



To

14<sup>th</sup> September 2023

Listing Department BSE Limited 25 <sup>th</sup> Floor, P. J. Towers, Dalal Street, Mumbai – 400 001. <b>Scrip Code: 505368</b>	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra East, Mumbai – 400 051. <b>Scrip Code: REVATHI</b>
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Dear Sir / Madam,

**Sub: Notice convening the 46th Annual General Meeting of the Company for the Financial Year 2022-23 as required under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015- Corrigendum**

This has reference to our letter dated 04<sup>th</sup> September, 2023 on the captioned subject, this is to inform you that in the Special Business set out at Item No. 13 and Ordinary Business set out at Item No. 14 of the Notice of the 46<sup>th</sup> AGM ('Item No. 13' and 'Item No. 14'), due to an inadvertent typographical error noticed subsequent to the circulation, 'an Special Resolution' should be read as 'a Ordinary Resolution' and 'an Ordinary Resolution' should be read as 'a Special Resolution' accordingly the opening sentence at Item No. 13 and 14 should be read as

13. To approve the Material Related Party Transaction entered into with Revathi Equipment India Limited (REIL) and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

14. To approve the alteration of object clause of the Memorandum of Association of the Company in line with the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

Please find enclosed Notice of the 46th AGM with typological correction, being sent by email to the members of the Company and also being uploaded on the Company's website at [www.semacconsultants.com](http://www.semacconsultants.com).

Thanking You,

Sincerely,

**For Semac Consultants Limited  
(Formerly Known as Revathi Equipment Limited)**

**Aakriti Gupta  
Company Secretary and Compliance Officer**

**Semac Consultants Ltd.**  
(formerly Known as Revathi Equipment Limited.)  
# 37, (Old No.19/25), "SURYALAYA"  
Shankar Mutt Road, Shankarapuram,  
Basavanagudi, Bengaluru - 560 004, Karnataka  
Tel : +91 80 40749074  
E-mail : semac@semacconsultants.com

**Corporate Identity Number**  
L29120TZ1977PLC000780  
ISO 9001 : 2015

**Registered Office :**  
Semac Consultants Ltd.  
Pollachi Road, Malumachampatti.  
Coimbatore - 641 021.  
Tel : + 91 422 2610851 Fax : + 91 442 6655199  
Website : www.semacconsultants.com

Bengaluru

Gurugram

Navi Mumbai

Muscat

**Semac Consultants Limited**  
**(Formerly Known as Revathi Equipment Limited)**  
**CIN: L29120TZ1977PLC000780**  
**Registered Office: Pollachi Road, Malumachampatti P O., Coimbatore - 641 050**  
**E-mail: [compliance.officer@semacconsultants.com](mailto:compliance.officer@semacconsultants.com)**  
**Website: [www.semacconsultants.com](http://www.semacconsultants.com) Phone: 0422 6655100**

**CORRIGENDUM TO NOTICE OF THE 46<sup>TH</sup> ANNUAL GENERAL MEETING**

This Corrigendum is being issued in continuation of Notice dated 29<sup>th</sup> August, 2023 convening the 46<sup>th</sup> Annual General Meeting of Semac Consultants Limited (Formerly Known as Revathi Equipment Limited) to be held on Wednesday, 27<sup>th</sup> day of September, 2023 at 11:30 A.M (IST) at the Registered Office of the Company at Pollachi Road, Malumachampatti P O., Coimbatore - 641 050.

Members are requested to note that, in the Notice of 46<sup>th</sup> Annual General Meeting, under the Special Businesses in (A) Item No. 13 approving the Material Related Party Transaction, it has been inadvertently mentioned as 'to pass the resolution as Special Resolution' instead of '**Ordinary Resolution**' and in (B) Item No. 14 approving the alteration of object clause of Memorandum of Association, it has been inadvertently mentioned as 'to pass the resolution as Ordinary Resolution' instead of '**Special Resolution**'.

Accordingly, the special business under Item No. 13 is now proposed as a business item requiring **Ordinary Resolution** as under:

**SPECIAL BUSINESS:**

13. To approve the Material Related Party Transaction entered into with Revathi Equipment India Limited (REIL) and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations) and the applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company, to enter/ continue to enter into agreement/ contract/ business transactions/ arrangements with Revathi Equipment India Limited, an entity falling within the definition of 'related party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2024, and on such terms and conditions as detailed in the explanatory statement to this resolution, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

**RESOLVED FURTHER THAT** Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the related party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

Further, the special business under Item No. 14 is now proposed as a business item requiring **Special Resolution** as under:

14. To approve the alteration of object clause of the Memorandum of Association of the Company in line with the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the existing Object Clause (III) of the Memorandum of Association be amended in the manner as follows in accordance with Table A of Schedule I of the Companies Act, 2013:

- a. The heading of the existing Clause III (A) "Main Objects of the Company to be pursued by the Company on its incorporation" be deleted and substituted with new heading as Clause III (a) - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-" and that the sub-clause(s) (1) to (5) under the existing Clause III (A) be substituted with the new sub-clause(s) (1) to (8) as follows:
  1. To carry on the business of consulting engineers, Technical advisers, Specialists and Consultants in the field of Architectural Engineering, Mechanical Engineering, Electrical Engineering, Electronics Telecommunication Engineering, Foundation Engineering, Civil Engineering, Structural Engineering, Chemical Engineering, Computer Engineering and Drafting Services in all its branches, descriptions and kinds in India or any part of the world.
  2. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of Urban Planning, Landscaping Architecture, Bridge and Highway Engineering, Public health engineering, Environmental Engineering, Irrigation Engineering, in all its branches, descriptions and kinds, in India or any part of the world.
  3. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of interior designing, heating, lighting, ventilation and airconditioning Engineering, Acoustical Engineering, Plumbing Engineering, Fire Fighting Engineering, in all its branches, descriptions and kinds in India or any part of the world.
  4. To carry on the Business Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of Construction Management, Preparation of Construction and Contracting documents, Administration of Contracting Documents, in all its branches, descriptions and kinds, in India or any part of the world."

5. To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, commercial buildings and spaces, warehouses, cold storage, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, hospitals, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business.
  6. To undertake, take up, carry on, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals, petrochemicals;
  7. To construct, build, develop, maintain, operate, own and transfer infrastructure facilities including housing, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems and allied activities.
  8. To carry on the business of manufacturers of and dealers in Water Well Drills, Blast Hole Drills and Spares and Accessories thereof and allied products and spares thereof.
- b. The heading of the existing Clause III (B) "Objects incidental or ancillary to the attainment of the main object:" be deleted and substituted with new heading as Clause III (b) - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(a) ARE:" and that the sub-clause(s) (2) to (46) under the existing Clause III (B) be deleted and substituted with the new sub-clause(s) (1) to (52) placed before the Meeting.
  - c. The existing Clause III (C) "Other objects" containing sub clause(s) no. 47 to 73 be deleted in full.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.

**By Order of the Board  
For Semac Consultants Limited**

**Aakriti Gupta  
Company Secretary**

**Date: 13<sup>th</sup> September 2023**

**NOTES:**

1. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Businesses set out above is annexed.
2. The Corrigendum to AGM Notice is issued in continuation of and should be read in conjunction with the original AGM Notice which was already emailed to the shareholders on 4<sup>th</sup> September, 2023. All other contents of the AGM Notice, save and except as mentioned in this Corrigendum, shall remain unchanged.
3. All other contents of the 46<sup>th</sup> AGM Notice remain unchanged.

**STATEMENT PURSUANT TO THE SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 13**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower (Materiality Threshold).

The Company extends/ avails support and services from/ to Revathi Equipment India Limited (REIL) (Formerly known as 'Renaissance Corporate Consultants Limited'), a related party (group company), in relation to the business enhancement, on arms' length basis and the transactions proposed to be entered by the Company with the related party may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The Audit Committee at their meeting held on 29<sup>th</sup> July 2023 have also granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.

