



SEPC Limited

Regd. Office : 'ASV Hansa Towers',
3rd Floor, No.53/20, Greams Road, Thousand Lights,
Chennai - 600 006.
Tel : +91 44 6510 5555 E-mail : info@sepc.in



CIN: L74210TN2000PLC045167
Website : www.sepc.in

Date: 06 July 2026

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Bandra Kurla Complex,
Mumbai 400051
SYMBOL: SEPC

BSE Limited
14th Floor, PJ Towers,
Dalal Street,
Mumbai 400001
Scrip Code: 532945

Dear Sir/Madam,

Subject: Intimation pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Postal Ballot Notice

Dear Sir/ Madam,

Please find enclosed herewith the Postal Ballot Notice for seeking approval of the members of the Company, by way of remote e-Voting process.

In compliance with the provisions of General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020 and subsequent Circulars issued in this regard, the latest being General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (the 'MCA Circulars'), Postal Ballot Notice is being sent only in electronic mode to all the Members whose names appear in the Register of Members/ List of Beneficial Owners and whose e-mail addresses are registered with the Company/ Depository(ies) as on the cut-off date i.e. Friday, 03 July 2026.

Only those Members whose names are recorded in the Register of Members/ List of Beneficial Owners as on the cut-off date are entitled to cast their votes by remote e-Voting. The Company has engaged the services of Central Depository Services (India) Limited ('CDSL'), as the agency to provide remote e-Voting facility. The remote e-Voting period **begins on Tuesday, 07 July 2026, at 9.00 A.M. and ends on Wednesday, 05 August 2026, at 5.00 P.M.**

The enclosed Postal Ballot Notice is also available on the website of the Company at <https://www.sepc.in> and on CDSL at www.evotingindia.com.

Kindly take the above information on your records.

Thanking You,

For SEPC Limited

CS T Sriraman
Company Secretary and Compliance Officer
Mem No.: A68102
Date: 06 July 2026
Place: Chennai

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 (“**remote e-voting**”) provided by the Company to all its Members to cast their votes electronically, as set out hereunder.

The Explanatory 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 resolutions, is mentioned in this Postal Ballot Notice. (“**Notice**”)

In Compliance with the MCA Circulars, the Company is sending this Notice along with explanatory statement and remote e-voting instructions only by email to its Members who have registered their email address with the Company/ Cameo Corporate Services Limited, Registrar and Share Transfer Agent (“**RTA**”) or depository(ies)/ depository participants as on 03 July 2026, (“**the cut off date**”). If your email address is not registered with the Company/ RTA/ Depositories/ Depository Participants, please follow the process provided in note no. 9 of the notes to this Notice. The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice will **only** take place through the remote e-voting system.

The Notice shall be uploaded on the website of the Company www.sepc.in, on the website of CSDL <http://www.evotingindia.com>, the website of the RTA at www.cameoindia.com and on the websites of National Stock Exchange of India Limited <https://www.nseindia.com/> and the BSE Limited <https://www.bseindia.com/> (collectively referred to as “**Stock Exchanges**”).

The Company is providing remote e-voting on the Resolution proposed in this Notice. Accordingly, members may cast their vote electronically through the CDSL remote e-voting platform. Remote e-voting will commence at 09.00 A.M. IST on 07 July 2026 and will end at 05.00 P.M. IST on 05 August 2026. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their vote electronically, and to do so before 05.00 P.M. IST on Wednesday, 05 August 2026.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at their meeting held on 06 July 2026 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 Scrutinizer shall 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 remote e-voting, along with the Scrutinizer's Report, will be submitted to the Stock Exchanges. The same shall be uploaded to the Company's website at www.sepc.in and the CDSL website at <http://www.evotingindia.com>.

The Company has engaged the services of the Central Depository Services (India) Limited ("CDSL") for facilitating remote e-voting. Instructions for remote e-voting are provided in note no. 9 of the notes of this Notice.

SPECIAL BUSINESSES:

1. TO INCREASE THE AUTHORIZED SHARE CAPITAL OF THE COMPANY AND CONSEQUENT ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with Rule 15 of the Companies (Share Capital and Debentures) Rules, 2014 and all other applicable provisions of the Companies Act, 2013, including any statutory modifications or re-enactment's thereof, for the time being in force and applicable provisions of Articles of Association of the Company, the consent of the members of the Company, be and is hereby accorded to increase the authorized share capital of the Company, from the existing Rs. 2250,00,00,000/- (Rupees Two Thousand Two Hundred and Fifty Crore only) divided into 225,00,00,000 (Two Hundred Twenty-Five Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 6000,00,00,000/- (Rupees Six Thousand Crore only) divided into 600,00,00,000 (Six Hundred Crore) Equity shares of Rs. 10/- (Rupees Ten only) each.

RESOLVED FURTHER THAT the increased authorized equity share capital shall rank *pari passu* in all respects with the existing Equity Shares of the Company.

