN Date: 2022.12.23
N 11:58:10 +05'30'

CS R SRIDHARAN FCS No. 4775 C P No. 3239 PR No.657/2020

UDIN: F004775D002784068

Place: Chennai