The details of the transactions with above-mentioned related party as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22<sup>nd</sup> November, 2021 is as follows:

Name of the Related Party	Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited)	
Type, material terms and particulars of the transaction	Availing and rendering of any services in the ordinary course of business and on arm's length basis	
Relationship with the listed entity, including nature of its concern or interest, financial or otherwise	Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.V.V.Subramanian, Independent Director and Mrs. Deepali Dalmia, Director of the Company who are interested as directors and Mr.Harivansh Dalmia, Whole-time Director of the Company who is interested as relative of directors	
Tenure of the transaction	For the period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.	
Value of the transaction	Availing and rendering of any services	Rs. 100 Crores
The percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year, i.e., represented by the value of the proposed transaction	Availing and rendering of any services	30.33% based on audited financials for the year ended 31 <sup>st</sup> March, 2023
Justification for why the proposed transaction is in the interest of the listed entity	The proposed related party transactions, not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization and generation of revenue and business of the Company	
Nature of the proposed contract/ arrangement	The transaction is in normal course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length.	
Details of the valuation report or external party report relied upon	The Company has not relied upon the valuation or any external report in relation to the transaction.	
Any other information that may be relevant	Nil	

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related party in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the Board of Directors recommends and seeks the approval of the shareholders for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

Except Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.V.V.Subramanian, Independent Director, Mr. Harivansh Dalmia, Whole-time Director and Mrs. Deepali Dalmia, Director of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 13 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 13 of this Notice.

#### **Item No. 14**

Consequent to the change in business of the company on account of the scheme of Arrangement as approved by NCLT and considering the future business plans and the market opportunities, the Board of Directors, at their meeting held on 29<sup>th</sup> July 2023, has proposed to alter the Objects Clause III of the Memorandum of Association of the Company in order to enable the Company to diversify its business activities. Consequently, the provisions contained in the existing Objects Clause of the Memorandum of Association is required to be aligned in accordance with Table A of Schedule I of the Companies Act, 2013.

Pursuant to Section 13 of the Companies Act, 2013, any amendment(s) to the provisions of the Memorandum of Association of the Company requires the consent of the members by way of passing necessary special resolution and such amendment(s) shall be subject to the approval of the Registrar of Companies, Coimbatore.

Hence, necessary special resolution has been set out in Item No. 14 of the Notice for the approval of the members. Your Directors recommends the passing of this Special Resolution.

A copy of the existing Memorandum of Association of the Company as on date together with the proposed amendment(s) are available for inspection by the members electronically on the Company's website ([www.semacconsultants.com](http://www.semacconsultants.com)) and also, at the Registered Office of the Company during the normal office hours on all working days other than on Saturdays and Sundays till the date of the ensuing Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said special resolution as set out at Item No. 14 of the Notice.

**By Order of the Board  
For Semac Consultants Limited**

**Date: 13<sup>th</sup> September 2023**

**Aakriti Gupta  
Company Secretary**

## SEM MAC CONSULTANTS LIMITED

(Formerly Known as Revathi Equipment Limited)

CIN: L29120TZ1977PLC000780

Registered Office: Pollachi Road, Malumachampatti P O., Coimbatore - 641 050

E-mail: compliance.officer@semacconsultants.com

Website: www.semacconsultants.com Phone: 0422 6655100

### NOTICE TO MEMBERS

NOTICE is hereby given that the 46th Annual General Meeting of the Shareholders of the Company will be held on Wednesday, 27th September 2023 at 11:30 AM (IST) at Pollachi Road, Malumachampatti Post, Coimbatore - 641 050, the Registered Office of the Company to transact the following business(es):

#### Ordinary Business:

1. To receive, consider and adopt the standalone and consolidated Audited Financial Statements including Balance Sheet as on 31st March, 2023, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flow for the year ended on that date together with the Directors' Report and the Auditors' Report thereon.
2. To declare dividend on equity shares for the financial year ended March 31, 2023
3. To appoint Mrs. Deepali Dalmia (DIN: 00017415), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers herself for re-appointment.

#### Special Business:

4. **To approve advancing loan or giving guarantee or providing security in connection with loan availed by any person specified under Section 185 of the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on 25th September 2020 and pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), 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 or any Director(s) or Officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) to advance any loan(s) in one or more tranches including loan represented by way of book debt (the "Loan"), and/or to give any guarantee(s), and/or to provide any security(ies) in connection with any loan taken/to be taken by any person in which any of the Director of the Company is interested as specified in the explanation to Section 185(2) of the Act, up to a sum not exceeding Rs. 200 Crores [Rupees Two Hundred Crores only] at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.



**5. To revise the borrowing limits of the Company exceeding the aggregate of the paid up capital and free reserves of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on 29th September 2014 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, 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 include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), exceeding the aggregate of the paid-up capital, free reserves and securities premium account of the Company, provided that the total outstanding amount so borrowed shall not at any time exceed the maximum limit of Rs. 200 Crores [Rupees Two Hundred Crores only ] (both fund and non-fund limits).

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

**6. To approve the creation of Mortgage / Charge on the assets of the Company and to provide security and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the earlier resolution passed by the members of the Company at the Annual General Meeting held on 29th September 2014 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or reenactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, 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 include any committee thereof for the time being exercising the powers conferred on the Board by this Resolution), to create such charges, mortgage(s) and hypothecation(s) in addition or supplemental to the existing charges, mortgage(s) and hypothecation(s) on the whole or substantially the whole of any of the undertakings of the Company, both present and future, and in such manner as the Board may deem fit, in favor of Banks, Financial Institutions and any Lending Agencies or bodies / Security Trustees / Agents (Lenders), for the purpose of securing any borrowing, loans and / or advances, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 200 Crores [Rupees Two Hundred Crores only]

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, deeds and things, to execute all such documents, instruments, agreements and writings as may be required and to delegate all or any of its powers herein conferred to a Committee constituted / to be constituted by the Board and / or any Member of such Committee with power to the said Committee to sub-delegate its powers to any of its Members for the purpose of giving effect to the aforesaid Resolution.

**7. To approve advancing loans, making investments, giving guarantee and providing security in excess of the limits specified under Section 186 of Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company by way of Postal Ballot on 26th March 2020 and pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals as may be required in that behalf, the consent 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 any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate

up to an aggregate sum of Rs.500 Crores (Rupees Five Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

RESOLVED FURTHER THAT the Board be and is hereby authorized to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company

**8. To appoint Mr. Harivansh Dalmia (DIN: 08750555) as a Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

RESOLVED THAT in accordance with the provisions of Section 149, 152, 161 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 applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, Mr. Harivansh Dalmia (DIN: 08750555), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 29th August, 2023 and who holds office up to the date of this Annual General Meeting in accordance with the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member signifying his intention to propose Mr. Harivansh Dalmia as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

**9. To appoint Mr. Harivansh Dalmia (DIN: 08750555) as a Whole Time Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modification(s) or reenactment thereof for the time being in force), and Articles of Association and Nomination and Remuneration Policy of the Company, the consent of the members be and is hereby accorded for the appointment of Mr. Harivansh Dalmia (DIN: 08750555) as Whole Time Director of the Company and payment of remuneration for a period of 3 (Three) years with effect from 29th August, 2023 on the terms and conditions as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice, as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their respective meetings held on 29th August, 2023, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Mr. Abhishek Dalmia (DIN: 00011958) Chairman and Managing Director of the Company may exceed 5% of Net Profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the Listing Regulations or the Act for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms of remuneration payable to Mr. Harivansh Dalmia (DIN: 08750555), as it may deem fit, subject to the same not exceeding the limit as approved by the shareholders.

**RESOLVED FURTHER THAT** the Whole-time Director shall be liable to retire by rotation and the same shall not be treated as a break in his service as Whole-time Director.

