To, 30.05.2025

Listing Department BSE Limited 25th Floor, P. J. Towers, Dalal Street, Mumbai – 400 001. **Scrip Code: 505368**	Listing Department National Stock Exchange of India Limited Exchange Plaza, C-1, Block G, Banda Kurla Complex, Bandra East, Mumbai – 400 051. **Scrip Code: SEMAC**

Dear Sir / Madam,

Sub: Secretarial Compliance Report under Regulation 24A of SEBI (LODR) Regulation, 2015 for the financial year ended 31st March 2025

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose herewith a copy of the duly signed Secretarial Compliance Report issued by M/s MDS & Associates LLP, Company Secretaries for the financial year ended 31st March 2025. This is for your information and records. Thanking you

You are requested to take the above on record.

For Semac Construction Limited

(Formerly known as Semac Consultants Limited)

AAKRITI GUPTA Digitally signed by AAKRITI GUPTA Date: 2025.05.30 12:45:48 +05'30'

Aakriti Gupta

Company Secretary and Compliance Officer

Secretarial Compliance Report of M/s. Semac Construction Limited for the financial year ended 31st March 2025

[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 (as amended) read with relevant circulars issued by Stock Exchanges]

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **M/s. Semac Construction Limited (Formerly known as Semac Consultants Limited)** (CIN: L42900TZ1977PLC000780) (hereinafter referred as 'the listed entity'), having its Registered Office at Pollachi Road, Malumichampatti P O., Coimbatore - 641050. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31st March 2025, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

We, **MDS & Associates LLP, Company Secretaries**, have examined:

(a) all the documents and records made available to us, and explanation provided by **M/s. Semac Construction Limited (Formerly known as Semac Consultants Limited),**

(b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange on India Limited ("the stock exchanges")

(c) website of the listed entity

(d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the year ended 31st March 2025 ("Review Period") in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

LLPIN: ABZ-8060
GSTIN: 33ABWFM0766G1ZY
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The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

(a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

(b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015

(d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client

(e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and

(f) Other Regulations as applicable and

circulars/ guidelines issued thereunder;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A.**

(b) The listed entity has taken actions to comply with the observations made in the previous report pertaining to the financial year ended 31st March 2024 as set out in **Annexure B.**

I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	**Secretarial Standards:** The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil

2.	**Adoption and timely updation of the Policies:** • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.	Yes	Nil
	• All the policies are in conformity with SEBI Regulations and has been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil
3.	**Maintenance and disclosures on Website:** • The Listed entity is maintaining a functional website	Yes	Nil
	• Timely dissemination of the documents/ information under a separate section on the website	Yes	Based on the representation received from the management, it is noted that the documents / information has been disseminated in a timely manner
	• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	No	Weblink does not re-direct to the relevant document of the website
4.	**Disqualification of Director:** None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	Nil
5.	**Details related to Subsidiaries of listed entities have been examined w.r.t.:** a) Identification of material subsidiary companies	NA	The Company does not have any material subsidiaries
	b) Disclosure requirement of material as well as other subsidiaries	Yes	Nil

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6.	**Preservation of Documents:** The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Based on the representation received from the management, it is noted that the archival of records of the Company is under process
7.	**Performance Evaluation:** The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	Nil
8.	**Related Party Transactions:** a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	Yes	Nil
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained	NA	Nil
9.	**Disclosure of events or information:** The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	The details pertaining to the same has been enumerated in Annexure A below.
10.	**Prohibition of Insider Trading:** The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	**Actions taken by SEBI or Stock Exchange(s), if any:** The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	The details pertaining to the same has been enumerated in Annexure A below.

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12.	**Resignation of Statutory Auditors from the listed entity or its material subsidiaries:** In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	NA	There was no resignation of statutory auditors during the review period
13.	**Additional Non-compliances, if any:** No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc.	Yes	There are no additional non-compliances except those mentioned in Annexure-A

Note: There was no appointment / re-appointment / resignation of statutory auditors of the Company during the period under review. Further, the terms of their appointment were in compliance of Para 6.1 and 6.2 of Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 issued by the Securities and Exchange Board of India.

We further report that the compliance with respect to disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the LODR Regulations is not applicable to the listed entity.

Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.

2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.

3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.

4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For MDS & Associates LLP
Company Secretaries

Place: Coimbatore
Date: 27.05.2025

MDS & ASSOCIATES LLP PCS

John Manoj A
Designated Partner
Membership No.: FCS 12945 C P No.: 21143
Peer Review No. 6468/2025
UDIN: F012945G000458357

