

September 22, 2023

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

Dear Sir/Madam,

Sub: Submission of Voting Results along with Scrutinizer Report of 23rd Annual General Meeting of the Company

This is to inform you that the 23rd Annual General Meeting (“AGM”) of SEPC Limited held on Thursday, September 21, 2023 through Video Conferencing/ Other Audio Visual Means (OAVM) and Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014, as amended, the Ordinary Business and Special Business as set out in the Notice dated August 21st, 2023 has been passed by the members of the Company with requisite majority.

In this regard, we herewith enclosed the consolidated report of the Scrutinizer on e-voting and combined voting results.

We request you to take the same on record.

Thanking you,

Yours truly,
For **SEPC Limited**

T Sriraman
Company Secretary & Compliance Officer
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





CONSOLIDATED REPORT OF THE SCRUTINIZER

(Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014)

To

**The Chairperson,
SEPC LIMITED,**

4th Floor, Bascon Futura Sv IT Park Venkatanarayana Road, Parthasarathy Puram, T. Nagar, Chennai 600017.

Sub: Consolidated Scrutinizer's Report of the Remote e-Voting and e-Voting conducted at the Twenty Third(23rd) Annual General Meeting (AGM) of SEPC Limited held on Thursday, September 21, 2023 at 11.00 A.M. (IST) through Video Conferencing (VC)/ Other Audio Visual Means (OAVM).

1. We **M. Alagar & Associates, Practising Company Secretaries, Chennai** were appointed by the Board of Directors of SEPC Limited ("**the Company**") vide resolution dated August 10, 2023 for the purpose of scrutinizing the votes cast through remote e-Voting and e-Voting at 23rd Annual General Meeting ("**AGM**") on the resolutions contained in the Notice dated August 21, 2023, as prescribed under Section 108 of the Companies Act, 2013 ("**the Act**") as amended from time to time, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**LODR Regulations**"), placed for the approval of members of the Company, be carried out in a fair and transparent manner.
2. The Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022, Circular No. 10/2022 dated December 28, 2022 (Collectively referred to as "**MCA Circulars**") and Securities and Exchange Board of India ("**SEBI**") vide its Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 (collectively referred to as "**SEBI Circulars**"), has permitted conducting the AGM through VC or OAVM without the physical presence of the members for the meeting at a common venue. The AGM was held without the physical presence of the members of the Company, hence the facility for appointment of proxies by the members was also dispensed with.

Members attended the meeting through VC or OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.



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Alwarpet, Chennai - 600 018.

GST No : 33ABMFM8069L1ZL



M. Alagar & Associates

Practising Company Secretaries

3. As required under Section 101 of the Act read with aforementioned circulars issued by MCA and SEBI, the Notice of 23rd AGM along with Explanatory Statement under Section 102 of the Act was sent to the Members by permitted means as per the Circulars in respect of the resolutions passed at the AGM of the Company. The Notice was also published in "**Business standard**" (English) and "**Makkal Kural**" (Tamil) on August 31, 2023.
4. The Company had availed the voting facility offered by Central Depository Services (India) Limited ("**CDSL**"), for facilitating remote e-Voting and e-Voting at the AGM, to enable the members to exercise their right to vote by electronic means.
5. The members of the Company holding shares as on the "**Cut-off**" date (i.e. on Wednesday, September 13, 2023) were entitled to vote on the resolution as set out in the AGM Notice.
6. The remote e-Voting commenced on Monday, September 18, 2023 at 9:00 AM (IST) and ended on Wednesday, September 20, 2023 at 5:00 PM (IST) and the CSDL e-Voting platform was closed in due time.
7. The members who had voted by remote e-Voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted through remote e-Voting were allowed to cast their votes through e-Voting system during the AGM.
8. The Company has conducted the 23rd AGM with the presence of requisite quorum throughout the meeting.
9. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder, the circulars issued by the MCA and SEBI and the applicable regulations of the SEBI LODR Regulations relating to remote e-Voting and e-Voting at the AGM on the resolutions contained in the aforesaid Notice of the AGM.
10. Our responsibility as a Scrutinizer is to scrutinize and ensure that the vote cast through remote e-Voting and e-Voting at AGM is done in a fair and transparent manner and to make a Consolidated Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the system related to remote e-Voting and e-Voting as per the facility provided by CDSL, the agency engaged by the Company to provide remote e-Voting facility and e-Voting facility at the AGM.
11. Based on the data downloaded from CDSL e-Voting system, we now submit our consolidated report on the results of remote e-Voting and e-Voting at the AGM in respect of the resolutions proposed in the Notice of the AGM as under:



Resolution No.1

Ordinary resolution to consider, approve and adopt standalone and consolidated financial statements for the Financial Year ended March 31, 2023 along with the Reports of the Board of Director's and the Auditor's thereon.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	121	111	10
2.	Number of votes cast by them	495529277	493564744	1964533
3.	% of votes cast	100	99.604	0.396

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.1 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No.2

Ordinary Resolution to re-appoint Mr. Abdulla Mohammad Ibrahim Hassan Abdulla (DIN: 09436100) who retires by rotation, and being eligible, offers himself for re-appointment.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	118	100	18
2.	Number of votes cast by them	144907738	144890761	16977
3.	% of votes cast	100	99.988	0.012

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.2 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No.3

Ordinary resolution to ratify the remuneration of cost auditor for the financial year ending March 31, 2024.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	121	110	11
2.	Number of votes cast by them	495529277	495522343	6934
3.	% of votes cast	100	99.999	0.001

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.3 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

Resolution No.4

Ordinary resolution to approve Material Related Party Transaction(s) with M/s. Mark AB Capital Investment LLC and/or its Subsidiaries and/or its affiliates.