**RESOLVED FURTHER THAT** the Whole-time Director shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration described in the statement pursuant to Section 102 of the Companies Act, 2013, shall be payable as minimum remuneration to Mr. Harivansh Dalmia (DIN: 08750555) Whole-time Director.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**10. To approve the payment of remuneration to Mr. Abhishek Dalmia (DIN: 00011958) Chairman and Managing Director of the Company and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** in supersession of the earlier resolutions passed by the members of the Company and pursuant to Section 197, 198, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, (the "Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association and Nomination and Remuneration Policy, the approval of the members be and is hereby accorded for the payment of the revised remuneration to Mr. Abhishek Dalmia (DIN: 00011958) Chairman and Managing Director of the Company, for the period from 1st April 2023 to 31st March 2026, as

recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their respective meetings held on 29th July 2023, and as per the details more particularly described in the statement pursuant to Section 102 of the Companies Act, 2013, annexed to this notice, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to Mr. Harivansh Dalmia (DIN: 08750555) Whole Time Director of the Company may exceed 5% of Net Profits of the Company (pursuant to Regulation 17(6)(e) of Listing Regulations) or any other limits as specified by the Listing Regulations or the Act for the time being in force.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to alter and vary the terms of remuneration payable to Mr. Abhishek Dalmia (DIN: 00011958), as it may deem fit, subject to the same not exceeding the limit as approved by the shareholders.

**RESOLVED FURTHER THAT** the Chairman and Managing Director shall not be entitled to receive sitting fees for attending the meetings of the Board of Directors or any Committees thereof.

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year, the remuneration described in the statement pursuant to Section 102 of the Companies Act, 2013, shall be payable as minimum remuneration to Mr. Abhishek Dalmia (DIN: 00011958) Chairman and Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby severally authorized to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**11. To appoint Mr. Jainender Jain (DIN: 10234910), as a Non-Executive Independent Director of the Company and in this regard, 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, 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, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee at their respective meetings held on 29th July, 2023 and pursuant to the Articles of Association, Mr. Jainender Jain (DIN: 10234910), who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director by the Board of Directors with effect from 29th July, 2023 and who holds office upto the date of this Annual General Meeting and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the officer of director, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a first term of five (5) consecutive years with effect from 29th July, 2023, and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including committees thereof) and / or Company Secretary of the Company be and are hereby authorized to take all such steps and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**12. To appoint Mr. Narinder Kumar (DIN: 06949708), as a Non-Executive Independent Director of the Company and in this regard, 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, 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, the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or re-enactment thereof for the time being in force), and upon the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee at their respective meetings held on 29th July, 2023 and pursuant to the Articles of Association, Mr. Narinder Kumar (DIN: 06949708), who was appointed as an Additional Director of the Company in the capacity of Non-Executive Independent Director by the Board of Directors with effect from 29th July, 2023 and who holds office upto the date of this Annual General Meeting and who had submitted a declaration that he meets the criteria for independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and whose name is included in the databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and who is eligible for appointment and in respect of whom the Company has received a notice in writing under section 160 of the Act from a member proposing his candidature for the officer of director, be and is hereby appointed as an Non-Executive Independent Director of the Company to hold office for a First term of five (5) consecutive years with effect from 29th July, 2023, and is not liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors (including committees thereof) and / or Company Secretary of the Company be and are hereby authorized to take all such steps and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

**13. To approve the Material Related Party Transaction entered into with Revathi Equipment India Limited (REIL) and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations) and the applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company, to enter/ continue to enter into agreement/ contract/ business transactions/ arrangements with Revathi Equipment India Limited, an entity falling within the definition of 'related party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an amount not exceeding Rs. 100 Crores (Rupees One Hundred Crores only) from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2024, and on such terms and conditions as detailed in the explanatory statement to this resolution, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

**RESOLVED FURTHER THAT** Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions

with the related party, and to execute or authorize any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

**14. To approve the alteration of object clause of the Memorandum of Association of the Company in line with the Companies Act, 2013 and in this regard, to consider and if thought fit, to pass the following resolution as a Special Resolution:**

**RESOLVED THAT** pursuant to Section 13 and all other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or amendment(s) or re-enactment thereof for the time being in force), the existing Object Clause (III) of the Memorandum of Association be amended in the manner as follows in accordance with Table A of Schedule I of the Companies Act, 2013:

- a. The heading of the existing Clause III (A) "Main Objects of the Company to be pursued by the Company on its incorporation" be deleted and substituted with new heading as Clause III (a) - "THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION ARE:-" and that the sub-clause(s) (1) to (5) under the existing Clause III (A) be substituted with the new sub-clause(s) (1) to (8) as follows:
1. To carry on the business of consulting engineers, Technical advisers, Specialists and Consultants in the field of Architectural Engineering, Mechanical Engineering, Electrical Engineering, Electronics Telecommunication Engineering, Foundation Engineering, Civil Engineering, Structural Engineering, Chemical Engineering, Computer Engineering and Drafting Services in all its branches, descriptions and kinds in India or any part of the world.
  2. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of Urban Planning, Landscaping Architecture, Bridge and Highway Engineering, Public health engineering, Environmental Engineering, Irrigation Engineering, in all its branches, descriptions and kinds, in India or any part of the world.
  3. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of interior designing, heating, lighting, ventilation and airconditioning Engineering, Acoustical Engineering, Plumbing Engineering, Fire Fighting Engineering, in all its branches, descriptions and kinds in India or any part of the world.
  4. To carry on the Business Consulting Engineers, Technical Advisers, Specialists and Consultants in the field of Construction Management, Preparation of Construction and Contracting documents, Administration of Contracting Documents, in all its branches, descriptions and kinds, in India or any part of the world."
  5. To carry on business as Engineering and Procurement contractors, general engineers, mechanical engineers, process engineers, civil engineers, general mechanical and civil contractors and enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, commercial buildings and spaces, warehouses, cold storage, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, hospitals, mines and ports including airports and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in Companies carrying on the above business.
  6. To undertake, take up, carry on, engage in process designing, supervising, owning, executing, operating, maintaining and providing other related services whether independently or in association with any

other person(s) in any form, in India or elsewhere in the world, either as engineers or contractors or sub-contractors or builders or owners or developers in the projects involving engineering, consultancy, procurement, construction, management in various sectors including power, telecom, any other infrastructure, buildings and structures, water, oil & gas, refinery, fertilizers, chemicals, petrochemicals;

7. To construct, Build, develop maintain, operate, own and transfer infrastructure facilities including housing, roads, highways, bridges, airports, ports, rail systems, water supply projects, irrigation projects, inland water ways and inland ports, water treatment systems, solid waste management systems and allied activities.
  8. To carry on the business of manufacturers of and dealers in Water Well Drills, Blast Hole Drills and Spares and Accessories thereof and allied products and spares thereof.
- b. The heading of the existing Clause III (B) "Objects incidental or ancillary to the attainment of the main object:" be deleted and substituted with new heading as Clause III (b) - "MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III(a) ARE:" and that the sub-clause(s) (2) to (46) under the existing Clause III (B) be deleted and substituted with the new sub-clause(s) (1) to (52) placed before the Meeting.
- c. The existing Clause III (C) "Other objects" containing sub clause(s) no. 47 to 73 be deleted in full.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient.

**RESOLVED FURTHER THAT** the Board of Directors of the Company or any of its duly constituted committee be and is hereby authorized, in the best interest of the Company, to accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.

**By Order of the Board**  
**For Semac Consultants Limited**

Place: New Delhi

Date: 29th August 2023

**Aakriti Gupta**  
**Company Secretary**

#### **STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**

##### **Item No. 4**

The members of the company, at their Annual General Meeting held on 25th September 2020, had approved by way of a Special Resolution passed under Section 185 of the Companies Act, 2013, to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, upto an aggregate limit of Rs.100 Crores (Rupees One Hundred Crores).