RESOLVED FURTHER THAT pursuant to Sections 13, 61 and 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded to alter the Memorandum of Association of the Company by substituting the following Clause for the existing Clause V:

"V. The Authorised Share Capital of the Company is Rs. 6000,00,00,000/- (Rupees Six Thousand Crore only) divided into 600,00,00,000 (Six Hundred Crore) Equity shares of Rs. 10/- (Rupees Ten only) each with the rights and conditions attached thereto as provided by the Articles of Association of the Company for the time being, with powers to divide the shares in the Capital into different classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be permitted by the Companies Act, 2013 or provided by the Articles of Association of the Company for the time being.



RESOLVED FURTHER THAT any of the Directors or Company Secretary of the Company, be and is hereby authorised to do all such necessary actions, deeds and things to give effect to the above resolution.”

2. TO INCREASE THE THRESHOLD OF LOANS/ GUARANTEES, PROVIDING SECURITIES AND MAKING INVESTMENTS IN SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

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

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate;(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 3,000 Crores (Rupees Three Thousand Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

3. ISSUANCE OF EQUITY SHARES TO THE SHAREHOLDERS OF AVENIR INTERNATIONAL ENGINEERS AND CONSULTANTS LLC, ABU DHABI, ON A PREFERENTIAL BASIS FOR CONSIDERATION OTHER THAN CASH BY WAY OF SWAP OF EQUITY SHARES:

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

“**RESOLVED THAT** pursuant to Sections 23, 42, 186 and 62 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 (including any amendment(s), statutory modification(s) or re-enactment thereof for the time being in force) (“**the Act**”) and other applicable rules made under the Act and the enabling provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018



(“SEBI (ICDR) Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI (Takeover) Code”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with other applicable rules, regulations, circulars, notifications, clarifications and guidelines thereon issued from time to time by the Government of India (“GOI”), Reserve Bank of India (“RBI”) and the provisions of the Foreign Exchange Management Act, 1999, the Registrar of Companies (the “ROC”), Ministry of Corporate Affairs (“MCA”), Securities and Exchange Board of India (“SEBI”) and the BSE Limited (“BSE”) and National Stock Exchange of India Limited (“NSE”), where the shares of the Company are listed (collectively referred to as “Stock Exchanges”) and/or any other competent authorities (hereinafter referred to as ‘Applicable Regulatory Authorities’) to the extent applicable, the Listing Agreements entered into by the Company with the Stock Exchange and subject to the approval(s), consent(s), permission(s) and/or sanction(s), if any, of the statutory, regulatory, appropriate authorities, institutions or bodies as may be required, and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of the above authorities while granting any such approvals, consents, permissions and/or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall be deemed to include any committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred on the Board by this resolution or any person authorized by the Board or its committee for such purpose), the approval of the shareholders of the Company be and is hereby accorded to offer, issue and allot upto 153 Crores (One Hundred and Fifty Three Crore only) equity shares of the Company having face value of Rs. 10/- each, at a price of Rs. 10/- per equity share , to the below mentioned allottee(s) (“Proposed Allottees”) by way of a preferential issue (“Preferential Issue”), which is not less than the price determined in accordance with Chapter V of the SEBI ICDR Regulations (hereinafter referred to as the “Floor Price”), for consideration other than cash (i.e. swap of shares of Proposed Allottees as listed in the below table), in the ratio of 1:0.00000058593566895, being swap of shares of Avenir International Engineers And Consultants LLC, Abu Dhabi, (“Avenir”) in lieu of purchase of 90 Equity Shares from the shareholders of Avenir International Engineers And Consultants LLC, Abu Dhabi, representing 90% of the paid-up capital of the Avenir International Engineers And Consultants LLC, Abu Dhabi, held by Proposed Allottees as stated below (“Purchase Shares”), aggregating to Rs. 1530 Crores (Rupees One Thousand Five Hundred Thirty Crores only) and in term of the agreement entered into between Company and the proposed allottees in relation to the same and on such terms and conditions as may be determined by the Board in accordance with the ICDR Regulations and other applicable laws.

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted are outlined in the table below:

Sr. No	Name of the Proposed Allottees	No. of Equity Shares to be swapped in Avenir	No. of Equity Shares to Issue and Allotment of SEPC Limited against Swapping	Current Status / Category	Proposed Status / Category
1	Avenir Oil Field Equipment L.L.C, UAE	3	5,10,00,000	Non-Promoter	Non-Promoter



2	Tranvel Holidays Private Limited	43	73,10,00,000	Non-Promoter	Non-Promoter
3	Zoomstud Impex Private Limited	44	74,80,00,000	Non-Promoter	Non-Promoter
	Total		1,53,00,00,000		

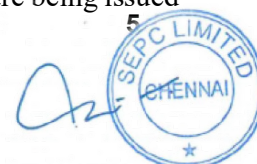
RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the proposed allottees through private placement as prescribed under the Companies Act, 2013, after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principal approval from the Stock Exchanges, i.e. BSE Limited (**BSE**) and National Stock Exchange of India Limited (**NSE**); and lenders approval whichever is later.

