

SEPC Limited

(Formerly Shriram EPC Ltd)

Regd. office: BASCON FUTURA SV 4thFloor, 10/1, Venkatanarayana Road, T. Nagar,
Chennai- 600 017. Ph.: 044-4900 5555

Email: tsr@sepc.in Website: <http://www.sepc.in/home.aspx>

CIN: L74210TN2000PLC045167

Notice of Postal Ballot

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 of the Companies Act, 2013 (“**Act**”) and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”), as amended from time to time, read with the General Circular Nos. 14/2020 dated 08th April 2020, 17/2020 dated 13th April 2020, 10/2021 dated 23rd June 2021, 03/2022 dated 05th May 2022, 11/2022 dated 28th December, 2022 and other relevant circulars and notifications issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”), that the resolutions seeking approval for appointment of Mr. Rajesh Kumar Bansal (DIN: 09634747) as an Independent Director & appointment of Ms. Gayathri Sundaram (DIN: 07342382) as an Independent Director of the Company, is proposed to be passed as Special Resolutions by the Members of SEPC Limited (“**Company**”) through Postal Ballot by voting through electronic means (“**remote e-voting**”). Communication of assent or dissent of the Members would take place only through the remote e-voting system.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of your Company at its meeting held on February 09, 2023, has appointed Ms. Srinidhi Sridharan (Membership No. ACS 47244) (CP No. 17990), of Srinidhi Sridharan & Associates, Company Secretaries, as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from Tuesday, 14th March, 2023 on 09:00 A.M IST and ends at Wednesday, 12th April, 2023 on 05:00 P.M IST. The Scrutinizer will submit her report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced on or before Friday, 14th April, 2023. The said results along with the Scrutinizer’s Report would be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. Additionally, the results will also be uploaded on the

Company's website <http://www.sepc.in/home.aspx> and on the website of Central Depository Services (India) Limited, <https://www.evotingindia.com>. The resolutions as stated in the Notice, if approved by the Members with requisite majority shall be deemed to have been passed as on the last date for remote e-voting i.e. 12th April, 2023.

PROPOSED RESOLUTIONS:

1. Appointment of Mr. Rajesh Kumar Bansal (DIN: 09634747) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Rules made thereunder, and Regulations 16(1)(b), 17 & 25 and other relevant applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Rajesh Kumar Bansal (DIN: 09634747), who was appointed as an Additional Director in the capacity of Independent Director with effect from January 18, 2023, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is here by appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years from 18th January, 2023 to 17th January, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. T. Sriraman Company Secretary & Compliance officer be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

2. Appointment of Ms. Gayathri Sundaram (DIN: 07342382) as an Independent Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152, Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013 (**‘the Act’**) read with the Rules made thereunder, and Regulations 16(1)(b), 17 & 25 and other relevant applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (**‘SEBI Listing Regulations’**) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Gayathri Sundaram (DIN: 07342382) who was appointed as an Additional Director in the capacity of Independent Director with effect from January 30, 2023, and who has submitted a declaration that she meets the criteria of independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations, and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years from 30th January, 2023 to 29th January, 2028 (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company and Mr. T. Sriraman Company Secretary & Compliance officer be and are hereby severally authorised to do all such acts, deeds and things, as it may, in its absolute discretion, consider necessary, expedient, or desirable in order to give effect to this resolution.”

By order of the Board
For SEPC Limited

Chennai
09th February, 2023

T.Sriraman
Company Secretary & Compliance officer

Registered Office:

SEPC Limited (Formerly Known as Shriram EPC Limited)

CIN: L74210TN2000PLC045167

10/1, Bascon Futura, 4th Floor, Venkatanarayana Road, T. Nagar, Chennai – 600 017.

Ph.044-4900 5555

Email: info@shriramepc.com

Website: <http://www.sepc.in/home.aspx>

Notes forming part of the Notice:

1. The Explanatory Statement pursuant to the provisions of Section 102 and 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) stating material facts and reasons for the proposed resolutions, is annexed hereto.

2. In compliance with the provisions of Sections 108 and 110 of the Act, Rules 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, MCA Circulars and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 in relation to e-voting Facility provided by Listed Entities, the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of CDSL to provide remote e-voting facility to its Members, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on 10th March, 2023 (“**Cut-off Date**”) received from the Depositories and whose e-mail address is registered with the Company / Depositories. 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 in terms of exemption provided by the MCA Circulars.