Considering the future business requirements, the Board of Directors, at their meeting held 29th July 2023 has recommended to seek the approval of the members by means of passing a Special Resolution under Section 185

of the Companies Act, 2013 as set out at Item No. 4 of this Notice, in order to enable the Board of Directors to advance any loan(s) in one or more tranches including loan represented by way of book debt, and/or to give any guarantee(s), and/or to provide any security(ies) in connection with any loan taken/ to be taken by any person in which any of the Director of the Company is interested, as specified in the explanation to Section 185(2) of the Act, up to a revised amount not exceeding Rs. 200 Crores [Rupees Two Hundred Crores only] at any point in time.

The members may note that the Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for the principal business activities of the persons.

The Board of Directors recommend the Special Resolution as set out under Item No. 4 of the Notice for the approval of members.

Except Mr. Abhishek Dalmia, Chairman and Managing Director and Mrs. Deepali Dalmia, Director and Mr. Harivansh Dalmia, Whole-time Director of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 4 of this Notice.

#### **Item No. 5**

The members of the Company at their Annual General Meeting held on 29th September, 2014, had approved by way of a Special Resolution passed under 180(1)(c) of the Companies Act, 2013 to borrow over and above the aggregate of the paid up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 150 crores (Rupees One Hundred and Fifty Crores only).

Considering the future business requirements, the Board of Directors, at their meeting held on 29th July 2023 has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 as set out at Item No. 5 of this Notice, in order to enable the Board of Directors to borrow money in excess of the aggregate of the paid up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed by the Board of Directors and outstanding at any time not exceeding the revised amount of Rs. 200 Crores [Rupees Two Hundred Crores only]

The Board of Directors recommend the Special Resolution as set out under Item No. 5 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No.5 of the Notice.

#### **Item No. 6**

The members of the Company at their Annual General Meeting held on 29th September, 2014, had approved by way of a Special Resolution under Section 180(1)(a) of the Companies Act, 2013 to create charge on any of the Company's movable and immovable properties and assets in favour of the Lenders to secure the repayment of the loans/ borrowings sanctioned and / or to be sanctioned by them from time to time.

Consequent to the increase in the borrowing limits under Section 180(1)(c), the Board of Directors, at their meeting held on 29th July 2023, has recommended to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) as set out at Item No. 6 of this Notice,



in order to enable the Board of Directors to create such charges, mortgages and hypothecations in addition or supplemental to the existing charges, mortgages and hypothecations, on the whole or substantially the whole of any of the undertakings of the Company, both present and future, in favor of Banks, Financial Institutions and any Lending Agencies or bodies / Security Trustees / Agents (Lenders), for the purpose of securing any borrowing, loans and / or advances, together with interest, all other costs, charges and expenses and other moneys payable by the Company to the concerned Lenders, up to a sum of Rs. 200 Crores [Rupees Two Hundred Crores only].

Further, pursuant to proviso to Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal exceeds the votes cast against the resolution.

The Board of Directors recommend the Special Resolution as set out under Item No. 6 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 6 of the Notice.

#### **Item No. 7**

The members of the Company had approved the Special Resolution under Section 186 of the Companies Act, 2013, by way of Postal Ballot on 26th March 2020, to make loans from time to time to any person or other bodies corporate; to give any guarantee, or provide security in connection with a loan made by any other person; and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.350 Crores.

Considering the future business requirements, the Board of Directors, at their meeting held on 29th July 2023 has recommended to seek the approval of the members by means of passing a Special Resolution under Section 186 of the Companies Act, 2013 as set out at Item No. 7 of this Notice, in order to enable the Board of Directors to make loans from time to time to any person or other bodies corporate; to give any guarantee, or provide security in connection with a loan made by any other person; and to acquire by way of subscription, purchase or otherwise the securities of any other body corporate, in excess of the limits prescribed under Section 186 of the Act up to a revised amount not exceeding Rs. 500 Crores [Rupees Five Hundred Crores only] at any point in time.

The Board of Directors recommend the Special Resolution as set out under Item No. 7 of the Notice for the approval of members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of the Notice.

#### **Item No. 8 & 9**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") and the Articles of Association and based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on 29th August 2023 has appointed Mr. Harivansh Dalmia (DIN: 08750555) as an Additional Director of the Company with effect from 29th August 2023.

Mr. Harivansh Dalmia is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. Further, he is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other authority.

The Company has received a notice from a member signifying his intention to propose the candidature of Mr. Harivansh Dalmia for the office of Director of the Company under Section 160 of the Act.

Pursuant to Section 161 of the Act and Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the approval of shareholders is being sought for the appointment of Mr. Harivansh Dalmia as a Director of the Company. Hence, the necessary resolution has been set out in Item No. 8 of the Notice for the approval of the members.

Further as per Section 178 of the Companies Act, 2013, the Nomination and Remuneration Committee at their meeting held on 29th August 2023 had taking into consideration the expertise and skills of Mr. Harivansh Dalmia (DIN: 08750555), proposed his appointment as Whole-time Director of the Company for a period of 3 years with effect from 29th August 2023 and determined his remuneration and recommended the same to the Board. The proposed remuneration is well within the limits prescribed in the Companies Act, 2013, the Schedule and Rules made thereunder.

Mr. Harivansh Dalmia's expertise and skills are imminently needed for achieving the global business plans of the Company and his appointment as Whole-time Director would be better for the future growth of the Company.

Pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the appointment of the Whole-time Director and payment of remuneration shall be subject to the approval of the shareholders of the Company in the General Meeting. Based on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, the Board of Directors of the Company at its meeting held on 29th August 2023, has appointed Mr. Harivansh Dalmia as Whole-time Director of the Company with effect 29th August 2023, subject to the approval of the shareholders, on such terms and conditions as set out below.

a.	Salary / perquisites	A total remuneration comprising of salary, allowances, perquisites etc. payable by the company not exceeding Rs. 36,00,000/- (Rupees Thirty Six Lakhs only per annum).
b.	Other Benefits	<p>Contribution to Provident Fund (PF) and Superannuation Fund as applicable to other managers of the company.</p> <p>He shall be entitled for Gratuity at the rate of one month salary for each completed year of service effective from the date of his appointment.</p> <p>Provision of car for use on Company's business and telephone at residence, including long distance calls shall not be considered as perquisites.</p> <p>The Whole-time Director shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the Company's business.</p> <p>One month leave per year on full pay (salary plus perquisites) with liberty to accumulate such leave upto 50% of entitlement and encashment of unavailed leave at the end of tenure. In addition, the Whole-time Director shall be entitled to such casual leave and sick leave as is applicable to other managers of the company.</p>
		Contribution to PF, Superannuation, Gratuity, leave encashment, provision for car, shall not be considered as perquisites in the computation of ceiling on perquisites.
c.	Period of Remuneration	The overall limits of remuneration to be paid to Mr. Harivansh Dalmia as Whole-time Director for a period of 3 years from 29th August 2023 .

The salary and perquisites mentioned above shall be the minimum remuneration payable to the Whole-time Director in the absence of inadequacy of profits in the financial year.

Accordingly, the Board recommends the necessary resolution(s) set out in Item Nos. 8 & 9 of the Notice of Annual General Meeting for the approval of the members.



The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of Mr. Harivansh Dalmia and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Mr. Harivansh Dalmia, being the appointee director and Mr. Abhishek Dalmia, Chairman and Managing Director and Mrs. Deepali Dalmia, Director, being his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item Nos. 8 & 9 of this Notice.

**Item No. 10**

The members of the Company at the Annual General Meeting held on 25th September 2020 have approved the re-appointment of Mr. Abhishek Dalmia (DIN: 00011958) as Chairman and Managing Director of the Company for a period of 5 years and payment of remuneration for a period of 3 years with effect from 1st April, 2021, by means of passing a special resolution.

Further, Mr. Abhishek Dalmia (DIN: 00011958) has been appointed as the Chairman and Managing Director of Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) (CIN: U74999TZ2020PLC033369) with remuneration, with effect from 29th July 2023.