RESOLVED FURTHER THAT the equity shares to be issued and allotted to the proposed Allottees shall be fully paid up and rank *pari passu* with the existing equity shares of the Company, in all respects from the date of allotment thereof, be subject to the requirements of all applicable laws, and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations, the “**Relevant Date**” for the purpose of determining the floor price for the preferential issue of Equity Shares be and is hereby fixed as **Monday, 06 July 2026, being the date 30 days prior to the last date of remote e-voting, i.e. Wednesday, 05 August 2026.**

RESOLVED FURTHER THAT, without prejudice to the generality of the above resolution, the issue of the Equity Shares to the Proposed Allottees under the Preferential Allotment shall be subject to the following terms and conditions, apart from others, as prescribed under applicable laws:

- a. The Equity Shares to be issued and allotted shall be fully paid-up and rank *pari-passu* with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and shall be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- b. The price determined above shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time.
- c. The Equity Shares shall be allotted by the Company to the Proposed Allottees in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members’ approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of approval of any Regulatory Authority (including, but not limited to NSE, BSE and/or SEBI) or the Government of India or the lenders approval, whichever is later the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.
- d. The Equity Shares to be allotted shall be subject to lock-in for such period as specified in the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force.
- e. The Equity Shares to be allotted to the Proposed Allottee shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.
- f. The Equity Shares so offered, issued and allotted to the Proposed Allottees are being issued



- for consideration other than cash, instead of the acquisition Shares of Shares held by the Proposed Allottees in Avenir and will constitute the full consideration for the Equity Shares to be issued by the Company to the Proposed Allottees pursuant to this resolution.
- g. The Equity Shares so offered, issued and allotted shall not exceed the number of equity shares as approved hereinabove.

RESOLVED FURTHER THAT if Proposed Allottees fail to transfer the capital held by them in Avenir to the Company or are found not eligible for the Preferential Allotment or approval of any Regulatory Authority, as may be required, is not received, the Company shall not allot any shares to Proposed Allottees.

RESOLVED FURTHER THAT subject to the receipt of such approvals as may be required under applicable law, consent of the Members of the Company is hereby accorded to record the name and details of the Proposed Allottees in Form PAS-5 and the Board be and is hereby authorized to make an offer to the Proposed Allottees through Letter of Offer/ Private Placement Offer Letter cum application letter in Form PAS 4 or such other form as prescribed under the Act and ICDR Regulations containing the terms and conditions (“**Offer Document**”) after passing of this resolution and receiving any applicable regulatory approvals with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange(s) i.e., BSE Limited (BSE) and National Stock Exchange of India Ltd., (NSE) and lenders approval whichever is later and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the **SEBI (ICDR) Regulations**, without being required to seek any further consent or approval of the Members.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose to vary, modify or alter any of the relevant terms and conditions, attached to the Equity Shares to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the equity shares, making applications to the stock exchanges for obtaining in-principle approvals, listing of shares, filing requisite documents with the Ministry of Corporate Affairs and other regulatory authorities, filing of requisite documents with the depositories, to resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Equity Shares, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company or the lenders and that the Members and lenders shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of its powers conferred upon it by these resolution, as it may deem fit in its absolute discretion, to any Committee of the Board or to any one or more directors, officer(s) or authorized signatory(ies) including execution of any documents on behalf of the Company and to represent the Company



before any governmental or regulatory authorities, and to appoint any professional advisors, bankers, consultants and advocates to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.”

4. TO INCREASE IN THE OVERALL BORROWING LIMIT OF THE COMPANY IN ACCORDANCE WITH THE PROVISIONS OF SECTION 180(1)(c) OF THE COMPANIES ACT, 2013:

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

“RESOLVED THAT pursuant to the provisions of section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modifications or re-enactments thereof), read with the applicable rules and regulations framed by the Securities and Exchange Board of India, all other applicable rule(s), regulation(s), guideline(s), circular(s) etc. issued by any other appropriate authority, if any, the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and in supersession of all the earlier resolutions if any passed in this regard, the consent of the members of the company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include, unless the context otherwise required, any Committee of the Board of Directors) to borrow, from time to time, any sum or sums of money (including non-fund based banking facilities), required for the business of the Company from time to time, from one or more Banks, Financial Institutions, bodies corporate, whether in India or abroad, with or without security, notwithstanding that the monies so borrowed together with the monies already borrowed (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) may at any time exceed the aggregate of the paid up Capital, Free Reserves and securities premium account of the Company provided that the total amount that may be borrowed by the Board and outstanding at any point of time, shall not exceed the sum of Rs. 7500 crores (Rupees Seven Thousand Five Hundred Crores only), or the aggregate of the paid-up capital, free reserves and securities premium account of the Company whichever is higher and the Board be and is hereby authorized to decide all the terms and conditions in relation to such borrowing, at their absolute discretion and to do all such acts, deeds and things and to execute all such documents, instruments and writings as may be required.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things to finalise and execute all such deeds, documents and writings as may be deemed necessary, proper, desirable and expedient in its absolute discretion, to enable this resolution, and to settle any question, difficulty or doubt that may arise in this regard”.

