



## SEPC LIMITED

**Registered and Corporate Office:** 4th Floor, Bascon Futura SV, IT Park Venkatanarayana Road, Parthasarathy Puram, T. Nagar Chennai – 600017, Tamil Nadu, India; **Tel:** +91 44 4900 5555; **Fax:** N.A.  
**E-mail:** [info@sepc.in](mailto:info@sepc.in) ; **Website:** [www.sepc.in](http://www.sepc.in);  
**Contact Person:** Thirupathi Sriraman, Company Secretary and Compliance Officer;  
**Corporate Identification Number:** L74210TN2000PLC045167

### ENTITLEMENT LETTER FOR THE RIGHTS ISSUE

Dear Shareholder,

**Sub:** ISSUE OF UPTO 3,83,84,615\* EQUITY SHARES OF FACE VALUE ₹ 10 EACH (“RIGHTS EQUITY SHARES”) OF SEPC LIMITED (THE “COMPANY” OR “ISSUER”) FOR CASH AT A PRICE OF ₹ 13/- PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹ 3/- PER EQUITY SHARE) (THE “ISSUE PRICE”), AGGREGATING UPTO ₹ 4,990 LAKHS\* ON A RIGHTS BASIS TO THE EXISTING EQUITY SHAREHOLDERS OF THE COMPANY IN THE RATIO OF ONE (1) RIGHTS EQUITY SHARES FOR EVERY THIRTY SIX (36) FULLY PAID-UP EQUITY SHARES HELD BY THE EXISTING EQUITY SHAREHOLDERS ON THE RECORD DATE, THAT IS ON TUESDAY, NOVEMBER 28, 2023 (THE “ISSUE”). THE ISSUE PRICE FOR THE RIGHTS EQUITY SHARES IS 1.3 TIMES THE VALUE OF THE EQUITY SHARES. FOR FURTHER DETAILS, PLEASE REFER TO THE CHAPTER TITLED “TERMS OF THE ISSUE” ON PAGE 222 OF THE LETTER OF OFFER.

\*Assuming full subscription. Subject to finalisation of the Basis of Allotment.

**Ref:** Letter of Offer dated November 22, 2023 and Abridged Letter of Offer dated November 22 2023, issued by the Company to the Eligible Equity Shareholders pursuant to the Rights Issue.

We are happy to inform that our Company is proposing a Rights Issue of Equity Shares as mentioned in the captioned subject in the ratio of upto one (1) Rights Equity Shares for every thirty six (36) fully paid-up Equity Shares held by the existing Equity Shareholders on the Record Date that is on **Tuesday, November 28, 2023**.

With reference to the above, please find below the details of the Equity Shares held by you as on the Record Date, i.e., **Tuesday, November 28, 2023** along with your Rights Entitlements calculated on the basis of the above-mentioned ratio for your kind information:

FOLIO NUMBER/ DP OR CLIENT ID	NUMBER OF EQUITY SHARES HELD BY YOU ON RECORD DATE I.E., TUESDAY, NOVEMBER 28, 2023	NUMBER OF RIGHTS ENTITLEMENT

You are requested to kindly note that the Issue price is ₹13/-.

You are requested to take note of the Issue Schedule as provided

ISSUE OPENS ON	LAST DATE FOR ON MARKET RENUICIATION	ISSUE CLOSES ON**
WEDNESDAY, DECEMBER 06, 2023	TUESDAY, DECEMBER 12, 2023	MONDAY, DECEMBER 18, 2023

\*Eligible Equity Shareholders are requested to ensure that renunciation through off market transfer is completed in such a manner that the Rights Entitlement are credited to the demat account of the Renounees on or prior to the Issue Closing Date.

\*\*Our Board or a duly authorized committee thereof will have the right to extend the Issue period as it may determine from time to time, provided that this Issue will not remain open in excess of 30 (Thirty) days from the Issue Opening Date (inclusive of the Issue Opening Date). Further, no withdrawal of Application shall be permitted by any Applicant after the Issue Closing Date.

Kindly note that pursuant to the provisions of the SEBI ICDR Regulations and the SEBI Master Circular bearing reference number SEBI/HO/CFD/PoD-2/P/CIR/2023/00094 dated June 21, 2023 (“SEBI Master Circular”), the Rights Entitlements, as mentioned above, shall be credited only in dematerialized form in your demat account before the Issue Opening Date i.e., **Wednesday, December 06, 2023** with ISIN – INE964H20022.

In accordance with the SEBI Master Circular, Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e., **Tuesday, November 28, 2023** are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date i.e. **Wednesday, December 13, 2023** in order to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. For further details, please refer to the chapter titled “Terms of the Issue” at page 222 of the Letter of Offer.