Pursuant to Schedule V of the Companies Act, 2013, a managerial person shall draw remuneration from one or both companies, provided that the total remuneration drawn from the companies does not exceed the higher maximum limit admissible from any one of the companies of which he is a managerial person. Further, pursuant to the first proviso under Section II of Part II of Schedule V of the Companies Act, 2013, the payment of remuneration in excess of the limits prescribed under Section II, as applicable, to managerial personnel shall require the approval of the members by means of passing a special resolution.

Pursuant to Section 178 & 177 of the Companies Act, 2013 and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Nomination and Remuneration Committee & Audit Committee at their meetings held on 29th July 2023 had recommended/ approved the revised payment of the remuneration to Mr. Abhishek Dalmia, Chairman and Managing Director of the Company with effect from 1st April 2024 to 31st March 2026.

Accordingly, based on the recommendation of the Nomination and Remuneration Committee and the approval of the Audit Committee, the Board of Directors, at their meeting held on 29th July 2023 has approved the payment of revised remuneration of Mr. Abhishek Dalmia (DIN: 00011958), Chairman and Managing Director as following, with an intent to effectively remunerate him within the permissible limits and to fix a maximum ceiling limit for the overall remuneration drawn by him in the capacity as Chairman and Managing Director in the Company and from Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) (CIN: U74999TZ2020PLC033369) as Chairman and Managing Director in any financial year.

a.	Salary / perquisites	<p>A total remuneration comprising of salary, allowances, perquisites etc. payable by the company not exceeding Rs. 4,00,00,000/- (Rupees Four Crores per annum).</p> <p>Provided that the aggregate annual remuneration payable to Mr. Abhishek Dalmia (DIN: 00011958) by Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) (CIN: U74999TZ2020PLC033369) together with the aggregate annual remuneration mentioned herein shall not exceed, in any financial year, an overall ceiling limit of Rs. 6,00,00,000/- (Rupees Six Crores only per annum) in accordance with Schedule V of the Companies Act, 2013.</p>
b.	Other Benefits	<p>Contribution to Provident Fund (PF) and Superannuation Fund as applicable to other managers of the company.</p> <p>He shall be entitled for Gratuity at the rate of one month salary for each completed year of service effective from the date of his appointment.</p> <p>Provision of car for use on Company's business and telephone at residence, including long distance calls shall not be considered as perquisites.</p> <p>The Chairman and Managing Director shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the Company's business.</p> <p>One month leave per year on full pay (salary plus perquisites) with liberty to accumulate such leave upto 50% of entitlement and encashment of unavailed leave at the end of tenure. In addition, the Managing Director shall be entitled to such casual leave and sick leave as is applicable to other managers of the company.</p> <p>Contribution to PF, Superannuation, Gratuity, leave encashment, provision for car, shall not be considered as perquisites in the computation of ceiling on perquisites.</p>

The salary and perquisites mentioned above shall be the minimum remuneration payable to the Managing Director in the absence of inadequacy of profits in the financial year.

Pursuant to Section(s) 196(4), 197 and 203 read with Schedule V of the Companies Act, 2013, and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the Special Resolution for payment of the revised remuneration to the Chairman and Managing Director, as set out under Item No. 10 of the Notice, is placed before the members for approval.

Accordingly, the Board recommends the necessary resolution set out in Item No. 10 of the Notice of Annual General Meeting for the approval of the members.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief resume of Mr. Abhishek Dalmia and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Except Mr. Abhishek Dalmia, being the beneficiary and Mr. Harivansh Dalmia, Whole-time Director and Mrs. Deepali Dalmia, Director, being his relatives, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 10 of this Notice.

### **Item No. 11**

In terms of Section 161 of the Companies Act, 2013, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 29th July, 2023 had appointed Mr. Jainender Jain (DIN: 10234910), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 29th July, 2023 with effect from the said date.

Mr. Jainender Jain (DIN: 10234910) holds office up to the date of this Annual General Meeting in compliance with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Jainender Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other authority. He has given his consent to act as Independent Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Jainender Jain fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Mr. Jainender Jain with his experience and expertise will be of immense value addition to the Company.

A copy of the draft letter of appointment of Mr. Jainender Jain as Independent Director of the Company is available for inspection at the Registered Office of the Company and also posted on the website of the Company.

The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Mr. Jainender Jain and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 11 of the Notice for appointment of Mr. Jainender Jain as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Mr. Jainender Jain being the appointee Director, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 11 of the Notice.

### **Item No. 12**

In terms of Section 161 of the Companies Act, 2013, the Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee at their meeting held on 29th July, 2023 had appointed Mr. Narinder Kumar (DIN: 06949708), as an Additional Director in the capacity of Non-Executive Independent Director on the Board of Directors of the Company at their meeting held on 29th July, 2023 with effect from the said date.

Mr. Narinder Kumar (DIN: 06949708) holds office up to the date of this Annual General Meeting in compliance with Regulation 17(1C) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company

has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Mr. Narinder Kumar is not disqualified from being appointed as a Director in terms of Section 164 of the Act and is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India ("SEBI") or any other authority. He has given his consent to act as Independent Director along with the declaration to the effect that he meets the criteria of independence as prescribed under the Act and the Listing Regulations and that his name is included in the databank of Independent Directors as required under Rule 6(3) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Narinder Kumar fulfills the conditions as specified under the Act read with the Rules made thereunder and the Listing Regulations for his appointment as an Independent Director of the Company and is also independent of the Management.

The Nomination and Remuneration Committee and the Board of Directors have reviewed and evaluated the balance of skills, knowledge and experience on the Board and have identified the role and capabilities required of an Independent Director and have considered that the appointment of Mr. Narinder Kumar with his experience and expertise will be of immense value addition to the Company.

A copy of the draft letter of appointment of Mr. Narinder Kumar as Independent Director of the Company is available for inspection at the Registered Office of the Company and also posted on the website of the Company.

The details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, brief bio-data of Mr. Narinder Kumar and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Accordingly, the Board recommends the Special Resolution as set out in Item No. 12 of the Notice for appointment of Mr. Narinder Kumar as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Mr. Narinder Kumar being the appointee Director, none of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Resolution as set out in Item No. 12 of the Notice.

### **Item No. 13**

Pursuant to proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a transaction with a related party shall be considered "material", if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower (Materiality Threshold).

The Company extends/ avails support and services from/ to Revathi Equipment India Limited (REIL) (Formerly known as 'Renaissance Corporate Consultants Limited'), a related party (group company), in relation to the business enhancement, on arms' length basis and the transactions proposed to be entered by the Company with the related party may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The Audit Committee at their meeting held on 29th July 2023 have also granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.



The details of the transactions with above-mentioned related party as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 is as follows:

Name of the Related Party	Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited)	
Type, material terms and particulars of the transaction	Availing and rendering of any services in the ordinary course of business and on arm's length basis	
Relationship with the listed entity, including nature of its concern or interest, financial or otherwise	Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.S.SundarasamyV.V.Subramanian, Independent Director and Mrs. Deepali Dalmia, Director of the Company who are interested as directors and Mr. Harivansh Dalmia, Whole-time Director of the Company who is interested as relative of directors	
Tenure of the transaction	For the period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.	
Value of the transaction	Availing and rendering of any services	Rs. 100 Crores
The percentage of the listed entity's annual turnover for the immediately preceding financial year, i.e., represented by the value of the proposed transaction	Availing and rendering of any services	30.33% based on audited financials for the year ended 31st March, 2023
Justification for why the proposed transaction is in the interest of the listed entity	The proposed related party transactions, not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization and generation of revenue and business of the Company	
Nature of the proposed contract/ arrangement	The transaction is in normal course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length.	
Details of the valuation report or external party report relied upon	The Company has not relied upon the valuation or any external report in relation to the transaction.	
Any other information that may be relevant	Nil	

The proposed transaction does not involve any loans, inter-corporate deposits, advances or investments and hence disclosure of details pertaining to the same does not arise.