By order of the Board

For **SEPC Limited**

CS T Sriraman
Company Secretary and Compliance Officer
Mem No.: A68102
Date: 06 July 2026
Place: Chennai



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, 03 July 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 authorised 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, 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 an 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., Friday, 03 July 2026. A person who is not a member on that date should treat this notice for informational purposes only.
7. The remote e-voting period **begins on Tuesday, 07 July 2026, at 9.00 A.M. and ends on Wednesday, 05 August 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., 03 July 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 the 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 BSE Limited (BSE) and National Stock Exchange of India Limited (“NSE”).



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

The remote e-voting period **begins on Tuesday, 07 July 2026, at 9.00 A.M. and ends on Wednesday, 05 August 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., 03 July 2026, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter. The communication of assent /dissent of the Members on the resolution(s) proposed in the Notice will **only** take place through the remote e-voting system.

- (i) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide a remote e-voting facility to their shareholders, in respect of all shareholders' resolutions. 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 facilities to listed entities in India, which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

To increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting for **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 the e-voting process.

- (ii) 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 numbers and email IDs in their demat accounts to access the e-Voting facility.

Pursuant to the above-mentioned SEBI Circular, the 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.	1) Users who have opted for CDSL's Easi / Easiest facility can log in through their existing user ID and password. The option will be made available to reach the e-Voting page without any further authentication. The user to log in to Easi / Easiest are requested to visit www.cdslindia.com or https://web.cdslindia.com/myeasitoken/home/login and click on the 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 the e-voting page of the e-Voting service provider for casting their vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-



	<p>Voting Service Providers, 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, an option to register is available at the CDSL website www.cdslindia.com, click on login & New System Myeasi and click on the registration option.</p> <p>4) Alternatively, the user can directly access the e-Voting page by providing the Demat Account Number and PAN No. from an e-Voting link available on the www.cdslindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the e-voting is in progress and also be able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p>1) If you are already registered for the NSDL IDeAS facility, please visit the e-Services website of NSDL. Open a web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile device. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login", which is available under the '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 the e-Voting services. Click on "Access to e-Voting" under e-Voting services, and you will be able to see the e-Voting page. Click on the company name or the e-Voting service provider name, and you will be redirected to the 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, the option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open a web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile device. Once the home page of the e-Voting system is launched, click on the icon "Login", which is available under the '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 your registered mobile & email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-Voting page. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider website for casting your vote during the remote e-Voting period.</p>



Individual Shareholders holding securities in demat mode log in through their Depository Participants (DP)	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-Voting facility. After successful login, you will be able to see the e-Voting option. Once you click on the e-Voting option, you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-Voting feature. Click on the company name or e-Voting service provider name, and you will be redirected to the e-Voting service provider's website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve their User ID/ Password are advised to use the "Forgot User ID and Forgot Password" option available at the above-mentioned 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 the CDSL helpdesk by sending a request to 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.

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

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on the "Shareholders / Members" module.
- 3) Now enter your User ID for CDSL: 16-digit beneficiary ID,
 - a. For NSDL: 8 Character DP ID followed by 8-digit Client ID,
 - b. Shareholders holding shares in Physical Form should enter the Folio Number registered with the Company.
- 4) Next, enter the Image Verification as displayed and click on Login.
- 5) If you are holding shares in demat form and have logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user, follow the steps given below:

	Physical shareholders and shareholders other than individuals holding shares in Demat form
PAN	Enter your 10-digit alphanumeric PAN issued by the Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <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 the Company/RTA or contact the 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 to log in. • 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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- 7) After entering these details appropriately, click on the “SUBMIT” tab.
- 8) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach the ‘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 the resolution of any other company on which they are eligible to vote, provided that the company opts for e-voting through the CDSL platform. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential.
- 9) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolution contained in this Notice.
- 10) Click on the relevant Company name, i.e. SEPC Limited, for which you choose to vote.
- 11) 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 the option NO implies that you dissent to the Resolution.
- 12) Click on the “RESOLUTION FILE LINK” if you wish to view the entire Resolution details.
- 13) 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”; to change your vote, click on “CANCEL” and accordingly modify your vote.
- 14) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- 15) You can also take a printout of the votes cast by clicking on the “Click here to print” option on the Voting page.
- 16) 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.
- 17) There is also an optional provision to upload BR/POA if any are uploaded, which will be made available to the scrutinizer for verification.

