

SEMAC CONSTRUCTION LIMITED

(formerly known as Semac Consultants Limited)

CIN: L42900TZ1977PLC000780

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

E-mail: compliance.officer@semacconstruction.comWebsite: www.semacconstruction.com Phone: 0422 6655100**NOTICE TO MEMBERS**

NOTICE is hereby given that the 48th Annual General Meeting of the Shareholders of the Company will be held on Friday, 12th September 2025 at 11:30 AM (IST) at Pollachi Road, Malumichampatti 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, 2025, 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 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.
3. To appoint the Statutory Auditors and to fix their remuneration and in this regard, to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) 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 on the recommendation of the Audit Committee and the Board of Directors of the Company, M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W100010), Noida, be and are hereby appointed as Statutory Auditors of the Company in place of the retiring auditors, M/s. S.S. Kothari Mehta & Co., LLP Chartered Accountants, (Firm Registration No. 000756N/ N500441) Chartered Accountants, New Delhi, for a term of 5 consecutive years, to hold office from the conclusion of this 48th Annual General Meeting till the conclusion of the 53rd Annual General Meeting of the Company to be held in financial year 2030, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

Special Business:

4. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time and the applicable provisions of the Companies Act, 2013 ("Act"), read with rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transaction and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors, 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. 250 Crores (Rupees Two Hundred and Fifty Crores only) from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2026, 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(s) 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.

5. 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time and the applicable provisions of the Companies Act, 2013 ("Act"), read with rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), the Company's Policy on Related Party Transaction and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors, 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. 250 Crores (Rupees Two Hundred and Fifty Crores only) from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2026, 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(s) 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.

6. To approve the appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for the first term of five (5) consecutive financial years 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 Section 204 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory amendments or modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended from time to time, read with relevant circulars and based on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded for the appointment of M/s. MDS & Associates LLP (LLPIN: ABZ – 8060; ICSI Unique Code: L2023TN013500), Company Secretaries, Coimbatore, who are holding a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), as Secretarial Auditors of the Company for a period of 5 (five) consecutive years commencing from the financial year 2025-26 to conduct the Secretarial Audit of the Company at such remuneration and such terms & conditions as detailed in the statement annexed to this notice pursuant to Section 102 of the Act and the SEBI Listing Regulations.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby authorized to do all such acts, deeds, things and matters, to sign all such documents and writings and to take all such steps as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto.

7. To approve the re-appointment and remuneration of Mr. Abhishek Dalmia (DIN: 00011958) as 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 pursuant to the provisions of Sections 196, 197, 198, 203, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the provisions of the Articles of Association of the Company, Nomination & Remuneration Policy, the consent of the Members of the Company, be and is hereby accorded for the re-appointment of Mr. Abhishek Dalmia (DIN: 00011958) as Chairman and Managing Director of the Company for a further period of 5 (five) years with effect from 1st April, 2026 and payment of remuneration for a period of 3 (three) years with effect from 1st April, 2026, not liable to retire by rotation, 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 11th August, 2025, notwithstanding the fact that the annual remuneration payable to him in any financial year during his tenure along with the remuneration payable to

other executive directors who are promoters or members of the promoter group, may exceed the limits as set out under the Listing Regulations or the Act for the time being in force.

RESOLVED FURTHER THAT the Chairman 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 of the Company as specified in Schedule V of the Companies Act, 2013.

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 above limit.

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.

STATEMENT IN TERMS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 3

The Members of the Company at the Annual General Meeting held on 25th September 2020 had re-appointed M/s. S.S. Kothari Mehta & Co., LLP Chartered Accountants, (Firm Registration No. 000756N/ N500441) Chartered Accountants, New Delhi as the Statutory Auditors of the Company for a term of five years commencing from the financial year 2020-21 and to hold office from the conclusion of the Annual General Meeting held on 2020 and until the conclusion of the Annual General Meeting to be held in the year 2025. Therefore, it has been proposed to appoint M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W100010), Noida as Statutory Auditors for a term of 5 (five) consecutive years from the conclusion of this 48th Annual General Meeting till the conclusion of 53rd Annual General Meeting of the Company in the place of retiring auditors

The Company has also received a certificate from the Statutory Auditors to the effect that their appointment, if made, would be within the limits prescribed under Section 139 of the Companies Act, 2013 and that they are eligible to be appointed as the Statutory Auditors of the Company.