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with related party in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the Board of Directors recommends and seeks the approval of the shareholders for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

Except Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.V.V.Subramanian, Independent Director, Mr. Harivansh Dalmia, Whole-time Director and Mrs. Deepali Dalmia, Director of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution as set out in Item No. 13 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 13 of this Notice.

**Item No. 14**

Consequent to the change in business of the company on account of the scheme of Arrangement as approved by NCLT and considering the future business plans and the market opportunities, the Board of Directors, at their meeting held on 29th July 2023, has proposed to alter the Objects Clause III of the Memorandum of Association of the Company in order to enable the Company to diversify its business activities. Consequently, the provisions contained in the existing Objects Clause of the Memorandum of Association is required to be aligned in accordance with Table A of Schedule I of the Companies Act, 2013.

Pursuant to Section 13 of the Companies Act, 2013, any amendment(s) to the provisions of the Memorandum of Association of the Company requires the consent of the members by way of passing necessary special resolution and such amendment(s) shall be subject to the approval of the Registrar of Companies, Coimbatore.

Hence, necessary special resolution has been set out in Item No. 14 of the Notice for the approval of the members. Your Directors recommends the passing of this Special Resolution.

A copy of the existing Memorandum of Association of the Company as on date together with the proposed amendment(s) are available for inspection by the members electronically on the Company's website ([www.semacconsultants.com](http://www.semacconsultants.com)) and also, at the Registered Office of the Company during the normal office hours on all working days other than on Saturdays and Sundays till the date of the ensuing Annual General Meeting.

None of the Directors and the Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said special resolution as set out at Item No. 14 of the Notice, except to the extent of their shareholding in the Company, if any

**By Order of the Board**  
**For Semac Consultants Limited**

**Place: New Delhi**  
**Date : 29th August 2023**

**Aakriti Gupta**  
**Company Secretary**





General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) relating to the Special Resolution under Item Nos. 9 to 11:

A. General information																							
Nature of industry	The Company provides the services of Architectural Engineering and Construction Management etc. as consulting engineers, technical advisers, specialists, and consultants																						
Date or expected date of commencement of commercial production	The Company was incorporated on 16th January, 1987 and commenced commercial production subsequently in the same year.																						
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable																						
Standalone Financial performance based on given indicators	Rs in lakhs																						
	<table border="1"> <thead> <tr> <th>Particulars</th> <th>2022-2023</th> <th>2021-2022</th> </tr> </thead> <tbody> <tr> <td>Sales &amp; other income</td> <td>30,607.72</td> <td>6,141.53</td> </tr> <tr> <td>Profit/ (Loss) before tax</td> <td>2,438.12</td> <td>65.49</td> </tr> <tr> <td>Profit/ (Loss) after tax</td> <td>1,666.87</td> <td>163.72</td> </tr> <tr> <td>Paid-up equity capital</td> <td>306.69</td> <td>306.69</td> </tr> <tr> <td>Reserves and Surplus</td> <td>10,137.90</td> <td>8,482.47</td> </tr> <tr> <td>Basic Earnings Per Share</td> <td>54.35</td> <td>5.34</td> </tr> </tbody> </table>	Particulars	2022-2023	2021-2022	Sales & other income	30,607.72	6,141.53	Profit/ (Loss) before tax	2,438.12	65.49	Profit/ (Loss) after tax	1,666.87	163.72	Paid-up equity capital	306.69	306.69	Reserves and Surplus	10,137.90	8,482.47	Basic Earnings Per Share	54.35	5.34	
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Basic Earnings Per Share	54.35	5.34																					
Foreign investments or collaborations, if any	Nil																						
B. Information about the appointee:																							
Background details	Mr. Abhishek Dalmia aged 53 years is the Chairman and Managing Director of the Company. He has expertise in identifying low risk and reasonably rewarding opportunities in the area of investment.	Mr. Harivansh Dalmia aged 24 years is the Whole-time Director of the Company. He is a qualified Chartered Accountant having expertise in of listed and unlisted clients across various industries, inter alia, consumer electronics, refractories and IT services.																					
Past remuneration	Rs. 137.60 lakhs	Rs. 12.00 Lakhs (Received from Erstwhile Semac Consultants Private Limited - now merged with the Company)																					
Recognition or awards	Nil	Nil																					

Job profile and his suitability	Mr. Abhishek Dalmia as Chairman and Managing Director of the Company shall have all powers and duties as the Board may determine from time to time subject to the provisions of the Companies Act, 2013 and SEBI Regulations. He has been associated with the Company for the past 20 years and he is instrumental to the growth of the Company.	Mr. Harivansh Dalmia as Whole-time Director of the Company shall have all powers and duties as the Board may determine from time to time subject to the provisions of the Companies Act, 2013 and SEBI Regulations. He has been associated with the Company for the past 1.5 years and he is instrumental to the growth of the Company.
Remuneration proposed	As set out in Item No. 10 of the Notice	As set out in Item No. 9 of the Notice
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Taking into consideration the profile of Mr. Abhishek Dalmia, responsibility shouldered by him as well his contribution to the growth of the Company, the industry standard and the size of the Company, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.	Taking into consideration the profile of Mr. Harivansh Dalmia, responsibility shouldered by him, the industry standard and the size of the Company, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	Mr. Abhishek Dalmia, Chairman and Managing Director of the Company, is one of the promoters of the Company. He is related to Mrs. Deepali Dalmia, Director and Mr. Harivansh Dalmia, Whole-time Director of the Company.  Besides the remuneration being received, he does not have any pecuniary relationship with the company.	Mr. Harivansh Dalmia, Whole-time Director of the Company, is one of the promoters of the Company. He is related to Mrs. Deepali Dalmia, Director and Mr. Abhishek Dalmia, Chairman and Managing Director of the Company.  Besides the remuneration being received, he does not have any pecuniary relationship with the company.
<b>C. Other information</b>		
Reasons of loss or inadequate profits	Not applicable as the Company has earned a profit during the year.	
Steps taken or proposed to be taken for improvement	The Company is continuously taking various cost control measures which would result in increased profitability in the ensuing years.	
Expected increase in productivity and profits in measurable terms	The expected increase in productivity and profits in measurable terms at this stage is difficult to ascertain by the Company.	



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D. Disclosures	
The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement:	The same is mentioned in the Corporate Governance report which forms a part of Annual Report.
a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors	
b. Details of fixed component and performance linked incentives along with the performance criteria	
c. Service contracts, notice period, severance fees	
d. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	

**Additional information on Directors recommended for re-appointment / revision of remuneration as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.**

<b>Name</b>	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia	Mr. Harivansh Dalmia
<b>DIN</b>	00017415	00011958	08750555
<b>Date of Birth/Nationality</b>	29.10.1970/ Indian	06.05.1969/ Indian	01.07.1999/ Indian
<b>Date of appointment on the Board</b>	08.08.2014	17.08.2002	29.08.2023
<b>Inter-se relationship with other directors</b>	Mrs. Deepali Dalmia is related to Mr. Abhishek Dalmia, Chairman & Managing Director and Mr. Harivansh Dalmia, Whole-time Director of the Company.	Mr. Abhishek Dalmia is related to Mrs. Deepali Dalmia, Director and Mr. Harivansh Dalmia, Whole-time Director of the Company.	Mr. Harivansh Dalmia is related to Mr. Abhishek Dalmia, Chairman & Managing Director and Mrs. Deepali Dalmia, Director of the Company
<b>Qualification</b>	B A History (Hons)	B.Com (H), FCA, AICWA	CA
<b>Experience/Expertise in functional areas</b>	Mrs. Deepali Dalmia is a Business Strategist. She has been associated with the Company for 8 years.	He graduated from Shri Ram College of Commerce in 1989 in Delhi University, completed his articles from Price Waterhouse and got an all-India rank in the intermediate as well as Final Chartered Accountancy examinations in 1992.  He became a member of Institute of Cost & Works Accountants of India in 1990. After spending about five years working in various family businesses, he became an investor. Started with secondary market equities and graduated into private equity after spending about ten years in business.  Being a part of one of the oldest business families in India, his approach to investing is more in the Berkshire Hathaway mould, where he tends to hold his investments permanently, with some exceptions. He considers himself as a value investor.  He has been deeply influenced by the writings and work of Warren Buffett, Charlie Munger and Ben Graham. It is his endeavor to compound capital at high rates for long periods of time. After acquiring majority stakes in a few companies and minority in a few, he has been shepherding those investments.  He provides strategic direction to the investee companies. He also guides the senior management teams of these companies on various aspects of the business. His expertise is identifying low-risk and reasonable rewarding opportunities in the area of investment.	A qualified Chartered Accountant having diversified experience in the field of Statutory Audit from a leading multinational accounting firm having listed and unlisted clients across various industries, inter alia, consumer electronics, refractories and IT services.