(iv) 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 signature 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.
- d) The list of accounts linked in the login will be mapped automatically and can be delinked 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 an attested specimen signature of the duly authorised signatory who is authorised to vote, to the Scrutinizer (alagarcs@gmail.com) if they have voted from the individual tab & not uploaded the 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), AADHAAR (self-attested scanned copy of Aadhar Card) by email to the 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 the 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 the 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.

For **SEPC Limited**

CS T Sriraman
Company Secretary and Compliance Officer
Mem No.: A68102
Date: 06 July 2026
Place: Chennai



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 businesses mentioned in the accompanying Notice and shall be taken as forming part of the Notice.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 1

The Board of Directors of the Company at their meeting dated 06 July 2026, approved the increase in the Authorized Share Capital of the Company from the existing Rs. 2250,00,00,000/- (Rupees Two Thousand Two Hundred and Fifty Crore only) divided into 225,00,00,000 (Two Hundred Twenty-Five Crore) Equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 6000,00,00,000/- (Rupees Six Thousand Crore only) divided into 600,00,00,000 (Six Hundred Crore) Equity shares of Rs. 10/- (Rupees Ten only) each subject to shareholder's approval.

As per the provisions of Sections 13 and 61 of the Companies Act, 2013, approval of the shareholders by way of an ordinary resolution is required to be accorded for alteration in the Memorandum of Association and for increasing the Authorised Share Capital of the Company.

The Board considers that the above proposal is in the best interest of the Company and its Members and, therefore, recommends the Ordinary Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in passing the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 2

To make optimum use of funds available with the Company and also to achieve long-term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investments in other bodies corporate or granting loans, giving guarantees or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 3000 Crores, as proposed in the Notice.

The Board considers that the above proposal is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice, for approval by the Members of the Company.



None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in passing the said resolution, except to the extent of their shareholding, if any, in the Company.

ITEM NO. 3

The Members are hereby informed that the Board, in its meeting held on 06 July 2026, approved the acquisition up to 90% shareholding of Avenir International Engineers and Consultants LLC, Abu Dhabi (“Avenir”) to enter into the business of Oil and Gas Engineering including Front End Engineering Design (FEED) and Project Management Consultancy (PMC).

For the said acquisition, it is decided to acquire up to 90 Equity Shares, constituting a 90% stake in Avenir, from the Equity shareholders of Avenir. As purchase consideration for the said acquisition, the Company has proposed allotting its equity shares to the shareholders of Avenir, as full payment for the swap shares.

In accordance with applicable provisions of the Companies Act, 2013 (“the Act”) read with rules made thereunder along with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“ICDR Regulations”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, the approval of Members of the Company by way of Special Resolution is required to issue equity shares on a preferential basis to proposed allottees for consideration other than cash for acquisition of 90% shareholding of Avenir.

In consideration for the acquisition of the equity shares of Avenir, it is proposed to issue and allot equity shares of the Company on a preferential basis for consideration other than cash. Accordingly, the Board pursuant to its resolution dated 06 July 2026, approved the issue of up to 153 Crores Equity Shares of Rs. 10/- (Rupees Ten only) each at a price of Rs.10/- (Rupees Ten only) per share on preferential basis to the proposed allottees for consideration other than cash, which is not less than the floor price prescribed under Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“SEBI (ICDR) Regulations”) on a preferential basis.

Disclosure as required under rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) (“SEBI (ICDR) Regulations “) are as follows:

a) **Purpose or Objects of the preferential issue:**

The object of the proposed preferential issue is to discharge the Purchase Consideration payable for the acquisition of the Avenir International Engineers And Consultants LLC, Abu Dhabi (“Avenir”), by acquiring up to 90 equity shares representing up to 90% stake in Avenir from the proposed allottees, for consideration other than cash, to be settled by way of allotment of equity shares of the Company, as set out in the resolution at Item No. 3 of this notice and the accompanying explanatory statement, and subject to compliance with the SEBI (ICDR) Regulations, 2018, as amended, and receipt of requisite approvals from stock exchange(s).



Avenir's strong presence in the Middle East and North Africa (MENA) region, the acquisition will enable SEPC Limited to expand into the global Oil & Gas sector, strengthen its international presence, and diversify its revenue streams into a high-value and growing industry.

b) Kinds of securities offered, maximum number of shares to be issued and the price at which the allotment is proposed:

The Company proposes to issue and allot 153 Crore (One Hundred and Fifty Three Crore) equity shares of Rs. 10/- (Rupees Ten only) each at a price of Rs. 10/- at par on a preferential basis for consideration other than cash.

c) Monitoring of Utilisation of Funds

Since the proposed preferential issue is being undertaken for consideration other than cash, by way of swap of shares with the shareholders of Avenir International Engineers and Consultants LLC, Abu Dhabi ("Avenir"), there will be no cash inflow or utilisation of funds pursuant to the issue. The Company shall allot equity shares to the shareholders of Avenir, subject to approval of the Board of Directors and the shareholders of the Company, and receipt of requisite statutory and regulatory approvals, including from the stock exchange(s), as applicable. In view of the absence of any cash proceeds or fundraising component, the requirement for the appointment of a monitoring agency is not applicable.

