

**February 05, 2026**

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor,  
Bandra Kurla Complex,  
Mumbai 400051  
SYMBOL: SEPC

**BSE Limited**

14<sup>th</sup> Floor, PJ Towers,  
Dalal Street,  
Mumbai 400051  
Scrip Code: 532945

Dear Sir/Madam,

**Sub: Intimation under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Postal Ballot**

This is with reference to our earlier intimation regarding the Outcome of Board of Directors of the Company at its meeting held on February 02, 2026, wherein the Board has considered and approved the variation in the objects of the Rights Issue as set out in the Letter offer dated May 22,2025.

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligation & Disclosure Requirements) Regulation, 2015, as amended and any other applicable provisions, we wish to inform that a meeting of the Shareholders of the Company is proposed to be held through Postal Ballot process to approve the proposed variation in the objects of the Rights Issue.

In this regard, the Postal Ballot Notice dated February 02, 2026 has been sent by electronic mode today, i.e., February 05, 2026, to the shareholders who have registered their e-mail address with the Company/Depository/Registrar and Transfer Agent of the Company viz., Cameo Corporate Services Limited and whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited and the Central Depository Services (India) Limited as on January 30, 2026.

We are also enclosing a copy of the Postal Ballot notice to this letter for the information and record of the Stock Exchanges. The Postal Ballot notice is also uploaded on the Company's website at: <http://www.sepc.in/>

Please make note of the following dates for e- voting:

**Date and time of commencement of remote e-voting:** Friday, February 06, 2026 at 09:00 A.M IST.

**Date and time of end of remote e-voting:** Saturday, March 07, 2026 at 05:00 P.M IST.

The Company has engaged the services of CDSL to provide the remote e-voting facility to the members of the Company.

The Board of Directors of the Company at its meeting held on February 02, 2026 have appointed M/s. Alagar & Associates LLP, (Firm Registration No. L2025TN019200) Company Secretaries, Chennai, to act as the Scrutinizer for conducting the Postal Ballot process, in a fair and transparent manner.

The members holding shares either in physical form or in electronic form as on cut-off date January 30, 2026 shall only be entitled for availing the remote e-voting facility.

The voting right of members shall be in proportion to their shares of the paid-up equity share capital of the company as on cut-off date. Once the vote on a resolution is cast by the shareholder, the shareholder would not be allowed to change it subsequently. A person who is not a member as on the cut-off date should accordingly treat this Notice as for information purposes only.

Please note that results for the Postal Ballot will be declared on receipt of Scrutinizer's Report within the prescribed timeline mentioned in the Act and Regulations. The results shall also be made available on the website of the Company at <http://www.sepc.in> besides being communicated to the stock exchanges.

We request you to kindly take the above on record and bring to the notice of all concerned.

Thanking you,

Yours faithfully,

**For SEPC Limited**

**T Sriraman**

**Company Secretary & Compliance Officer**

**Encl: a.a.**

## Notice of Postal Ballot

### [Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules, 2014]

To

The Members,

Notice is hereby given to the Members of SEPC Limited ("the Company"), that pursuant to the provisions of Section 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 and Rule 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs ("MCA Circulars") including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard-2 (SS-2), to transact the given special business by passing Special Resolution through remote e-voting process ("e-voting") provided by the Company to all its Members to cast their votes electronically, as set out hereunder.

The Statement pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolution is mentioned in this Postal Ballot Notice.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, the MCA Circulars and SS-2, the Company is providing remote e-Voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically.

The Company is providing e-voting facility for voting electronically / remote e-voting on the Resolution proposed in this Postal Ballot Notice. Accordingly, members can cast their vote electronically through the CDSL e-voting platform. Remote e-voting will commence at 9.00 A.M. IST on February 06 2026 and will end at 5.00 P.M. IST on March 07, 2026. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically and are requested to cast their vote before 5.00 P.M. IST on Saturday, March 07 2026.

