

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 re-designation 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.



SEPC Limited

(Formerly Shriram EPC Ltd)

Regd. Office : 'Bascon Futura SV' - 4th Floor,

10/1, Venkatanarayana Road, T.Nagar, Chennai - 600 017. Phone : +91-44-4900 5555

E-mail: info@shriramepc.com Website : www.shriramepc.com

CIN: L74210TN2000PLC045167



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: Public: | Not Applicable |
| No.of Shareholders attended the meeting through Video Conferencing | |
| Promoters and Promoter Group: Public: | Not Applicable |

For SEPC LIMITED

T Sriraman

Company Secretary

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.

Resolution Required:(Ordinary/Special) Special Resolution

Whether promoter/ promoter groups are interested in the agenda/resolution? 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 PROMOTER~GROUP | E-VOTING | 376391356 | 332995958 | 88.47 | 332995958 | 0 | 100 | 0 |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 |
| | SUB TOTAL | | 376391356 | 332995958 | 88.47 | 332995958 | 0 | 100 |
| PUBLIC-INSTITUTIONS | E-VOTING | 540973367 | 1469991 | 0.27 | 1469991 | 0 | 100 | 0 |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 |
| | SUB TOTAL | | 540973367 | 1469991 | 0.27 | 1469991 | 0 | 100 |
| PUBLIC-NON INSTITUTIONS | E-VOTING | 404164295 | 2816655 | 0.7 | 2763406 | 53249 | 98.11 | 1.89 |
| | POLL | | 0 | 0 | 0 | 0 | 0 | 0 |
| | POSTAL BALLOT | | 0 | 0 | 0 | 0 | 0 | 0 |
| | SUB TOTAL | | 404164295 | 2816655 | 0.7 | 2763406 | 53249 | 98.11 |
| GRAND TOTAL | | 1321529018 | 337282604 | 25.52 | 337229355 | 53249 | 99.98 | 0.02 |

For SEPC LIMITED

T Sriraman

Company Secretary

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 applicable provisions of the Companies Act, 2013 and the Rules made thereunder | <p>SPECIAL RESOLUTION</p> <p>RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203, Schedule V and other applicable provisions of the Companies 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. 24th 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:</p> <p>(i) Salary: Rs. 6,00,000 /- per month (Rs. Six Lakhs- only per month as Basic pay)</p> <p>CATEGORY "A"</p> <p>House Rent Allowance, Leave Travel Concession, Medical Reimbursement and fees of clubs are as under.</p> <p>(ii) Housing: Company leased accommodation</p> <p>(iii) Medical re-imburement & Leave Travel Concession - As per Company Rules</p> |

| | |
|--|---|
| | <p>(iv) Club fees - Fees of club's subject to a maximum of one club. This will not include admission and life membership.</p> <p>Joining Bonus of 1 Months' salary</p> <p>Performance bonus of upto Rs 8,00,000 per annum.</p> <p>CATEGORY "B"</p> <p>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.</p> <p>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.</p> <p>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.</p> <p>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.</p> |
|--|---|

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-Voting | 23rd November, 2022 (9:00 a.m. IST) to 22nd 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 | - | 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 Special Resolution, 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
SRIDHARA
N

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

**CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No.657/2020
UDIN: F004775D002784068**

Place: Chennai