d) Intention of the promoters, directors, key managerial personnel or senior management of the Company to subscribe to the offer:

None of the Promoters, Directors, Key Managerial Personnel or senior management of the Company intends to subscribe to any of the equity shares proposed to be issued under the preferential issue.

e) Shareholding pattern of the Company before and after the Preferential Issue:

Please refer to **Annexure A** to this Notice for details.

f) Issue Price, Relevant Date and the Basis or justification on which the price has been arrived at, or the offer/invitation is being made:

The Equity Shares of the Company are listed and frequently traded on the BSE Limited and the National Stock Exchange of India Limited (collectively referred to as the "Stock Exchanges"). Equity Shares are frequently traded, and NSE, being the Stock Exchange with higher trading volumes for the said period, has been considered in accordance with the SEBI (ICDR) Regulations.

As per the provisions of the SEBI (ICDR) Regulations, Equity Shares will be issued at a price of Rs. 10/- per Equity Share, which is more than the higher of the following:

- a. the average of the 90 trading days of the volume weighted average price of the Company's shares quoted on the Stock Exchange is Rs. 6.86/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date"; or
- b. the average of the 10 trading days of the volume weighted average prices of the Company's shares quoted on the Stock Exchange is Rs. 6.84/- (NSE, being the Stock Exchange with higher trading volumes for the said period) preceding the "Relevant Date".



The higher minimum issue price arrived at after calculating in the aforesaid manner has been considered as the minimum issue price for the issue of Equity Shares. A certificate has been obtained from Maheshwari & Associates, Chartered Accountants, FRN 311008E), certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of Chapter V of SEBI (ICDR) Regulations.

Further, the Company has also obtained the Valuation Report from an Independent Registered Valuer, namely Ms Ambika Singh, Registered Valuer, IBBI Reg. No.: IBBI/RV/06/2019/12358 Address: 8B Middleton Street, 6A Geetanajli, Kolkata- 700071, Email: ambikasingh19@gmail.com, Mobile: 9831840003, for the issue price of Rs. 9.87/- in accordance with Regulation 166A of the SEBI (ICDR) Regulations. The said valuation report is also available on the Company's website www.sepc.in.

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (ICDR) Regulations, 2018, for the determination of the issue price of Equity Shares is Monday, 06 July 2026.

Accordingly, the minimum issue price for preferential basis shall be Rs. 10 each, which is higher than the prices as computed above. However, the Company has decided to issue the Equity Shares at an Issue Price of Rs. 10/- each.

The Company also confirms that the Articles of Association do not contain any restrictive provision for Preferential Allotment and do not contain any article which provides for the determination of price in case of preferential issue.

g) Name and Address of Valuer who performed Valuation:

Ms Ambika Singh, Registered Valuer, IBBI Reg. No.: IBBI/RV/06/2019/12358 Address: 8B Middleton Street, 6A Geetanajli, Kolkata- 700071, Email: ambikasingh19@gmail.com, Mobile: 9831840003

As the proposed allotment is of more than five per cent of the post-issue fully diluted share capital of the Company to a few of the proposed allottees, a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A of SEBI (ICDR) Regulations, 2018.

The valuation report of the Registered Valuer pursuant to Regulation 166A of SEBI (ICDR) Regulations, 2018 can also be accessed on the company website on the following link www.sepc.in.

h) Relevant date with reference to which the price has been arrived at:

The Relevant Date, as per the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, for the determination of the issue price of Equity Shares is Monday, 06 July 2026.

i) Amount which the Company intends to raise by way of such securities/ size of the issue:

Not Applicable as the shares are being allotted for consideration other than cash as part of the consideration payable for the acquisition as mentioned above.



j) **Principal terms of assets charged as securities:**

Not applicable.

k) **Class or classes of persons to whom the allotment is proposed to be made and the current and proposed status of the allottees post the preferential issue, namely, promoter or non-promoter:**

The preferential issue, if approved, is proposed to be made to the following allottees (Proposed Allottees). Proposed allottees are neither a promoter nor a related party of the Company, as per the Act, Listing Regulations and the ICDR Regulations, and such status as non-promoter will remain the same post preferential allotment of Equity Shares.