The Board of Directors of the Company at its meeting held on February 02 2026 have appointed M/s. Alagar & Associates LLP, (Firm Registration No. L2025TN019200) Company Secretaries, Chennai, to act as the Scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report within the prescribed timeline mentioned in the Act, addressed to the Chairperson of the Company or any other person authorised by the Chairperson. The results of the e-voting conducted through Postal Ballot will be announced at the Registered Office of the Company. The Result will be uploaded in the Company's website and CDSL website <http://www.evotingindia.com> and also intimated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE").

**SPECIAL BUSINESS:**
**ITEM NO. 1:**

**To consider and approve Variation in the objects of the Rights Issue mentioned in the Letter of Offer dated May 22, 2025**

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

**“RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 read with relevant rules made thereunder and all other applicable provisions of the Companies Act, 2013, if any, and rules framed thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 and applicable provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and subject to such approvals as may be required, the consent of the Members be and is hereby accorded to vary the objects / terms of utilisation of the right issue proceeds, of the issue referred to in the Letter of Offer dated May 22, 2025 in relation to the rights issue of the Company, as given below:

(INR in lakhs)

| Particulars  | Objects / Amounts as per the Letter of Offer dated May 22, 2025 | Amount Utilised  | Proposed Objects / Amounts | Balance to be Utilised |
|--|---|------------------|----------------------------|------------------------|
| Funding for Payment of Non-Convertible Debentures including redemption and Interest  | 14,000.00   | Nil              | 15.80                      | 15.80                  |
| Repayment/Pre-payment, in full or part, of certain borrowings availed by the Company | 1,500.00  | 100.00           | 1,500.00                   | 1,400.00               |
| Funding for increasing the additional Margin of Non- Fund Based Limits               | 1,500.00  | Nil              | 1,500.00                   | 1,500.00               |
| To augment the existing and incremental working capital requirement of our Company   | 16,000.00   | 16,000.00        | 29,984.20                  | 13,984.20              |
| General Corporate Purposes   | 1,500.00  | 1,217.00         | 1,500.00                   | 283.00                 |
| Issue Related Expenses   | 500.00  | 260.00           | 500.00                     | 240.00                 |
| <b>Net Proceeds from the issue</b>   | <b>35,000.00</b>  | <b>17,577.00</b> | <b>35,000.00</b>           | <b>17,423.00</b>       |

“RESOLVED FURTHER THAT the consent of the members be and hereby accorded to utilise the unspent amount of Rs.14,000 Lakhs remaining unutilised from the Original Object for the Funding for Payment of Non-Convertible Debentures including redemption and Interest of our Company to be re-allocated and to be utilised towards existing and incremental working capital requirement of the Company to the tune of Rs.13,984.20 lakhs and the balance of Rs.15.80 lakhs will be retained under the original object of funding for payment of Non-Convertible Debentures including redemption and interest”.

**“RESOLVED FURTHER THAT** the any one of the Board of Directors and the Company Secretary & Compliance Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion, deem necessary to comply with the applicable provisions of the Companies Act,–2013 for the time being in force, and/or any modification or changes during implementation, including without limitation, to make modifications, changes, variations, alterations or revisions in the matters relating to the above mentioned purpose, as may be deemed fit, seek requisite approvals from the appropriate authorities, appoint consultants, advisors and other agencies, for the purpose of giving effect to this resolution.”

By the order of the Board  
for SEPC Limited

**Place:** Chennai

**Date:** February 02, 2026

**T. Sriraman**  
Company Secretary

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Business set out in the notice is annexed herewith.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories as on Friday, January 30, 2026 (“**the Cut-Off Date**”). Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars, the Company shall provide the facility of remote e-voting to its Members in respect of the business to be transacted at the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
4. This Postal Ballot Notice will also be available on the Company’s website at <https://www.sepc.in/notice-of-shareholders-meeting.aspx>, website of the Stock Exchanges, i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited at [www.nseindia.com/](http://www.nseindia.com/) and disseminated on the website of CDSL (agency for remote e-voting facility for Postal Ballot ) i.e. [www.evotingindia.com](http://www.evotingindia.com).
5. All the documents referred to in this Notice and the Explanatory Statements, shall be available for inspection through electronic mode. Members can send an email to [tsr@sepc.in](mailto:tsr@sepc.in) requesting for inspection of the documents.