The Board of Directors proposed to pay a fee of Rs.13,00,000/- (Rupees Thirteen Lakhs Only), exclusive of taxes and other out of pocket expenses incurred in connection with the audit, for the financial year ended March 31, 2026 to the Statutory Auditors. The fees for the subsequent years will be decided by the Board of Directors from time to time based on the recommendations of the Audit Committee. The terms of appointment of the Statutory Auditors will be as specified by the Audit Committee and the Board of Directors of the Company in line with the Companies Act, 2013 and SEBI Listing Regulations.

The Audit Committee and the Board of Directors of the Company have considered the following credentials of M/s. Suresh Surana & Associates LLP, Chartered Accountants (Firm Registration No. 121750W/W100010), Noida while considering their appointment:

- Client base of the firm and availability of well trained and experienced professionals in the industry.
- Availability of expertise in Accounting procedures/ processes, Audit, Direct/Indirect Taxation and Corporate Laws.
- Professional integrity, ethics and independence.

By considering the above facts, the Board recommends the Ordinary Resolution set out in Item No. 3 of the Notice for the approval of the Shareholders.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives is concerned or interested, financially or otherwise, in the Ordinary Resolution set out as Item No. 3 of the Notice

Item Nos. 4 & 5

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) and shall require prior approval of Members by means of an Ordinary Resolution.

The Company has obtained the approval of members by means of passing an ordinary resolution for Material Related Party Transactions in respect of Availing and Rendering of any Services/ Transactions and Borrowing / Availing of Loans/ Advances/ Inter Corporate Deposit entered into with Renaissance Consultancy Services Limited (RCSL) for a value not exceeding Rs.100 crores at the 47th Annual General Meeting of the Company and with Revathi Equipment India Limited (REIL) (Formerly known as ‘Renaissance Corporate Consultants Limited’) for a value not exceeding Rs. 200 crores through postal ballot process on 29th March, 2025.

Considering the business requirements, the transactions proposed to be entered by the Company with the said related parties in the forthcoming period may exceed the above threshold limits under the Companies Act, 2013, the Listing Regulations and the Related Party Transactions Policy of the Company and the same are proposed to be undertaken on an arms’ length basis and in the ordinary course of business.

Accordingly, the Audit Committee at their meeting held on 30th July 2025 has granted their approval for the related party transactions aggregating to the value not exceeding Rs. 250 crores (Rupees Two Hundred and Fifty crores only) to each related party, subject to approval of the Members.

The details of the transactions with above-mentioned related parties as required pursuant to SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated 11th November 2024 is as follows:

S.No	Particulars	Information	
a)	Type, material terms and particulars of the transaction	Availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit in the ordinary course of business and on arm's length basis.	Availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter Corporate Deposit in the ordinary course of business and on arm's length basis
b)	Name of the Related Party	Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited)	Renaissance Consultancy Services Limited (RCSL)
c)	Its relationship with the listed entity or its subsidiary, 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 and Mr. Harivansh Dalmia, Whole-time Director of the Company who are interested as directors of the Company.
d)	Tenure of the transaction	For the period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.	For the period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting.
e)	Value of the transaction	Rs. 250 Crores	Rs. 250 Crores
f)	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	The value of transaction would be 341.08% based on audited consolidated financials for the year ended 31st March, 2025	The value of transaction would be 341.08% based on audited consolidated financials for the year ended 31st March, 2025
g)	If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary	Not applicable	Not applicable

h)	Justification for why the proposed transaction is in the interest of the listed entity	Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) is a part of the Promoter Group Company and is engaged in the Manufacturing of Drilling Equipments. 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	Renaissance Consultancy Services Limited (RCSL) is a part of the Promoter Group Company and is engaged in the Management Consultant Services. 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
i)	A copy of the valuation or other external party report, if any such report has been relied upon;	Nil	Nil
j)	Percentage of the Counter party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis;	The value of the transaction would be 140.02% based on audited consolidated financial statements for the year ended 31st March, 2025.	The value of the transaction would be 1683.50% based on audited consolidated financial statements for the year ended 31st March, 2025.
k)	Any other information that may be relevant.	Nil	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.