You can obtain the details of your Rights Entitlements from the website of the Registrar at <https://rights.cameoindia.com/sepc2> by entering their DP ID and Client ID or folio number (for Eligible Equity Shareholders who hold Equity Shares in physical form as on Record Date) and PAN. The link for the same shall also be available on the website of the Company (i.e., [www.sepc.in](http://www.sepc.in)).

#### Fractional Entitlements

The Rights Equity Shares are being offered on a rights basis to Eligible Equity Shareholders in the ratio of one (01) Rights Equity Share(s) for every thirty six (36) Equity Shares held on the Record Date. For Equity Shares being offered on a rights basis under the Issue, if the shareholding of any of the Eligible Equity Shareholders is less than 36 Rights Equity Shares or not in the multiple of 36, the fractional entitlement of such Eligible Equity Shareholders shall be ignored in the computation of the Rights Entitlement. However, the Eligible Equity Shareholders whose fractional entitlements are being ignored as above will be given preferential consideration for the Allotment of one Additional Rights Equity Share each if they apply for Additional Rights Equity Shares over and above their Rights Entitlement. For further details, see “Terms of the Issue” beginning on page 222 of the Letter of Offer.

#### Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders

Pursuant to provisions of the SEBI ICDR Regulations read with SEBI Master Circular and in terms of the Letter of Offer, the Rights Entitlements of the Eligible Equity Shareholders have been credited in their respective demat account under the ISIN: INE964H20022. For details of credit of the Rights Entitlements, see “Terms of the Issue - Credit of Rights Entitlements in demat accounts of Eligible Equity Shareholders” on pages 234 of the Letter of Offer.

#### Trading of the Rights Entitlements

In accordance with the SEBI Master Circular, the Rights Entitlements credited shall be admitted for trading on the Stock Exchanges under ISIN – INE964H20022. Prior to the Issue Opening Date, our Company will obtain the approval from the Stock Exchanges for trading of Rights Entitlements. Investors shall be able to trade/ transfer their Rights Entitlements either through On Market Renunciation or through Off Market Renunciation. The trades through On Market Renunciation and Off Market Renunciation will be settled by transferring the Rights Entitlements through the depository mechanism. For more details, see “Procedure for Renunciation of Rights Entitlements” on page 237 of the Letter of Offer.

#### Renunciation of Rights Entitlement

The Issue includes a right exercisable by you to renounce the Rights Entitlements credited in your demat account either in full or in part in favour of any other person or persons in India only. The renouncement of Rights Entitlements credited in your demat account can be made either a) by using the secondary market platform of the Stock Exchanges through a registered stock broker (“On Market Renunciation”) or b) through off market transfer through a depository participant (“Off Market Renunciation”) during the Renunciation Period. For more details, see “- Procedure for Renunciation of Rights Entitlements” on page 237 of the Letter of Offer.

Kindly note that, in accordance with the SEBI Master Circular, the resident Eligible Equity Shareholders, who hold Equity Shares in physical form as on Record Date i.e., **Tuesday, November 28, 2023** shall be required to provide their demat account details to our Company or the Registrar to the Issue for credit of REs (Rights Entitlements) not later than two working days prior to Issue Closing Date i.e., **Wednesday, December 13, 2023** such that credit of REs in their demat account takes place at least one day before Issue Closing Date, thereby enabling them to renounce their Rights Entitlements through Off Market Renunciation.

**PLEASE NOTE THAT CREDIT OF THE RIGHTS ENTITLEMENTS IN THE DEMAT ACCOUNT DOES NOT, PER SE, ENTITLE THE INVESTORS TO THE RIGHTS EQUITY SHARES AND THE INVESTORS HAVE TO SUBMIT APPLICATION FOR THE RIGHTS EQUITY SHARES ON OR BEFORE THE ISSUE CLOSING DATE AND MAKE PAYMENT OF THE APPLICATION MONEY. FOR DETAILS, SEE “PROCEDURE FOR APPLICATIONS BY CERTAIN CATEGORIES OF INVESTORS” ON PAGE 233 OF THE LETTER OF OFFER.**

**PLEASE NOTE THAT THE RIGHTS ENTITLEMENTS WHICH ARE NEITHER RENOUNCED NOR SUBSCRIBED ON OR BEFORE THE ISSUE CLOSING DATE SHALL LAPSE AND SHALL BE EXTINGUISHED AFTER THE ISSUE CLOSING DATE.**

#### Application Process for Rights Issue

If you are desiring to make an Application in this Issue, kindly note that you are mandatorily required to use either the ASBA process. Further, if you are holding Equity Shares in physical form as on the Record Date, you will have to apply through ASBA facility only. For details, see "Making of an Application through the ASBA process" and "Making of an Application by Eligible Equity Shareholders holding Equity Shares in physical form" on page 227 and 229, respectively.