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	118	103	15
2.	Number of votes cast by them	144907958	142941320	1966638
3.	% of votes cast	100	98.643	1.357

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.4 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.



Resolution No.5

Ordinary resolution to approve increase in authorised share capital of the company and consequent amendment in the Memorandum of Association

S. No	Particulars	Total	Assent	Dissent
1.	Number of members voted	121	114	07
2.	Number of votes cast by them	49,55,29,277	49,55,26,692	2585
3.	% of votes cast	100	99.999	0.001

RESULT:

We report that the Ordinary Resolution with regard to Resolution No.5 as set out in the Notice of the AGM has been passed by members through remote e-Voting and e-Voting at the AGM with requisite majority.

Voting details as required under Regulation 44 of SEBI LODR is enclosed as **Annexure I** of this report.

The Electronic data and relevant records relating to remote e-Voting/e-Voting at the AGM shall remain in our safe custody until the Chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Yours truly,

For M. Alagar & Associates
Practising Company Secretaries
Firm Registration No: P2011TN078800
Peer Review Certificate No.:1707/2022



M. Alagar
Managing Partner
FCS: 7488
COP: 8196
UDIN: F007488E001062806
Date: September 22, 2023
Place: Chennai



The details of Voting Results with regard to the Ordinary/Special Resolution as required under Regulation 44 of the SEBI Listing Regulations, as under:

Resolution No.			1. To consider, approve and adopt standalone and consolidated financial statements for the Financial Year ended March 31, 2023 along with the Reports of the Board of Director's and the Auditor's thereon					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	350621139	350621139	100	350621139	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		350621139	350621139	100	350621139	0	100
Public-Institutions	e-Voting	520353036	1961948	0.377	0	1961948	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		520353036	1961948	0.377	0	1961948	0
Public- Non Institutions	e-Voting	500454843	142946190	28.563	142943605	2585	99.998	0.002
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		500454843	142946190	28.563	142943605	2585	99.998
Total		1371429018	495529277	36.132	493564744	1964533	99.604	0.396



Resolution No.			2. To re-appoint Mr. Abdulla Mohammad Ibrahim Hassan Abdulla (DIN: 09436100) who retires by rotation and being eligible offers himself for re-appointment.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	350621139	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		350621139	0	0	0	0	0
Public-Institutions	e-Voting	520353036	1961948	0.377	1961948	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		520353036	1961948	0.377	1961948	0	100
Public-Non Institutions	e-Voting	500454843	142945790	28.563	142928813	16977	99.988	0.012
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		500454843	142945790	28.563	142928813	16977	99.988
Total		1371429018	144907738	10.566	144890761	16977	99.988	0.012



Resolution No.			3. To ratify the remuneration of cost auditor for the financial year ending March 31, 2024.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	350621139	350621139	100	350621139	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		350621139	350621139	100	350621139	0	100
Public-Institutions	e-Voting	520353036	1961948	0.377	1961948	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		520353036	1961948	0.377	1961948	0	100
Public- Non Institutions	e-Voting	500454843	142946190	28.563	142939256	6934	99.995	0.005
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		500454843	142946190	28.563	142939256	6934	99.995
Total		1371429018	495529277	36.132	495522343	6934	99.999	0.001



Resolution No.			4. To approve Material Related Party Transaction(s) with M/s. Mark AB Capital Investment LLC and/or its Subsidiaries and/or its affiliates.					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	e-Voting	350621139	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		350621139	0	0	0	0	0
Public-Institutions	e-Voting	520353036	1961948	0.377	0	1961948	0	100
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		520353036	1961948	0.377	0	1961948	0
Public- Non Institutions	e-Voting	500454843	142946010	28.563	142941320	4690	99.997	0.003
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		500454843	142946010	28.563	142941320	4690	99.997
Total		1371429018	144907958	10.566	142941320	1966638	98.643	1.357



Resolution No.			5. To approve increase in authorised share capital of the company and consequent amendment in the Memorandum of Association					
Resolution required: (Ordinary/ Special)			Ordinary Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			No					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)] * 100	No. of Votes in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)] * 100	% of Votes against on votes polled (7)=[(5)/(2)] * 100
Promoter and Promoter Group	e-Voting	350621139	350621139	100	350621139	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		350621139	350621139	100	350621139	0	100
Public-Institutions	e-Voting	520353036	1961948	0.377	1961948	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		520353036	1961948	0.377	1961948	0	100
Public- Non Institutions	e-Voting	500454843	142946190	28.563	142943605	2585	99.998	0.002
	Poll		0	0	0	0	0	0
	Postal Ballot, if applicable		0	0	0	0	0	0
	Total		500454843	142946190	28.563	142943605	2585	99.998
Total		1371429018	495529277	36.132	495526692	2585	99.999	0.001