3. Members whose name appear in the Register of Members provided by the Registrar and Share Transfer Agent of the Company (‘RTA’) / list of beneficial owners received from the Depositories as on the Cut-Off Date i.e. 10th March, 2023 only would be considered for the purpose of remote e-voting with respect to the business set out in this Notice.

4. Service of Postal Ballot Notice electronically:

In line with the MCA Circulars, this postal ballot Notice is issued electronically to the e-mail addresses of the Members in the manner listed herein below:

Members holding shares in physical mode	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the RTA.
Members holding shares in demat mode	This Postal Ballot Notice is issued electronically to the Members whose e-mail addresses are available and registered in the records of the Depositories.

In lieu of the relaxation provided under the MCA Circulars referred above and in compliance with the said circulars, the Postal Ballot Notice is being served electronically. The Notice is also available in the website of the Company <http://www.sepc.in/home.aspx>. No physical copy of Postal Ballot Notice will be issued even if a Member requests for the same.

5. Registration of e-mail:

Members holding shares either in physical form or demat form, as on the Cut-off Date, who have not registered their e-mail addresses are requested to follow the procedure listed down herein below for registering their e-mail address to receive this Notice and vote in respect of business set out therein:

Type of holder	Process to be followed for registration of e-mail address and mobile number
Physical	Members may send an e-mail request to cameo@cameoindia.com ; investor@cameoindia.com along with: <ul style="list-style-type: none"> - Form ISR-1, Form ISR-2, Form ISR-3 / Form SH-13 for updation of KYC details including e-mail address; - Scanned copy of the signed request letter mentioning the Folio No., name of the Member, e-mail address and mobile number; - Self-attested copy of PAN; - Self-attested copy of any address proof including Aadhar, Passport etc.; - Scanned copy of share certificate(s) (front and back).
Demat	Members may contact their DPs and register or update their respective e-mail addresses in the demat account, as per the process recommended by the DP

6. Members updating their e-mail address through Depository Participant after the Cut-off Date are required to communicate the same to the Company / RTA by writing an e-mail to tsr@sepc.in; info@ssepc.com and cameo@cameoindia.com; investor@cameoindia.com.

7. This Notice shall be made available on the website of the Company at <http://www.sepc.in/home.aspx>, the websites of BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively.

8. All documents referred to in the accompanying Notice and the statement under Section 102 of the Act shall be open for inspection during normal business hours (9.30 a.m. to 5.30 p.m.) on all working days until the last date specified for casting votes through remote e-voting i.e. 12th April, 2023.

THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The e-voting period begins on Tuesday, 14th March, 2023 at 09:00 A.M I.S.T and ends on Wednesday, 12th April, 2023 at 05:00 P.M I.S.T. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 10th March, 2023 may cast their vote electronically. The 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' resolutions.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This 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 December 9, 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 abovesaid 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 Depository	<p>1) Users who have opted for CDSL 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 URL for users to login to Easi/ Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.</p> <p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KFINTECH/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from an e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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 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-</p>

	<p>Voting period or joining virtual meeting & voting during the meeting.</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 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 or joining virtual meeting & voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</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

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 toll free no.: 1800 1020 990 and 1800 22 44 30

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

(v) 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 also to be used by the demat holders for voting for resolutions 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.

(vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(vii) Click on the EVSN for which you choose to vote.

(viii) 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.

(ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(x) 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.

(xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xiii) 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.

Shareholders can also cast their vote using CDSL's mobile app CDSL Myeasi available for android & IOS based mobiles. The CDSL Myeasi app can be downloaded from Google Play Store & Apple store. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xv) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login will be mapped automatically & can be de-linked in case of any wrong mapping.
- 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; rsaevoting@gmail.com and tsr@sepc.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

EXPLANTORY STATEMENT PURSUANT TO SECTION 102 OF COMPANIES ACT, 2013

Item No. 1:

The Board of Directors of the Company through Circular resolution, based on the recommendations of Nomination and Remuneration Committee considered & recommended the appointment of Mr. Rajesh Kumar Bansal (DIN: 09634747) as an Additional Director in the capacity of Independent Director of the Company in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), to hold office for a term of 5 (five) Consecutive years from 18-01-2023 to 17-01-2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders.

Mr. Rajesh Kumar Bansal possess an experience of 33 Years as a Banker, out of which he worked in credit segment for more than 29 years with 20 plus years exposure in Large Corporate Credit / Resolution of Stress Assets / Debt Restructuring. He has a vast Experience in Corporate Credit includes Credit evaluation/appraisal, Project Financing, Sanction/Documentation, Loan Monitoring, Debt Structuring/Restructuring, Recovery Measures including CIRP Process, SARFAESI etc.