**ASBA facility** – Investors can submit the Application Form in physical mode to the designated branch of the Self-Certified Syndicate Banks ("SCSBs"), or make online/electronic Application through the website of the SCSBs (if the facility is made available by such SCSB). SCSBs are self-certified syndicate banks registered with SEBI, which offer the facility of ASBA. For the list of banks which have been notified by SEBI to act as SCSBs for the ASBA process and details on designated branches of SCSBs collecting the Application Form, please refer to - <https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmid=35>.

Please note that Applications made with payment using third party bank accounts are liable to be rejected.

If you are desirous of making an application in this Issue, you should carefully read the provisions applicable to such Applications before making their Application through ASBA. For details, see "Terms of the Issue- Making of an Application through the ASBA process" on page 227 of the Letter of Offer.

Additionally, in terms of Regulation 78 of the SEBI ICDR Regulations, Investors may choose to accept the offer to participate in the Issue by making plain paper Applications. Please note that SCSBs shall accept such applications only if all details required for making the application as per the SEBI ICDR Regulations are specified in the plain paper application and that Eligible Equity Shareholders making an application in the Issue by way of plain paper applications shall not be permitted to renounce any portion of their Rights Entitlements. If you make an application both in an application form as well as on a plain paper, both applications are liable to be rejected. For details, see "Application on Plain Paper under ASBA process" on page 228 of the Letter of Offer.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR THE COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

In accordance with the SEBI ICDR Regulations, SEBI Master Circular, we are sending the Abridged Letter of Offer, the Rights Entitlement Letter, Application Form and other issue material ("**Issue Materials**"), only to the Eligible Equity Shareholders who have provided an Indian address to the Company and who are located in jurisdictions where the offer and sale of the Rights Entitlement or Rights Equity Shares is permitted under laws of such jurisdiction and does not result in and may not be construed as, a public offering in such jurisdictions. In case the Eligible Equity Shareholders have provided their valid e-mail address, the Issue Materials will be sent only to their valid e-mail address and in case the Eligible Equity Shareholders have not provided their e-mail address, then the Issue Materials will be dispatched, on a reasonable effort basis, to the Indian addresses provided by them.

#### ATTENTION FOR PHYSICAL SHAREHOLDERS

In accordance with the SEBI Master Circular, Eligible Equity Shareholders holding Equity Shares in physical form as on the Record Date i.e., **Tuesday, November 28, 2023** are requested to provide relevant details (such as copies of self-attested PAN and details of address proof by way of uploading on Registrar website the records confirming the legal and beneficial ownership of their respective Equity Shares) not later than two Working Days prior to the Issue Closing Date i.e. **Wednesday, December 13, 2023** in order to be eligible to apply for this Issue. Such Resident Eligible Equity Shareholders are also requested to ensure that their demat account, details of which have been provided to the Company or the Registrar account is active to facilitate the aforementioned transfer. For further details, please refer to the chapter titled "Terms of the Issue" at page 224 of the Letter of Offer.

Please note that in accordance with Regulation 77A of the SEBI ICDR Regulations read with the SEBI Master Circular, the credit of Rights Entitlements and Allotment of Equity Shares shall be made in dematerialised form only. Accordingly, Eligible Equity Shareholders holding Equity Shares in physical form as on Record Date and desirous of subscribing to Equity Shares in this Issue are advised to furnish the details of their demat account to the Registrar or our Company at least two Working Days prior to the Issue Closing Date, i.e., **Wednesday, December 13, 2023**, to enable the credit of their Rights Entitlements in their respective demat accounts at least one day before the Issue Closing Date.

Resident Eligible Equity Shareholders who hold Equity Shares in physical form as on the Record Date cannot renounce until the details of their demat account are provided to our Company or the Registrar and the dematerialized Rights Entitlements are transferred from suspense escrow demat account to the respective demat accounts of such Eligible Equity Shareholders within prescribed timelines. However, such Eligible Equity Shareholders, where the dematerialized Rights Entitlements are transferred from the suspense escrow demat account to the respective demat accounts within prescribed timelines, can apply for additional Rights Equity Shares while submitting the Application through ASBA process only.

**PLEASE NOTE THAT THE ELIGIBLE EQUITY SHAREHOLDERS, WHO HOLD EQUITY SHARES IN PHYSICAL FORM AS ON RECORD DATE AND WHO HAVE NOT FURNISHED THE DETAILS OF THEIR RESPECTIVE DEMAT ACCOUNTS TO THE REGISTRAR OR OUR COMPANY AT LEAST TWO WORKING DAYS PRIOR TO THE ISSUE CLOSING DATE, SHALL NOT BE ELIGIBLE TO MAKE AN APPLICATION FOR RIGHTS EQUITY SHARES AGAINST THEIR RIGHTS ENTITLEMENTS WITH RESPECT TO THE EQUITY SHARES HELD IN PHYSICAL FORM.**

#### Availability of Issue materials

You can also access the Letter of Offer, the Abridged Letter of Offer and Application Form (provided that you are eligible to subscribe for the Rights Equity Shares under applicable securities laws) on the websites of:

- our Company at [www.sepc.in](http://www.sepc.in);
- the Registrar at <https://rights.cameoindia.com/sepc2>; and
- the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).