Name	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia	Mr. Harivansh Dalmia
No. of shares held	NIL	NIL	NIL
Board position held	Director	Chairman and Managing Director	Additional Director/ Whole-time Director
Terms and conditions of re-appointment / revision of remuneration	Retire by rotation	Payment of remuneration as set out in Item No. 10 of the Notice	Appointment as Director/ Whole-time Director of the Company and payment of remuneration thereof as set out in Item Nos. 8 & 9 of the Notice
Remuneration sought to be paid	Sitting fees	As set out in Item Nos. 10 of the Notice	As set out in Item No. 9 of the Notice
Remuneration last drawn	Rs. Nil/-	Rs. 1,20,00,000/-	Rs. 12,00,000/- (Received from Semac Consultants Private Limited)
Number of Board meetings attended during the year	4 (Four)	4 (Four)	NA
Directorships held in other companies	1. Priyadarshany Agri Farms Private Limited 2. SWBI Design Informatics Private Limited 3. Revathi Equipment India Limited 4. Renaissance Advanced Consultancy Limited 5. Renaissance Consultancy Services Limited 6. Renaissance Corporate Consultants Limited 7. Semac Consultants Private Limited	1. Rajratan Global Wire Limited 2. Ashiana Housing Limited	1. Priyadarshany Agri Farms Private Limited
Membership in other Committees	Nil	1. Ashiana Housing Limited: Nomination and Remuneration Committee - Member	Nil
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	Nil

Name	Mr. Narinder Kumar	Mr. Narinder Kumar	
DIN	06949708	06949708	
Date of Birth/Nationality	31/03/1956	31/03/1956	
Date of appointment on the Board	29th July 2023	29th July 2023	
Inter-se relationship with other directors	Nil	Nil	
Qualification	B.Tech	B.Tech	
Experience/Expertise in functional areas	With over 30 years of diverse experience in the hydrocarbon sector. He has a strong background in Project Management, capital equipment, procurement, contract management, construction management, change management and business Development. He held the position of Executive Director (Projects) at Indian Oil, the highest non -Board position.	He is an accomplished leader with expertise in transforming organisations, implementing business transformation initiatives companywide through Industry 4.0, six sigma, TPM, 5S, Lean Six Sigma, Balanced Scorecard, strategy management, multiple ISO systems, Core tools like SPC, MSA, FMEA, G8D, PPAP, APQP, 7QC tools etc. advanced statistical tools and technique like Design of Experiment, Network optimization, Logistic regression etc.	
Skills and capabilities required for the role and the manner in which the proposed person needs such requirements	His name should be included in Mr. Narinder Kumar meets the data base following skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors. of the Company: <ul style="list-style-type: none"> <li>Analytical Skills</li> <li>Behavioral Skills</li> <li>Technological Skills</li> </ul> Technical/ Professional skills and specialized knowledge in relation to Company's business	His name should be included in Mr. Jainender Jain meets the data base following skills and capabilities required for the role of Independent Director, as have been identified by the Board of Directors. of the Company: <ul style="list-style-type: none"> <li>Analytical Skills</li> <li>Behavioral Skills</li> <li>Technological Skills</li> </ul> Technical/ Professional skills and specialized knowledge in relation to Company's business	
No. of shares held	Nil	Nil	
Board position held	Non-Executive, Independent Director	Non-Executive, Independent Director	
Terms and conditions of re-appointment / revision of remuneration	As set out in Item No. 12 of the Notice	As set out in Item No. 11 of the Notice	
Remuneration sought to be paid	Sitting fees only	Sitting fees only	
Remuneration last drawn	Not Applicable	Not Applicable	
Number of Board meetings attended during the year	Not Applicable	Not Applicable	
Directorships held in other companies	Kotaminyak India Private Limited	Nil	
Membership in other Committees	Nil	Nil	
Names of listed entities in which the person has resigned in the past three years	Nil	Nil	

By Order of the Board  
For Semac Consultants Limited  
Aakriti Gupta  
Company Secretary

Place: New Delhi  
Date: 29th August 2023

**NOTES:**

1. A member entitled to attend and vote at the Annual General Meeting (the “meeting”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.  
A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Members may note that M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) Chartered Accountants, New Delhi, the Statutory Auditors of the company were appointed by the shareholders at their Annual General Meeting (AGM) held on 25th September 2020, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2025. Hence, no resolution is being proposed for appointment of statutory auditors at this 46th Annual General Meeting.
3. The statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed.
4. Corporate members intending to send their authorized representatives to attend the Meeting pursuant to Section 113 of the Companies Act, 2013 are requested to send to the Company a certified true copy of the Board Resolution together with their respective specimen signatures authorizing their representative to attend and vote on their behalf at the Meeting. The authorized representative(s) shall enjoy all the rights of a Member present in person.
5. Members / Proxies should bring the attendance slips duly filled and signed, along with PAN/ DP ID & Client ID/ Folio No. for attending the meeting.
6. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking appointment / re-appointment / payment of remuneration at the Annual General Meeting is furnished and forms a part of the notice.
7. The register of members and share transfer books of the company will remain closed from Thursday, 21st September 2023 to Wednesday, 27th September 2023 (both days inclusive).
8. Members who have not registered their Bank particulars with the Depository Participant(s) (“DP”) / Company are advised to utilise the electronic solutions provided by National Automated Clearing House (“NACH”) for receiving dividends. Members holding shares in electronic form are requested to contact their respective Depository Participant(s) for availing this facility. Members holding shares in physical form are requested to download the NACH form from the website of the company viz., <https://semacconsultants.com/> and the same, duly filled up and signed along with original cancelled cheque leaf may be sent to the Company or to the Registrar and share Transfer Agent (“RTA”).
9. Dividend as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid within 30 days from the date of declaration to those Members whose names appear on the Register of Members as on a date as may be decided by the Board and intimated to the Stock exchange(s) on which the shares of the Company are listed.
10. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective

Depository Participant(s) and not with the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.

11. Member are requested to notify immediately any changes in their address to their Depository Participant(s) ("DPS") in respect of the shares held in electronic form, and to the Company or its RTA, in respect of the shares held in physical form together with a proof of address viz, Aadhaar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc
12. Pursuant to SEBI Circular dated 3rd November, 2021 read with SEBI Circulars dated 14th December, 2021 and 25th January, 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily required to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company.
13. The relevant formats for Nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 and SEBI circular are available on Company's website as well as the website of SKDC Consultants Limited, the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder failing which first security holder is required to submit copy of bank passbook / statement attested by the bank which is mandatory for registering the new bank details.
15. Members desirous and requiring any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information may be made available at the meeting.
16. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
17. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip- based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the Company in electronic form through NSDL or CDSL.
18. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form w.e.f. 01st April, 2019, except in case of request received for transmission or transposition of securities. In view of this, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or SKDC Consultants Limited, Company's Registrar and Share Transfer Agent for assistance in this regard.
19. a) Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1st April, 2019. Therefore, members holding share(s) in physical form are requested to dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders. Members are encouraged to convert their holdings to electronic mode.