Mr. Rajesh Kumar Bansal also Headed IFB (corporate finance branch) of the Bank in Mumbai (Branch with highest credit exposure) and Kolkata, also experience of other large corporate branches of the Bank. These branches were credit exposure wise top three branches in the system of Allahabad Bank. He was part of number of Committee of Creditors (COC) under CIRP, represented Bank in COC of high stake matters including that of Essar Steel Ltd, Alok Industries Ltd, Mandhana Industries Ltd, Jyoti Structures Limited from beginning to ending of the insolvency proceedings. Mr. Rajesh Kumar Bansal possesses a vast exposure in interpreting and implementing the RBI Circular / Guidelines for restructuring / resolution and recovery of corporate debt. He is also working as an advisor to the debt resolution team of a renowned company with pan India presence.

Mr. Rajesh Kumar Bansal does not hold any shares of the Company. He holds the directorship in the below-mentioned company.

Director				Committee Membership	
Rahee	Infratech	Limited	{Independent Director}	Rahee Infratech Limited	Audit Committee – Member Corporate Social Responsibility Committee – Member

As regards to attendance at Board meeting, Mr. Rajesh Kumar Bansal attended the meeting held on 09th February, 2023. As a Director, he is entitled to payment of sitting fees for attending the Board meetings and, also the meetings of the Board Committee(s) on which he is a member.

In terms of the Act, as an Additional Director, Mr. Rajesh Kumar Bansal holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a **Special resolution**. Accordingly, the appointment of Mr. Rajesh Kumar Bansal is being proposed for the approval of the Members by this Notice of Postal

Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Mr. Rajesh Kumar Bansal for the office of Director of the Company. Mr. Rajesh Kumar Bansal has provided necessary consents and disclosures to the Company with regard to his proposed appointment. He is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and he is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, he fulfills the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for appointment as an independent director and he is independent of the Management.

The Nomination & Remuneration Committee assessed his suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests. The Committee was of the opinion that Mr. Rajesh Kumar Bansal has the requisite experience, skills and attributes required to lend his expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Mr. Rajesh Kumar Bansal will hence bring further strength and add value to the Board, and considered that the appointment of Mr. Rajesh Kumar Bansal with his experience and expertise will be of immense value addition to the Company.

A copy of draft letter of appointment of Mr. Rajesh Kumar Bansal setting out the terms and conditions of his appointment is uploaded on the Company's website <http://www.sepc.in/home.aspx>

The Board of Directors, based on recommendation of the Nomination & Remuneration Committee, hence, takes pleasure in proposing the appointment of Mr. Rajesh Kumar Bansal as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.1 of the Notice for the approval of the Members.

Mr. Rajesh Kumar Bansal is not related to any of the Directors or to any Key Managerial Personnel of the Company. Except Mr. Rajesh Kumar Bansal viz., the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 2:

The Board of Directors of the Company through Circular resolution, based on the recommendations of Nomination and Remuneration Committee appointed Ms. Gayathri Sundaram (DIN: 07342382) as an Additional Director in the capacity of Independent Director of the Company in accordance with Sections 149, 152, 161, Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**SEBI Listing Regulations**”), to hold office for a term of 5 (five) Consecutive years from 30-01-2023 to 29-01-2028 (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders.

Ms. Gayathri Sundaram is a Chartered Accountant, Cost & Management Accountant by profession and a teacher / speaker by passion. She holds a unique distinction of being selected for IAS, IFS twice in a row. She is a Rank holder in **CA, CWA** and B.com with 25 + years of experience spanning Industry and Consulting. In the Corporate tenure, she is specialized in Corporate Finance, Risk Management & Taxation working with companies like **TVS group**, PE arm of **Citibank** among others.

She is also an active resource person for CII, CA & CWA Councils contributing to the profession and guiding students and companies in various Company Law/SEBI Compliances like IFRS, ICOFR, IndAS and also has helped build the course curriculum.

Currently, she is the Director & Partner at Profadds Consulting, a boutique consulting firm specializing in Management and Internal Audits, handling audit of companies across a wide spectrum of industries, reporting directly to Board of Directors / Audit Committees. She is also an Independent Director of S & S Power Switchgear Limited, a listed company, since 2015.

Ms. Gayathri Sundaram does not hold any shares of the Company. She holds the directorship in the below-mentioned company.