6. Voting rights of a Member / Beneficial Owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., January 30, 2026. A person who is not a member on that date should treat this notice for information purpose only.
7. The remote e-voting period begins on Friday 06, 2026 at 9.00 A.M. and ends on Saturday, March 07, 2026 at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., January 30, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter upon the expiry of the aforesaid period.
8. The Scrutinizer will submit the report to Chairperson of the Company or any other person authorised by the Chairperson after completion of the scrutiny within the prescribed timeline mentioned in the Act and the results of the postal ballot will be announced at the Registered Office of the Company at 3rd Floor, ASV Hansa Towers, No. 53/20, Greams Road, Thousand Lights, Chennai- 600006. The date of declaration of the postal ballot result shall be the date on which the Resolution would be deemed to have been passed, if approved by the requisite majority.
9. The result declared along with the Scrutinizer's Report shall be placed on the Company's website <https://www.sepc.in/> and on the CDSL website <http://www.evotingindia.com> within two working days of the conclusion of the Postal Ballot Process and the same will be communicated to M/s. BSE Limited (BSE) and M/s. National Stock Exchange of India Limited ("NSE").

**THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:**

- (i) The remote e-voting period begins on Friday, February 06, 2026 at 9.00 A.M. and ends on Saturday, March 07, 2026 at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., January 30, 2026 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolution. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. There are also multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository participants.** Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL / NSDL** is given below:

| Type of shareholders  | Login Method   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | <ol style="list-style-type: none"> <li>1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The user to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> or <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and click on Login icon and select My Easi New (Token).</li> <li>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi and click on registration option.</li> <li>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol> |
| Individual Shareholders holding securities in demat mode with <b>NSDL</b> | <ol style="list-style-type: none"> <li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</li> </ol>   |

|  |  |
|--|--|
|  | <p>2) If the user is not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDEAS Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password / OTP received in registered mobile &amp; email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> |
| Individual Shareholders holding securities in demat mode login through their <b>Depository Participants (DP)</b> | <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.</p>   |

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

| Login type  | Helpdesk details   |
|---|--|
| Individual Shareholders holding securities in Demat mode with <b>CDSL</b> | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 22 55 33. |
| Individual Shareholders holding securities in Demat mode with <b>NSDL</b> | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at: 1800 1020 990 and 1800 22 44 30.                        |

(iv) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- (a) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (b) Click on “Shareholders / Members” module.
- (c) Now enter your User ID
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:

| <b>Physical shareholders and shareholders other than individual holding share in Demat form</b> |  |
|---|--|
| PAN   | <p>Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul> |
| Dividend Bank Details<br><b>OR</b> Date of Birth (DOB)  | <ul style="list-style-type: none"> <li>• Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</li> <li>• If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>             |

(g) After entering these details appropriately, click on “SUBMIT” tab.

- (h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 resolution 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.
- (i) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- (j) Click on the relevant Company name i.e. SEPC Limited on which you choose to vote.
- (k) 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.
- (l) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (v) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only.**
  - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - c) After receiving the login details 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.

- d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- e) It is mandatory that, 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.
- f) Alternatively, non-individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who is authorized to vote, to the Scrutinizer ([alagarcs@gmail.com](mailto:alagarcs@gmail.com)) if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For individual demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free No.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free No.: 1800 22 55 33.

By order of the Board  
For **SEPC Limited**

**Place:** Chennai  
**Date:** February 02, 2026

**T. Sriraman**  
Company Secretary

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

The following explanatory statement sets out all material facts relating to the special business mentioned in the accompanying notice and shall be taken as forming part of the Notice.

**ITEM NO. 1**

**To consider and approve the variation in objects of the issue, as mentioned in the Letter of Offer dated May 22, 2025**

The Company had raised Rs. 35,000 Lakhs through Rights Issue (“Issue”) and the proceeds of the Issue was proposed to be utilised as given below:

| Particulars  | Objects / Amounts as per the Letter of Offer dated May 22, 2025 |
|--|---|
| Funding for Payment of Non-Convertible Debentures including redemption and Interest  | 14,000.00   |
| Repayment/Pre-payment, in full or part, of certain borrowings availed by the Company | 1,500.00  |
| Funding for increasing the additional Margin of Non- Fund Based Limits               | 1,500.00  |
| To augment the existing and incremental working capital requirement of our Company   | 16,000.00   |
| General Corporate Purposes   | 1,500.00  |
| Issue related Expenses   | 500.00  |
| <b>Net Proceeds from the issue</b>   | <b>35,000.00</b>  |