Annexure A

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 23 of SEBI (LODR) Regulations, 2015 mandates that the listed entity shall submit to the Stock Exchanges disclosures of related party transactions every six months on the date of publication of its standalone and consolidated financial results with effect from April 1, 2023.	Regulation 23 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The disclosure of related party transactions for the half year ended 31st March 2024 was not submitted by the Company on the same date as the publication of its standalone and consolidated financial results.	Stock Exchanges – BSE & NSE	**Fine**	The disclosure of related party transactions for the half year ended 31st March 2024 was not submitted by the Company on the same date as the publication of its standalone and consolidated financial results.	BSE Limited - Rs.5,900/- and National Stock Exchange of India Limited - Rs.5,900/- Total Fine paid Rs.11,800/	During the year under review, disclosure of Related Party Transactions for the half year ended 31st March 2024 in respect of the Audited Financial results declared on 28th May 2024 was submitted by the listed entity on 29th May 2024, which is beyond the time stipulated under Regulation 23(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended). Further, in this regard, the BSE Limited and National Stock Exchange of India Limited vide its respective letter imposed a fine. The Company has paid the said requisite total fine of Rs.11,800/- to the Stock Exchanges –National Stock Exchange of India Limited on 4th July 2024 and BSE Limited on 17th July 2024.	The management stated that the compliance of the said regulation shall be ensured in future.	Nil
2.	Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, mandates that the listed entity shall submit to the Stock Exchanges the Annual Secretarial Compliance Report within sixty days from end of each financial year.	Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015	The Annual Secretarial Compliance Report for the financial year ended 31st March 2024 was not submitted by the Company within sixty days from end of the financial year.	Stock Exchanges – BSE & NSE	**Fine**	The Annual Secretarial Compliance Report for the financial year ended 31st March 2024 was not submitted by the Company within sixty days from end of the financial year.	BSE Limited - Rs.2,360/- and National Stock Exchange of India Limited - Rs.2,360/- Total Fine paid	The Annual Secretarial Compliance Report in respect of the financial year ended 31st March 2024 was submitted by the listed entity on 31st May 2024 which is beyond the time stipulated under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations,	The management stated that the compliance of the said regulation shall be ensured in future.	Nil

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
							Rs.4,720/-	2015 (as amended). Further, in this regard, the BSE Limited and National Stock Exchange of India Limited vide their respective letter imposed a fine. The Company has paid the said requisite total fine of Rs.4,720/- to the Stock Exchanges – National Stock Exchange of India Limited on 4th July 2024 and BSE Limited on 17th July 2024.		
3.	Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 (as amended) mandates the listed entity to certain events within the prescribed time.	Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 (as amended) and SEBI Circular No.SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 (as amended)	Certain events or information pursuant to Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 were submitted belatedly to the stock exchanges.	Nil	Nil	The events or information pursuant to Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 were submitted belatedly to the stock exchanges.	Nil	During the year under review, the Company had reported certain events or information belatedly to the stock exchanges, as required under Regulation 30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023 (as amended)	The management stated that the compliance of the said regulation shall be ensured in future.	Nil

MDS & Associates LLP
Company Secretaries

Continuation Sheet

Annexure B

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1	BSE Limited and National Stock Exchange of India Limited vide email dated 14th June 2023 have imposed a fine of Rs. 11,800/- (inclusive of GST) each on the Company for the non-compliance of Regulation 29(2) of SEBI (LODR) Regulations, 2015	31-03-2024	Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015 mandates that the listed entity shall give prior intimation to stock exchange about the board meeting in which the proposal of declaration or recommendation of dividend is due to be considered, at least two working days in advance, excluding the date of the intimation and date of the meeting	The intimation of board meeting in which the proposal of declaration or recommendation of dividend being considered, was not intimated to the stock exchanges within the prescribed time and the stock exchanges have imposed a fine of Rs. 11,800/- (inclusive of GST) each on the Company.	The management will ensure that there will be no such instance going forward.	The entity is advised to ensure compliance with Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015, and to take necessary measures to prevent recurrence of such lapses in the future.
2.	During the year under review, the Company had reported events or information which are material in nature, to the stock exchanges, beyond the time as prescribed under Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July 2023	31-03-2024	Regulation 30(6) of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/ HO/ CFD/ CFD-PoD-1/ P/ CIR/ 2023/ 123 dated 13th July 2023 mandates that the listed entity shall report certain events which are material in nature within the prescribed time.	The events or information which are material in nature pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 were not submitted to the stock exchanges within the prescribed time	The management stated that the compliance of the above regulation shall be ensured in future.	The entity is advised to ensure timely disclosures as per Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015, and to avoid recurrence of such instance in the future.
3.	During the year under review, the Company had not filed the disclosure of certain announcements in XBRL format, which is not in compliance with BSE Circular No. 20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE	31-03-2024	The circulars issued by BSE Limited and National Stock Exchange of India Limited vide Circular Nos. 20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE/CML/2023/11 dated 27.01.2023 mandates the filing of certain announcements in XBRL	Certain events or information required to be filed in XBRL format pursuant to BSE & NSE circulars, were not submitted to the stock	The management stated that the compliance of the above regulation shall be ensured in future.	The entity is advised to ensure compliance with the circulars issued by BSE Limited and National Stock Exchange of India Limited vide Circular Nos.

Continuation Sheet...

Sr. No.	Observations/Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended ... (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
	Circular No. NSE/CML/2023/11 dated 27.01.2023 respectively.		format on BSE Listing Centre and NEAPS Platform within 24 hours from the time of filing of announcement in .pdf mode	exchanges within the prescribed time.		20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE/CML/2023/11 dated 27.01.2023, and to take necessary measures to prevent recurrence of such omission in the future.