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	*Post issue Shareholding			Post Issue category
				No of share	%		No of share	%	%	
1	Avenir Oil Field Equipment L.L.C, UAE	Non-promoter	Uma Gunaseelan	0	0	51000000	51000000	1.47	Non-promoter	
2	Tranvel Holidays Private Limited	Non-promoter	Chandres Dutt Upadhyay	0	0	73100000	73100000	21.03	Non-promoter	
3	Zoomstud Impex Private Limited	Non-promoter	Ajay Suresh Yadav	0	0	74800000	74800000	21.52	Non-promoter	

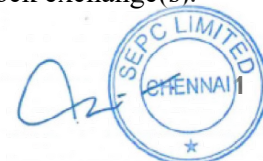
**assuming all partly paid shares converted into fully paid.*

l) **Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects:**

Nil

m) **Justification for the allotment proposed to be made for consideration other than cash, together with a valuation report of the registered valuer and the name and address of the valuer who performed the valuation:**

The object of the proposed preferential issue is to discharge the Purchase Consideration payable for the acquisition of the Avenir International Engineers And Consultants LLC, Abu Dhabi (“Avenir”), by acquiring up to 90 equity shares representing up to 90% stake in Avenir from the proposed allottees, for consideration other than cash, to be settled by way of allotment of equity shares of the Company, as set out in the resolution at Item No. 3 of this notice and the accompanying explanatory statement, and subject to compliance with the SEBI (ICDR) Regulations, 2018, as amended, and receipt of requisite approvals from stock exchange(s).



n) Timeframe within which the preferential issue shall be completed:

The allotment of Equity Shares shall be completed within a period of 15 days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority/body, the allotment shall be completed by the Company within a period of 15 days from the date of such approval(s) or permission(s).

o) Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/ or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue and the Current and proposed status of the allottee(s) post preferential issues namely, promoter or non-promoter:

Sr. No.	Name of the proposed allottees	Pre issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre issue Shareholding		No. of Equity Shares to be allotted	Post issue Shareholding		*Post Issue category
				No of share	%		No of share	%	
1	Avenir Oil Field Equipment L.L.C, UAE	Non-promoter	Uma Gunaseelan	0	0	51000000	51000000	1.47	Non-promoter
2	Tranvel Holidays Private Limited	Non-promoter	Chandres Dutt Upadhyay	0	0	73100000	73100000	21.03	Non-promoter
3	Zoomstud Impex Private Limited	Non-promoter	Ajay Suresh Yadav	0	0	74800000	74800000	21.52	Non-promoter

**assuming all partly paid shares converted into fully paid.*

p) Percentage of post preferential issue capital that may be held by the proposed allottee and change in control, if any, in the company that would occur consequent to the preferential offer:

Details of shareholding of proposed Allottees in the Company, prior to and after the proposed preferential issue, are as under:

Name of the Proposed Allottee	Category	Pre-Preferential Issue		*Post-Allotment of Equity Shares pursuant to the Preferential Issue	
		No. of equity shares held	%	No. of equity shares to be held	%
Avenir Oil Field Equipment L.L.C, UAE	Non-Promoter	0	0	510000000	1.47



Tranvel Holidays Private Limited	Non-Promoter	0	0	7310000000	21.03
Zoomstud Impex Private Limited	Non-Promoter	0	0	7480000000	21.52

**assuming all partly paid shares converted into fully paid*

There shall be no change in the Management or control over the Company pursuant to the aforesaid preferential issue.

q) No. of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price:

The Company has not made any preferential allotment during the year.

r) Valuation for consideration other than cash:

The valuation of the same is based on the independent valuation report received from Ms Ambika Singh, Registered Valuer, IBBI Reg. No.: IBBI/RV/06/2019/12358 Address: 8B Middleton Street, 6A Geetanajli, Kolkata- 700071, Email: ambikasinh19@gmail.com, Mobile: 9831840003, in compliance with Regulation 163(3) of the SEBI (ICDR) Regulations.

s) Lock-in Period:

The Equity Shares to be issued shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations. There are no pre-preferential equity shares held by the proposed allottees.

t) Listing:

The Company will make an application to the Stock Exchange(s) at which the existing equity shares are already listed, for listing of the equity shares being issued. Such Equity Shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividends.

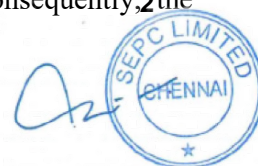
u) Undertakings:

As the equity shares of the Company have been listed for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of ICDR Regulations governing re-computation of the price of Equity Shares shall not be applicable. However, the Company shall recompute the price of the Equity Shares to be allotted under the preferential allotment in terms of the provisions of ICDR Regulations if it is required to do so, including pursuant to Regulation 166 of the ICDR Regulations, if required. If the amount payable on account of the re-computation of price is not paid within the time stipulated in ICDR Regulations, the Equity Shares to be allotted under the preferential issue shall continue to be locked-in till the time such amount is paid.

v) Other disclosures:

The Company hereby undertakes that:

- i. The Company is eligible to make the Preferential Issue under Chapter V of the SEBI (ICDR) Regulations;
- ii. None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India. Consequently, the



