

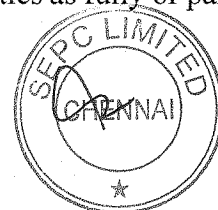


Engineering the Future

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF SEPC LIMITED HELD ON MONDAY, JANUARY 29, 2024 AT 2.50 PM THROUGH VIDEO CONFERENCING AT THE REGISTERED OFFICE OF THE COMPANY**

**To consider and approve fund raising through rights issue of equity shares subject to Regulatory/Statutory Approvals**

“RESOLVED THAT pursuant to the provisions of Section 62 and all other applicable provisions of the Companies Act, 2013 and the Companies (Share Capital and Debentures) Rules, 2014 and any statutory modification(s) or re-enactment thereof, to the extent notified for the time being in force (“**Companies Act, 2013**”), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (“SEBI ICDR Regulations”), and all other applicable Securities and Exchange Board of India (“SEBI”), regulations, circulars, notifications and guidelines, other applicable laws, regulations, policies or guidelines including any foreign investment law, policy, notification, circular, clarification or guideline in India (including any amendment thereto or re-enactment thereof for the time being in force), the equity listing agreements (collectively “**Applicable Laws**”) entered into with BSE Limited and National Stock Exchange of India Limited, where the equity shares the Company are listed (“**Stock Exchanges**”), and the provisions of the Memorandum of Association of the Company and Articles of Association of the Company and subject to the approval of relevant Government, statutory and/or regulatory authorities, as required, including the Department for Promotion of Industry and Internal Trade (DPIIT), the SEBI, the Reserve Bank of India (“RBI”), the Registrar of Companies, Chennai (“RoC”), the Stock Exchanges and such other approvals, permissions and sanctions, as may be necessary, consents from the lenders of the Company, and subject to such conditions and modifications as may be prescribed or imposed by any of them while granting such approvals, permissions and sanctions, the consent be and is hereby accorded to create, offer, issue and allot from time to time in one or more tranche(s), to all eligible existing Shareholders of the Company, through a Rights issue, **up to an aggregate amount of Rs. 250 Crores** (inclusive of premium) for financing of working capital requirements and for other general corporate purposes in such manner and on such price, terms and conditions considering prevailing market conditions and other relevant matters, issuance of the Securities as fully or partly



**SEPC Limited**

(Formerly Shriram EPC Ltd)

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paid up, making of calls on the Securities and manner of appropriation of the application monies or call monies in respect of different classes of Securities, in accordance with the provisions of the SEBI and other provisions of law including the Companies Act, 2013 as may be prevailing at the time”.

**“RESOLVED FURTHER THAT** the Equity Shares so allotted or transferred in the Rights Issue shall be subject to the Memorandum of Association and the Articles of Association of the Company and shall rank *pari-passu* in all respects with existing Equity Shares.”

**“RESOLVED FURTHER THAT** in addition to all applicable Indian laws, the Securities shall also be governed by all applicable laws and regulations of any jurisdiction outside India where they are listed or that may in any other manner apply to such Securities or provided in the terms of their issue”.

**“RESOLVED FURTHER THAT** the Board or any of its committee be and is hereby authorized to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the Rights Issue”.

**“RESOLVED FURTHER THAT** the Board or a duly authorised committee be and is hereby authorized to settle all questions, remove any difficulties or doubts that may arise from time to time in regard to the issue, offer or allotment of the Equity Shares and the utilisation of the proceeds, and give such directions and/or instructions as it may from time to time decide and to accept and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions, to vary the size of the Rights Issue, appoint other intermediaries such as legal counsel, banks or agencies concerned, enter into any agreements or other instruments for such purpose, to remunerate all such intermediaries/agencies including the payments of commissions, brokerages, fees and the likes, and to take such actions or give such directions as may be necessary or desirable and to obtain any approvals, permissions, sanctions which may be necessary or desirable, as it may deem fit or as the Board may suo motu decide in its absolute discretion in the best interests of the Company without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to do all such acts, deeds, matters to do things whatsoever, including to settle any question, doubt or difficulty that may arise with regard to or in relation to raising of funds as authorized herein, and that all or any of the powers conferred on the Board or a committee thereof vide this resolution may be exercised by the Board or such committee.”



**“RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolutions, the members of the Board, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and execute all such deeds, documents, instruments and writings as they may in their absolute discretion deem necessary or desirable and pay any fees and commission and incur expenses in relation thereto.”

**“RESOLVED FURTHER THAT** certified copies of this resolution be provided to those concerned under the hands of a Director or Company Secretary of the Company wherever required.”

**FOR SEPC LIMITED**



**T SRIRAMAN  
COMPANY SECRETARY**

