

Semac Consultants Limited
(Formerly Known as Revathi Equipment Limited)
CIN: L29120TZ1977PLC000780
Registered Office: Pollachi Road, Malumachampatti P O., Coimbatore - 641 050
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CORRIGENDUM TO NOTICE OF THE 46TH ANNUAL GENERAL MEETING

This Corrigendum is being issued in continuation of Notice dated 29th August, 2023 convening the 46th Annual General Meeting of Semac Consultants Limited (Formerly Known as Revathi Equipment Limited) to be held on Wednesday, 27th 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 46th 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: 13th 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 4th 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 46th 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 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.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 st 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) 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: 13th September 2023

**Aakriti Gupta
Company Secretary**