**Proposed Schedule of Implementation and Deployment of Funds as per Abridged Letter of Offer**

The company proposed to deploy the Net Proceeds towards the aforesaid objects in accordance with the estimated schedule of implementation and deployment of funds set forth in the table below:

| Sr. No.                            | Particulars  | Estimated Amount to be funded from the Net Proceeds | Proposed schedule for deployment of the Net Proceeds in Financial year 2025- 2026 | Proposed schedule for deployment of the Net Proceeds in Financial year 2025- 2026 |
|------------------------------------|--|---|---|---|
|                                    |  |   | At Application  | Through First and Final call  |
| 1.                                 | Funding for Payment of Non-Convertible Debentures including redemption and Interest  | 14,000.00   | -   | 14,000.00   |
| 2.                                 | Repayment/Pre-payment, in full or part, of certain borrowings availed by the Company | 1,500.00  | 1,000.00  | 500.00  |
| 3.                                 | Funding for increasing the additional Margin of Non- Fund Based Limits               | 1,500.00  | -   | 1,500.00  |
| 4.                                 | To augment the existing and incremental working capital requirement of our Company   | 16,000.00   | 16,000.00   | -   |
| 5.                                 | General Corporate Purposes   | 1500.00   | 250.00  | 1,250.00  |
| <b>Net proceeds from the Issue</b> |  | <b>34,500.00</b>                                    | <b>17,250.00</b>  | <b>17,250.00</b>  |

The Company has made best efforts to utilize the Issue Proceeds as per the terms of the Issue. However, Rs. 14,000 lakhs allocated for "Funding for Payment of Non-Convertible Debentures including redemption and coupon payment at NPV remains unutilized. The Company had written three Letters dt.14<sup>th</sup> November 2025, 23<sup>rd</sup> December 2025 & 23<sup>rd</sup> January 2026 to the NCD Holders giving the proposal for early redemption with a final deadline of 31<sup>st</sup> January 2026 beyond which the offer for early redemption will not be valid.

Out of the 18 NCD Holders 7 including the Consortium Leader – Punjab National Bank have denied the offer in writing and others have not responded and thereby the offer for early redemption made by the Company has expired.

The Company does not foresee utilising the said amount towards repayment of the NCDs. Meanwhile, the Company has witnessed improvement in its order book and in order to efficiently execute these orders and meet associated operational commitments within the prescribed timelines, the Company is in need of additional funds for working capital purposes.

Also, as per the terms of the Resolution Plan implemented on August 31, 2021, major principal repayment obligations towards the NCDs starts from Financial Year 2028. Given this and the additional working capital requirements, the Board of Directors is of the view that the proposed variation in the objects of the Issue wherein the amounts earmarked for redemption of NCDs aggregating to INR 13,984.20 lakhs is proposed to be utilised for meeting the working capital requirements of the Company and the balance of INR. 15.80 lakhs would continue to be utilised towards funding the payment of principal and / or interest on the NCDs.

The proposed variation is intended to align the use of proceeds with the Company's present business requirements and would allow for more effective and prudent utilisation of funds, while continuing to safeguard the interests of all stakeholders.

Accordingly, the Board of Directors of the Company had at its meeting held on February 2, 2026 approved the said variation in the objects of the Issue subject to approval of the Shareholders.

The intention of the Board is to enhance shareholder value by ensuring that the proceeds of the issue are utilized in an adequate, efficient, and appropriate manner, which is expected to result in accretion to shareholder value. Accordingly, the Board recommends the proposed resolution for approval of the members by way of a Special Resolution.

None of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution of this Notice except to the extent of their shareholdings in the Company, if any.

The Board recommends the Special Resolution set out at Item No. 1 of the Notice for approval by the Members.

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By order of the Board  
*For SEPC Limited*

**Date:** February 02, 2026

**Place:** Chennai

**T. Sriraman**  
Company Secretary