Director	Committee Membership	
S&S Power Switchgear Limited {Independent Director}	S&S Power Switchgear Limited	Audit Committee – Member Nomination & Remuneration Committee – Member Stakeholders Relationship Committee – Member

As regards attendance at Board meeting, Ms. Gayathri Sundaram attended the meeting held on 09th February, 2023. As a Director, she is entitled to payment of sitting fees for attending the Board meetings and, also the meetings of the Board Committee(s) on which she is a member.

In terms of the Act, as an Additional Director, Ms. Gayathri Sundaram holds office up to the date of the next Annual General Meeting of the Company and is eligible for being appointed as an Independent Director of the Company, subject to the approval of the shareholders. However, in terms of the amendments to Regulations 17 and 25 of the SEBI Listing Regulations, a listed entity shall ensure that approval of the shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier and in respect of appointment of an independent director, such approval shall be taken by means of a **Special resolution**. Accordingly, the appointment of Ms. Gayathri Sundaram is being proposed for the approval of the Members by this Notice of Postal Ballot, as a Special Resolution. The Company has received notice in writing from a Member under Section 160 of the Act proposing the candidature of Ms. Gayathri Sundaram for the office of Director of the Company. Ms. Gayathri Sundaram has provided necessary consents and disclosures to the Company with regard to her proposed appointment. She is registered on the Independent Directors Databank of the Indian Institute of Corporate Affairs as stipulated by the Ministry of Corporate Affairs and she is not debarred from holding office as Director by virtue of any order of the Securities and Exchange Board of India or any other authority. In the opinion of the Board of Directors, she fulfills the criteria/conditions specified under the Act and the Rules made thereunder and the SEBI Listing Regulations for appointment as an independent director and she is independent of the Management.

The Nomination & Remuneration Committee assessed her suitability vis-a-vis the balance of skills, knowledge and experience already available on the Board on the basis of the key criteria identified earlier by the Board viz., the qualifications, skills and attributes essential for a Director of the Company in order to effectively discharge the role in overseeing its varied business interests. The Committee was of the opinion that Ms. Gayathri Sundaram has the requisite experience, skills and attributes required to lend her expertise, objectivity and independent view to the Board and Board-Committees' proceedings. The appointment of Ms. Gayathri Sundaram will hence bring further strength and add value to the Board, and considered that the appointment of Ms. Gayathri Sundaram with her experience and expertise will be of immense value addition to the Company.

A copy of draft letter of appointment of Ms. Gayathri Sundaram setting out the terms and conditions of her appointment is uploaded on the Company's website <http://www.sepc.in/home.aspx>

The Board of Directors, based on recommendation of the Nomination & Remuneration Committee, hence, takes pleasure in proposing the appointment of Ms. Gayathri Sundaram as an Independent Director of the Company and recommends the Special Resolution as set out under Item no.2 of the Notice for the approval of the members.

Ms. Gayathri Sundaram is not related to any of the Directors or to any Key Managerial Personnel of the Company. Except Ms. Gayathri Sundaram viz., the appointee, none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Special Resolution.

B. INFORMATION PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD - 2 ON GENERAL MEETINGS

Particulars	Mr. Rajesh Kumar Bansal	Ms. Gayathri Sundaram
DIN	09634747	07342382
Date of Birth	18/08/1961	27/08/1969
Date of first appointment on the Board	18/01/2023	30/01/2023
Shareholding in the Company as on February 09, 2023	NA	NA
Relationship with other Director/KMP	NA	NA
Qualifications	Bachelor of Textile from Technological Institute of Textiles, Bhiwani & CAIIB from Indian Institute of Banking Finance	CA, CWA, B.Com
Terms and conditions of the appointment	As per the resolution provided in the Postal Ballot notice read with the explanatory statement there to, Mr. Rajesh Kumar Bansal is proposed to be appointed as an Independent Director of the company w.e.f January 18, 2023 for a term of five consecutive years, and is not liable to retire by rotation	As per the resolution provided in the Postal Ballot notice read with the explanatory statement there to, Ms. Gayathri Sundaram is proposed to be appointed as an Independent Director of the company w.e.f January 30, 2023 for a term of five consecutive years, and is not liable to retire by rotation
Number of Meetings attended during the year	1(1)	1(1)

Directorship in other Companies as on February 09, 2023	1	1
Directorship in other Listed Companies as on February 09, 2023	0	1
Membership/ Chairmanship of committees of other Board	1	2
No. of shares in the Company	NIL	NIL
Resignation from listed entities in the past three years.	NIL	NIL

By order of the Board
For SEPC Limited

Chennai
09th February, 2023

T.Sriraman
Company Secretary & Compliance officer