- b) Further, SEBI had mandated the listed entities to issue shares only in dematerialized mode, with effect from 25th January, 2022 to Shareholder(s)/ claimant(s) holding shares in physical mode, as against their service requests including for transmission or transposition of shares by providing letter of confirmation.
- c) As per the said circular, the Company has submitted application to open a separate Escrow Demat Account for the purpose of crediting the shares of the Shareholders who fail to submit the letter of confirmation with the respective Depository Participant within the prescribed timeline.

Further, SEBI vide its circular dated 3rd November, 2021 and 16th March, 2023 has also mandated that the Shareholders holding shares in physical form are required to update their PAN, KYC details, bank details and nomination details with the RTA on or before 1st October, 2023, failing which the securities held by such Shareholder will be frozen by the RTA. The securities once frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialization of the said securities. Shareholders holding shares in physical form may also note that once the securities are frozen, the dividend payments will be processed only upon receipt of requisite KYC details and credited to the bank account of the Shareholder electronically.

- d) Further, SEBI vide its circular(s) dated 3rd November, 2021 and 16th March, 2023 has also mandated that the Shareholders holding shares in physical form are required to compulsorily link their PAN and Aadhaar. Accordingly, the physical folios in which PAN and Aadhaar are not linked have been frozen by the RTA. The securities which have been frozen will revert to normal status only upon receipt of requisite KYC documents or upon dematerialisation of the said securities.

Necessary prior intimation(s) in this regard was provided to the Shareholders. Therefore, Members holding share(s) in physical form are requested to immediately update their KYC details / dematerialize their shareholding in the Company. A copy of the said circular(s) is available on the Company's website [www.semacconsultants.com](http://www.semacconsultants.com).

- 20. As per the provisions of Section 72 of the Act, the facility for submitting nomination is available for members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from <https://semacconsultants.com/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the Company's RTA, in case the shares are held in physical form.
- 21. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s. SKDC Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
- 22. The members are requested to forward their communications directly to the Registrar and Share Transfer Agent of the Company M/s. SKDC Consultants Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
- 23. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- 24. The electronic copy of the Annual Report for financial year (FY) 2022-23, the Notice of the 46th Annual General Meeting of the Company and instructions for remote e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same.

For members who have not registered their email address, physical copies of the Annual Report for 2023 are being sent in the permitted mode. The Annual Report for FY 2022-23 and the Notice of the 46th AGM will also be available on the Company's website - <https://semacconsultants.com/> and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively. Physical copies of these documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.

25. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours of the Company upto the date of the Meeting.
26. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of Dividend. The Company or its Registrars and Share Transfer Agents, M/s. SKDC Consultants Limited cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of Dividend are requested to write to the Company or its Registrar and Share Transfer Agents.
27. Pursuant to Finance Act 2020, dividend income will be taxable in the hands of Shareholders with effect from 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to Shareholders at the prescribed rates. For the prescribed rates for various categories, the Shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. Detailed communication regarding the prescribed TDS rates for various categories, conditions for Nil/ preferential TDS and details / documents required thereof are being sent to the members. Members are requested to submit the documents using Company's mail id - [compliance.officer@semacconsultants.com](mailto:compliance.officer@semacconsultants.com) on or before 26th September 2023.
28. Members holding shares in electronic form may please note that as per the regulations of National Security Depository Services Limited (NSDL) and Central Depository Services (India) Limited (CDSL), the Company is obliged to print the details on the Dividend warrants as furnished by these Depositories to the Company and the Company cannot entertain any request for deletion / change of Bank details already printed on dividend warrants as per the information received from the concerned depositories. In this regard, Members should contact their respective Depository Participants (DPs) and furnish the particulars of any changes desired by them.
29. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:  
Pursuant to the provisions of Section 124(6) of the Act and Rule 6 of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, ("the IEPF Rules") and amendments thereto, the Company has transferred the shares in respect of Members who have not claimed/ encashed dividend for the last seven consecutive years to the Demat Account of the IEPF Authority. Details of the Members whose shares have been transferred to the Demat account of the IEPF Authority are available at the Company's website at <https://semacconsultants.com/>  
The shareholders whose unclaimed dividend /share has been transferred to the 'Investor Education and Protection Fund', may claim the same from IEPF authority by filing Form IEPF-5 along with requisite documents. Ms. Aakriti Gupta, Company Secretary, is the Nodal Officer of the Company for the purpose of verification of such claims.



30. Non-Resident Indian Members are requested to inform the Company's or its RTA or to the concerned Depository Participants, as the case may be, immediately:
- Change in their residential status on account of returning to India for permanent settlement or
  - Particulars of their NRE/ NRO account(s) maintained with a bank in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.
31. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD\_RTAMB/P/ CIR/2021/655 dated November 3, 2021.
32. The Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
33. Members are requested to note that the 46th Annual General Meeting will be held at Pollachi Road, Malumachampatti Post, Coimbatore - 641 050, the Registered Office of the Company. The route map containing the complete particulars of the venue is printed on this Notice.
34. Voting through electronic means:
- Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote by electronic means through remote e-voting and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL).
  - Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. , 20th September, 2023 may refer to this Notice of the Annual General Meeting, posted on Company's website [https:// semacconsultants.com/](https://semacconsultants.com/) for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.
  - The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote through electronic voting system or polling paper at the Annual General Meeting.
  - The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
  - The voting period begins on Sunday, 24th September, 2023 9.00 A.M. (IST) and ends on Tuesday, 26th September 2023 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Wednesday, 20th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.

6. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility.

**Remote e-Voting Instructions for shareholders:**

**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020**

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode/ physical mode is given below:-

Type of shareholders	Login Method
<p><b>Individual Shareholders holding securities in demat mode with NSDL</b></p>	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL viz... <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.</li> </ol>

<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>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 evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.  Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> <li>4. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></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 the company name or e-Voting service provider name i.e. LinkIntime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

<p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p>	<p>Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:</p> <ol style="list-style-type: none"> <li>1. Open the internet browser and launch the URL: <a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></li> <li>2. Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:             <ol style="list-style-type: none"> <li>A. User ID:                 <p>Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.</p> </li> <li>B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</li> <li>C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</li> <li>D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.                 <ul style="list-style-type: none"> <li>* Shareholders holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above</li> <li>* Shareholders holding shares in NSDL form, shall provide 'D' above</li> </ul> </li> </ol> </li> <li>3. Click on "confirm" (Your password is now generated).</li> <li>4. Click on "Login" under 'SHARE HOLDER' tab.</li> <li>5. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on 'Submit'.</li> </ol> <p>Cast your vote electronically:</p> <ol style="list-style-type: none"> <li>1. After successful login, you will be able to see the notification for e-voting. Select 'View' icon.</li> <li>2. E-voting page will appear.</li> <li>3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).</li> <li>4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.</li> </ol>
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**Guidelines for Institutional shareholders:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders:**

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 - 4918 6000.

**Helpdesk for Individual Shareholders holding securities in demat mode:**

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000
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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**Individual Shareholders holding securities in Physical mode has forgotten the password:**

If an Individual Shareholders holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'

o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain minimum 8 characters, at least one special character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

**Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:**

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



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**ANNUAL REPORT**

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- For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Wednesday, 20th September, 2023.
  8. The Company has appointed Sri. M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to scrutinize the remote e-voting and voting at the meeting in a fair and transparent manner and for the purpose of ascertaining the majority.
  9. The Chairman shall, at the 46th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting by way of electronic voting system or polling paper for all those members who are present at the 46th Annual General Meeting but who have not cast their votes by availing remote e-voting facility.
  10. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, first count the votes cast during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
  11. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the consolidated report of the Scrutinizer shall be placed on the website of the Company <https://semacconsultants.com/> and on the website of LIPL and communicated to the Stock Exchanges where the Company’s shares are listed.

#### ROUTE MAP OF AGM VENUE