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. 4 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. 5 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 Nos. 4 & 5 of this Notice.

Item no 6.

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 notified on December 12, 2024 ("SEBI Listing Regulations"), and the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, every listed Company, based on the recommendation of the Board of Directors, shall appoint a Secretarial Auditor who shall be a Peer Reviewed Company Secretary in Practice for a term of 5 (five) consecutive years with the approval of its members at the Annual General Meeting. Accordingly, the Board of Directors at their meeting held on 27th May, 2025, has recommended the appointment of M/s. MDS & Associates LLP (LLPIN: ABZ – 8060), Company Secretaries, Coimbatore, who are holding a valid Peer Review Certificate issued by the Institute of Company Secretaries of India (ICSI), as Secretarial Auditors of the Company to conduct the Secretarial Audit of the Company for a term of 5 (five) consecutive financial years commencing from the financial year 2025-26, on the following terms and conditions, subject to the approval of the members at the ensuing 48th Annual General Meeting:

- a) Term of appointment: 5 (five) consecutive financial years commencing from the financial year 2025-26 to conduct Secretarial Audit of the Company.
- b) Proposed Remuneration: Rs.2,00,000 (Rupees Two Lakhs Only) plus applicable taxes and out of pocket expenses, if any, in connection with the secretarial audit for Financial Year ending March 31, 2026 and for subsequent year(s) of their term, such fee as may be approved by the Board of Directors in consultation with the Secretarial Auditors. The other terms of appointment of the Secretarial Auditors will be specified by the Board. Besides the above, the Company would obtain certification as may be required under various statutory regulations from time to time and such other services, which are not restricted, with necessary approval of the Board and the same will be remunerated separately on mutually agreed terms.
- c) Basis of recommendation: The Board of Directors has considered the credentials of the appointee Secretarial Auditors, as given below and recommended their appointment, as set out in Item No.6 of this notice, based on the fulfilment of the eligibility criteria and qualifications prescribed under the Act & Rules made thereunder and SEBI Listing Regulations with regard to the experience of the firm, capability, independent assessment and audit experience.
- d) Profile: M/s. MDS & Associates LLP, Company Secretaries, a Limited Liability Partnership, is a Practicing Company Secretaries' firm based in Coimbatore, Tamil Nadu. The firm houses a team of qualified and seasoned professionals who bring together more than 36 years of rich experience and expertise knowledge in the field of Corporate, Securities and allied laws. The Firm is specialized in Secretarial Audits, Board Process Audits, Corporate Governance Audits, Corporate Actions / Transactions based Due Diligence Audits and mergers and acquisitions. The firm consists of 3 partners who are fellow members of The Institute of Company Secretaries of India (ICSI). Sri. M. D. Selvaraj, FCS, is the Managing Partner. The firm holds a valid Peer Review Certificate issued by ICSI and meets the criteria of appointment as prescribed under Regulation 24A of the SEBI Listing Regulations.

- e) M/s. MDS & Associates LLP have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the limits prescribed by the Institute of Company Secretaries of India or under the Act & Rules made thereunder and SEBI Listing Regulations. They have also confirmed that they are not disqualified from being appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI Listing Regulations.

Accordingly, the Board of Directors hereby recommend the Ordinary Resolution set out in Item No. 6 of the Notice for the approval of the members.

None of the Directors and Key Managerial Personnel of the Company or their relatives, financially or otherwise, is concerned or interested in the Ordinary Resolution as set out at Item No.6 of this notice.

Item no 7.

Mr. Abhishek Dalmia (DIN: 00011958) was appointed as the Chairman and Managing Director of the Company for a period of 5 (five) years with effect from 1st April, 2021 and accordingly his tenure of office as Chairman and Managing Director of the Company expires on 31st March 2026.

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. He has been associated with the Company for the past 23 years. He has extensive and wide-ranging professional experience and has successfully led the Company through his inspiring leadership and innovative entrepreneurial spirit.