#### Other important links and helpline numbers

You can visit the following links for below-mentioned purposes:

- Updation of Indian address/ e-mail address/ phone or mobile number in the records maintained by the Registrar or our Company: <https://rights.cameoindia.com/sepc2>;
- Updation of demat account details by Eligible Equity Shareholders holding shares in physical form: <https://rights.cameoindia.com/sepc2>; and
- Submission of self-attested PAN, client master sheet and demat account details by non-resident Eligible Equity Shareholders: <https://rights.cameoindia.com/sepc2>.

THE RIGHTS ENTITLEMENTS AND THE RIGHTS EQUITY SHARES HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE UNITED STATES SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES OF AMERICA AND MAY NOT BE OFFERED, SOLD, IN THE UNITED STATES OF AMERICA, ITS TERRITORIES AND POSSESSIONS ANY STATE OF THE UNITED STATES, AND THE DISTRICT OF COLUMBIA ("UNITED STATES"), EXCEPT IN A TRANSACTION NOT SUBJECT TO, OR EXEMPT FROM THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT AND APPLICABLE STATE SECURITIES LAWS. THE RIGHTS ENTITLEMENTS AND RIGHTS EQUITY SHARES ARE BEING OFFERED AND SOLD ONLY (A) TO PERSONS IN THE UNITED STATES WHO ARE REASONABLY BELIEVED TO BE QUALIFIED INSTITUTIONAL BUYERS AS DEFINED IN RULE 144A UNDER THE SECURITIES ACT ("U.S. QIBS") PURSUANT TO SECTION 4(A)(2) OF THE SECURITIES ACT AND (B) TO PERSONS OUTSIDE THE UNITED STATES IN RELIANCE ON REGULATIONS UNDER THE SECURITIES ACT ("REGULATIONS"). IN ADDITION, UNTIL THE EXPIRY OF 40 DAYS AFTER THE COMMENCEMENT OF THE ISSUE, AN OFFER OR SALE OF RIGHTS ENTITLEMENTS OR RIGHTS EQUITY SHARES IN THE UNITED STATES BY A DEALER (WHETHER OR NOT IT IS PARTICIPATING IN THE ISSUE) MAY VIOLATE THE REGISTRATION REQUIREMENTS OF THE SECURITIES ACT IF SUCH OFFER OR SALE IS MADE OTHERWISE THAN IN ACCORDANCE WITH AN EXEMPTION FROM REGISTRATION UNDER THE SECURITIES ACT. THE RIGHTS EQUITY SHARES ARE TRANSFERABLE ONLY IN ACCORDANCE WITH THE RESTRICTIONS DESCRIBED IN "SELLING RESTRICTIONS" IN CHAPTER TITLED "OTHER REGULATORY AND STATUTORY DISCLOSURES" ON PAGE 219 OF LETTER OF OFFER.

In case of any queries, you may contact the Company or the Registrar as per the details mentioned herein:

COMPANY DETAILS	REGISTRAR TO THE ISSUE
	
<b>SEPC LIMITED</b> 4th Floor, Bascon Futura SV, IT Park Venkatanarayana Road, Parthasarathy Puram, T. Nagar Chennai – 600 017, Tamil Nadu, India <b>Telephone:</b> +91 44 4900 5555 <b>Facsimile:</b> N.A. <b>E-mail:</b> <a href="mailto:info@sepc.in">info@sepc.in</a> <b>Website:</b> <a href="http://www.sepc.in">www.sepc.in</a> <b>Contact Person:</b> Thirupathi Sriraman, Company Secretary and Compliance Officer	<b>CAMEO CORPORATE SERVICES LIMITED</b> No. 01, Club House Road, Mount Road, Chennai- 600 002, Tamil Nadu, India. <b>Telephone:</b> +91 44 4002 0700/ 2846 0390 <b>Facsimile:</b> N.A. <b>Email:</b> <a href="mailto:rights@cameoindia.com">rights@cameoindia.com</a> <b>Website:</b> <a href="http://www.cameoindia.com">www.cameoindia.com</a> <b>Online Investor Portal:</b> <a href="https://wisdom.cameoindia.com">https:// wisdom.cameoindia.com</a> <b>Contact Person:</b> K. Sreepriya <b>SEBI Registration No.:</b> INR000003753

Note: All capitalized terms, unless defined herein, shall have the meaning ascribed to them in the Letter of Offer.

For SEPC LIMITED

Sd/-

Thirupathi Sriraman,  
Company Secretary and Compliance Officer