- undertaking required under Regulation 163(1)(i) is not applicable;
- iii. None of its Directors or Promoters is a fugitive economic offender as defined under the SEBI (ICDR) Regulations;
- iv. As the equity shares have been listed on a recognised Stock Exchange for a period of more than 90 trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable;
- v. No person belonging to the promoters/promoter group has previously subscribed to any warrants of the Company but has failed to exercise them;
- vi. All the equity shares held by the Proposed Allottees in the Company are in dematerialized form only;
- vii. The proposed allottees have not sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.
- viii. The proposed allottees do not hold any equity shares of the Company as on the date of issuance of the Postal Ballot Notice. Accordingly, the requirement pertaining to lock-in of pre-preferential allotment shareholding is not applicable.

w) Certificate of a Practicing Company Secretary

As required in Regulation 163(2) of the SEBI (ICDR) Regulations, a certificate from M/s. Alagar & Associates LLP (Firm Registration No. L2025TN019200), Company Secretaries, Chennai, certifying that the issue is being made in accordance with the requirements of the SEBI (ICDR) Regulations. The certificate of the Practicing Company Secretary can also be accessed on the company website on the following link: www.sepc.in.

In accordance with the provisions of the Companies Act, 2013, read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, approval of the members for the issue and allotment of the aforesaid equity shares to the above-mentioned allottees is being sought by way of a Special Resolution as set out in said item of the notice. The issue of equity shares would be within the Authorised Share Capital of the Company.

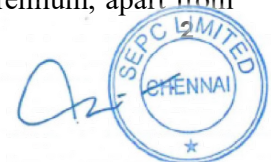
The Board considers that the above proposal is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in passing the said resolution, except to the extent of their shareholding, if any, in the Company.

Item No: 4

In order to meet the Company's funding requirements for business expansion, working capital, capital expenditure, investments, and other general corporate purposes, the Company may be required to borrow funds from time to time by way of term loans, working capital facilities, debentures, or other financial instruments from banks, financial institutions, NBFCs, or any other lender, and/or foreign lender and/or any other institution and/or body corporate/entity/entities and/or authority/authorities.

As per the provisions of Section 180(1)(c) of the Act, the Board of Directors shall not borrow in excess of the company's paid-up share capital, free reserves and securities premium, apart from



temporary loans obtained from the company's bankers in the ordinary course of business, except with the consent of the shareholders accorded by way of a special resolution.

In view of expanding business operations of the Company, the Board felt it is necessary to increase the existing borrowing limits in terms of Section 180(1)(c) of the Act. Accordingly, the Board pursuant to its resolution on 06 July 2026, has approved the proposal to seek the consent of the members pursuant to Section 180(1)(c) of the Act, to enable the Board to borrow monies from time to time in connection with the business of the company subject to the aggregate amount of borrowing at any point of time not to exceed Rs. 7500 crores (Rupees Seven thousand five hundred Crores only),

The Board considers that the above proposal is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution, as set out in the accompanying Notice for approval by the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are in any way concerned or interested, financially or otherwise, in passing the said resolution, except to the extent of their shareholding, if any, in the Company.

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

CS T Sriraman
Company Secretary & Compliance Officer
Mem No.: A-68102
Date: 06 July 2026
Place: Chennai



Annexure A

***Shareholding Pattern of the Company Pre and Post Preferential Issue as on 31 March 2026:**

Sr. No	Category	Pre- Issue		Post- Issue	
		No. of Shares Held	% of share holding	No. of Shares Held	% of share holding
A	Promoters' holding				
1	Indian				
	Trust	36,21,70,551	18.62%	36,21,70,551	10.42%
2	Foreign promoters				
	Bodies Corporate	10,00,000	0.05%	10,00,000	0.03%
	Sub-total (A)	36,31,70,551	18.67%	36,31,70,551	10.45%
B	Non-promoters' holding				
1	Institutional investors				
	Foreign Portfolio Investors Category	1,86,17,651	0.96%	1,86,17,651	0.54%
	Mutual Funds	3,330	0.00	3,330	0.00%
	Banks	27,06,03,441	13.91%	27,06,03,441	7.79%
	Central Government	1,000	0.00	1,000	0.00%
	Sub-total 1	28,92,25,422	14.87%	28,92,25,422	8.33%
2	Non-institutional Investors				
	Bodies Corporate	8,43,98,296	4.34%	1,61,43,98,296	46.45%
	Investor Education and Protection Fund (IEPF)	18,002	0.00	18,002	0.00%
	Directors and relatives	987	0.00	987	0.00%
	Non-resident Indians (NRIs)	2,80,63,744	1.44%	2,80,63,744	0.81%
	Individuals	1,10,74,15,421	56.92%	1,10,74,15,421	31.86%
	Others	7,32,20,968	3.76	7,32,20,968	2.11%
	Sub-total 2	1,29,31,17,418	66.46%	2,82,31,17,418	81.23%
	Sub-total (B)	1,58,23,42,840	81.33%	3,11,23,42,840	89.56%
	GRAND TOTAL (A+B)	1945513391	100%	3475513391	100%

**assuming all partly paid shares converted into fully paid.*

