

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. 09/2024 dated September 19, 2024 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 Ordinary 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 October 14, 2025 and will end at 5.00 P.M. IST on November 12, 2025. 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 Wednesday, November 12, 2025.

The Board of Directors of the Company at its meeting held on September 29, 2025 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:

- 1. To consider and approve the re-designation of Mr. Venkataramani Jaiganesh (DIN: 00095975), Whole-Time Director (Key Managerial Personnel) as Managing Director of the Company.**

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 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), the approval of the shareholders of the Company be and is hereby accorded for the re-designation of Mr. Venkataramani Jaiganesh (DIN: 00095975), who was appointed as Whole-Time Director of the Company with effect from July 14, 2025, as the Managing Director of the Company for a term of five (5) years commencing from September 29, 2025 and ending on September 28, 2030 (both days inclusive), whose office is liable to retirement by rotation."

"RESOLVED FURTHER THAT the powers, terms and conditions of appointment, including remuneration, as approved by the Board of Directors at the time of appointment of Mr. Venkataramani Jaiganesh as Whole-Time Director of the Company, shall continue to remain in force and shall mutatis mutandis apply to his re-designation and appointment as Managing Director, unless otherwise modified or altered by the Board or shareholders, if required, from time to time."

RESOLVED FURTHER THAT any one of the Directors of the Company and Mr. T. Sriraman – Company Secretary and Compliance Officer be and are hereby severally authorized to do all such acts, deeds and things as may be necessary to give effect to this resolution."

By the order of the Board
for SEPC Limited

Place: Chennai
Date: September 29, 2025

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 Wednesday, October 08, 2025 (**“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 and National Stock Exchange of India Limited at www.nseindia.com/ and disseminated on the website of CDSL (agency for remote e-voting facility for Postal Ballot) i.e. 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 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., October 08, 2025. 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 Tuesday, October 14, 2025 at 9.00 A.M. and ends on Wednesday, November 12, 2025 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., October 08, 2025 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 **Tuesday, October 14, 2025 at 09:00 A.M.** and ends on **Wednesday, November 12, 2025 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., October 08, 2025 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 CDSL	<ol style="list-style-type: none"> 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 www.cdslindia.com or https://web.cdslindia.com/myeasitoken/home/login and click on Login icon and select My Easi New (Token). 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi and click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

Individual Shareholders holding securities in	<ol style="list-style-type: none"> 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: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is
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demat mode with NSDL	<p>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.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 hold with NSDL), Password / OTP received in registered mobile & 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 Depository Participants (DP)	<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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.
- (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 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:

	Physical shareholders and shareholders other than individual holding share in Demat form
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"> • 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.

Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> 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. 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.
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- (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 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.
 - 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) 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/DEPOSITORY:

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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to 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: September 29, 2025

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 re-designation of Mr. Venkataramani Jaiganesh (DIN: 00095975), Whole-Time Director (Key Managerial Personnel) as Managing Director of the Company.

The Board of Directors of the Company in its meeting held on July 14, 2025 approved the appointment of Mr. Venkataramani Jaiganesh (DIN: 00095975) as the Whole-Time Director of the Company with effect from July 14, 2025 for a term of five years. Subsequently, the shareholders approved the appointment at the Annual General Meeting held on September 29, 2025.

Profile of Mr. Venkataramani Jaiganesh (DIN: 00095975):

Mr. Venkataramani Jaiganesh is a Qualified Chartered Accountant from the Institute of Chartered Accountants of India and holds a Postgraduate Diploma in International Business. He possesses deep expertise in finance, accounts, and operational management, ensuring the highest levels of compliance and governance. Mr. Jaiganesh has played a key role for about 20 years in various organizations, driving business growth and expanding into international markets including USA, Qatar, Oman, and Saudi Arabia. His experience spans trading, manufacturing, services, investments, EPC, Oil & Gas.

Approval of the Members is being sought for the appointment of Mr. Venkataramani Jaiganesh as Managing Director on such terms and conditions, including remuneration, as recommended by the Board of Directors and approved by the Members at the Annual General Meeting held on September 29, 2025, at which his appointment as Whole-Time Director was approved.

Memorandum of Interest:

None of the Directors or their relatives or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the aforesaid resolution proposed to be passed as an ordinary resolution.

The Board recommends the resolution set forth in the Notice for the approval of the members.

By order of the Board
For SEPC Limited

Date: September 29, 2025
Place: Chennai

T. Sriraman
Company Secretary