

**Semac Consultants Limited**  
**(Formerly Known as Revathi Equipment Limited)**  
**CIN: L42900TZ1977PLC000780**  
**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 47<sup>TH</sup> ANNUAL GENERAL MEETING**

This Corrigendum is being issued in continuation of Notice dated 06<sup>th</sup> August, 2024 convening the 47<sup>th</sup> Annual General Meeting of Semac Consultants Limited (Formerly Known as Revathi Equipment Limited) to be held on Friday, 27<sup>th</sup> day of September, 2024 at 11:30 A.M (IST) at the Registered Office of the Company at Pollachi Road, Malumachampatti P O., Coimbatore - 641 050.

1. Members are requested to note that, in the Notice of 47<sup>th</sup> Annual General Meeting, under the Special Businesses Item No. 3 and 4 approving the Material Related Party Transaction, it has been inadvertently mentioned as 'from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2025" instead of "**from the Financial Year 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025** and
2. Item no. 5 Need to be added for approving the appointment of Mr. Vishal Gupta (DIN: 00097939), 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**:

Accordingly, the special business under Item No. 3, 4 and 5 is now proposed as the following:

**SPECIAL BUSINESS:**

3. 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 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025, and on such terms and conditions as detailed in the 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.

4. To approve the Material Related Party Transaction entered into with Renaissance Consultancy Services Limited (RCSL) 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 Renaissance Consultancy Services Limited (RCSL), 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 1<sup>st</sup> April 2024 to 31<sup>st</sup> March 2025, and on such terms and conditions as detailed in the 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. 5 is as proposed business item requiring **Special Resolution** as under:

5. To appoint Mr. Vishal Gupta (DIN: 00097939), 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 meeting held on 02<sup>nd</sup> September, 2024 and pursuant to the Articles of Association Mr. Vishal Gupta (DIN:

00097939), 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 02<sup>nd</sup> September, 2024 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 02<sup>nd</sup> September, 2024, 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.

**By Order of the Board  
For Semac Consultants Limited  
Sd/-  
Aakriti Gupta  
Company Secretary**

**Date: 02<sup>nd</sup> September 2024**

**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 2<sup>nd</sup> September, 2024. All other contents of the AGM Notice, save and except as mentioned in this Corrigendum, shall remain unchanged.
3. All other contents of the 47<sup>th</sup> AGM Notice remain unchanged.

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

**Item No. 3&4**

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’) & Renaissance Consultancy Services Limited (RCSL), related parties (group companies), in relation to the

business enhancement, on arms' length basis and the transactions proposed to be entered by the Company with the related parties 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 06<sup>th</sup> August 2024 have also granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related parties.

The details of the transactions with above-mentioned related parties 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)		Renaissance Consultancy Services Limited (RCSL)	
Type, material terms and particulars of the transaction	Availing and rendering of any services or Transactions in the ordinary course of business and on arm's length basis.		Availing and rendering of any services or Transactions 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		Mr. Abhishek Dalmia, Chairman and Managing Director, Mrs. Deepali Dalmia, Director of the Company and Mr. Harivansh Dalmia, Whole-time Director of the Company who are interested as directors of the Company.	
Tenure of the transaction	For the period from 1 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025.		For the period from 1 <sup>st</sup> April 2024 to 31 <sup>st</sup> March 2025.	
Value of the transaction	Availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit.	Rs. 100 Crores	Availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit.	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/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit.	78.44% based on audited financials for the year ended 31 <sup>st</sup> March, 2024	Availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit.	78.44% based on audited financials for the year ended 31 <sup>st</sup> March, 2024

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	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.	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 valuation or any external report in relation to the transaction.	The Company has not relied upon valuation or any external report in relation to the transaction.
Any other information that may be relevant	Nil	Nil

Details of the source of funds in connection with the proposed transaction	Loans, advances and Inter-corporate Deposits
Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments, <ul style="list-style-type: none"> <li>• nature of indebtedness;</li> <li>• cost of funds; and</li> <li>• tenure</li> </ul>	There is no financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments.
Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Rate of Interest 10% Repayable on Demand Unsecured
The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	No, fund will be utilized in order to meet working capital requirement of the Company
Justification as to why the RPT 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
A copy of the valuation or other external party report, if any such report has been	The Company has not relied upon the valuation or any external report in relation to

relied upon	the transaction.
Percentage of the counter - party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	75%
Any other information that may be relevant	Nil

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. Further, pursuant to the amendment to Regulation 23 of the Listing Regulations and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11<sup>th</sup> July 2023, all related party transactions which exceeds 10% of the annual turnover needs to be approved by the shareholders by way of a resolution and such approval shall be valid upto 31<sup>st</sup> March 2025.

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.

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 Nos. 3 & 4 of this Notice.

**Interest of Directors:**

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. 3 of this Notice.

Except Mr. Abhishek Dalmia, Chairman and Managing 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. 4 of this Notice.

**Item No. 5**

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 02<sup>nd</sup> September 2024 had appointed Mr. Vishal Gupta (DIN: 00097939), 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 02<sup>nd</sup> September 2024 with effect from the said date.

Mr. Vishal Gupta (DIN: 00097939), 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. Vishal Gupta (DIN: 00097939), 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. Vishal Gupta 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. Vishal Gupta with his experience and expertise will be of immense value addition to the Company.

A copy of the draft letter of appointment of Mr. Vishal Gupta 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. Vishal Gupta 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. 5 of the Notice for appointment of Mr. Mr. Vishal Gupta as an Independent Director for a term of five (5) consecutive years, for approval by the Members of the Company.

Except Mr. Vishal Gupta 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. 5 of the Notice.

**By Order of the Board**  
**For Semac Consultants Limited**  
Sd/-  
**Aakriti Gupta**  
**Company Secretary**

**Date: 02nd September 2024**

**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>	<b>Mr. Vishal Gupta</b>
<b>DIN</b>	00097939
<b>Date of Birth/Nationality</b>	02/02/1974/ Indian
<b>Date of appointment on the Board</b>	02 <sup>nd</sup> September 2024
<b>Inter-se relationship with other directors</b>	There are no inter-se relations between Mr. Vishal Gupta and the other members of the Board.
<b>Qualification</b>	MBA
<b>Experience/ Expertise in functional areas</b>	He is a commerce graduate of Sydenham College (Mumbai) and an MBA from FORE School of management (Delhi). He is also the VP of CREDAI (North) and an active member of YPO. He believes in having a hands-on approach to understand the real estate business, customer psychology and market behavior. Vishal has a great eye for details and takes a keen interest in conceptualization and planning of new housing projects.
<b>No. of shares held</b>	Nil
<b>Board position held</b>	Non-Executive Independent Director
<b>Terms and conditions of re-appointment / revision of remuneration</b>	As set out in Item No. 5 of the Notice
<b>Remuneration sought to be paid</b>	Sitting fees only
<b>Remuneration last drawn</b>	Not Applicable
<b>Number of Board meetings attended during the year</b>	Not Applicable
<b>Directorships held in other companies</b>	Ashiana Housing Limited
<b>Membership in other Committees</b>	Ashiana Housing Limited
<b>Names of listed entities in which the person has resigned in the past three years</b>	Nil