Considering the qualification, experience, past performance and significant contribution made by Mr. Abhishek Dalmia (DIN: 00011958), Chairman and Managing Director for the rapid growth of the Company, the Board of Directors opines that his re-appointment as Chairman and Managing Director would be greatly beneficial to the Company.

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 28th 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 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 re-appointment of the Chairman and Managing 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 Audit Committee, the Board of Directors of the Company at its Meeting held on 11th

August 2025, has approved the re-appointment of Mr. Abhishek Dalmia as Chairman and Managing Director of the Company for a further period of 5 years with effect from 1st April 2026, on such remuneration for a period of 3 years with effect from 1st April 2026 subject to the approval of members of the Company 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. 4,00,00,000/- (Rupees Four Crores Only) per annum. 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. 10,00,00,000/- (Rupees Ten Crores Only) per annum in accordance with Schedule V of the Companies Act, 2013
b)	Other Benefits	Contribution to Provident Fund (PF) and Superannuation Fund as applicable to other managers of the company. 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. Provision of car for use on Company's business and telephone at residence, including long distance calls shall not be considered as perquisites. 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. 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. Contribution to PF, Superannuation, Gratuity, leave encashment, provision for car, shall not be considered as perquisites in the computation of ceiling on perquisites.

The salary and perquisites mentioned above shall be the minimum remuneration payable to the Chairman and 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 remuneration to the Chairman and Managing Director, as set out under Item No. 7 of the Notice, is placed before the members for approval.

Accordingly, the Board recommends the necessary special resolution set out in Item No. 7 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 disclosures as required under Regulation 36 of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India are furnished and form 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. 7 of this Notice

By Order of the Board
For Semac Construction Limited
(Formerly known as Semac Consultants Limited)

Place: Gurugram

Date : 11th August 2025

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. 7 & 8:

A. General information			
Nature of industry	The Company provides EPC services including Architectural Engineering and Construction Management services etc. as consulting engineers, technical advisers, specialists, and consultants		
Date or expected date of commencement of commercial production	The Company was incorporated on 30th May, 1977 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		
	Particulars	2024-25	2023-24
	Sales & other income	15,854.96	11,051.23
	Profit/ (Loss) before tax	(789.18)	(3,464.90)
	Profit/ (Loss) after tax	(611.53)	(3,315.74)
	Paid-up equity capital	311.73	311.73
	Reserves and Surplus	6,077.28	6,683.06
	Basic Earnings Per Share	(19.62)	(106.37)
Foreign investments or collaborations, if any	Nil		

B. Information about the appointee:	
Background details	Mr. Abhishek Dalmia aged 57 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
Past remuneration	Rs. 61,00,000/- (Rupees Sixty-One Lakhs only)
Recognition or awards	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 23 years and he is instrumental to the growth of the Company.
Remuneration proposed	As set out in Item No. 7 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.
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.
C. Other information	
Reasons for loss or inadequate profits	Due execution of older projects which were on sub-contracting model having lower margins.
Steps taken or proposed to be taken for improvement	The Company is continuously taking various steps including implementation of Direct Contracting model & 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
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 as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Name	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia
DIN	00017415	00011958
Date of Birth/Nationality	29.10.1970/ Indian	06.05.1969/ Indian
Date of appointment on the Board	08.08.2014	17.08.2002
Inter-se relationship with other directors	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.
Qualification	B A History (Hons)	B.Com (H), FCA, AICWA
Experience/Expertise in functional areas	Mrs. Deepali Dalmia is a Business Strategist. She has been associated with the Company for 11 years.	Mr. Abhishek Dalmia 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.

Name	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia
		Being a part of one of the oldest business families in India, his approach to investing is more in the Berkshire Hathaway mould model, 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.
No. of shares held (including shareholding as beneficial owner)	NIL	NIL
Board position held	Director	Chairman and Managing Director
Terms and conditions of re-appointment / revision of remuneration	Retire by rotation	Re-appointment Chairman and Managing Director of the Company and payment of remuneration thereof as set out in Item No. 7 of the Notice
Remuneration sought to be paid	Sitting Fees	As set out in Item Nos. 7 of the Notice
Remuneration last drawn	Nil	Information disclosed in the Corporate Governance Report annexed to the Annual Report
Number of Board meetings attended during the year	6	6

Name	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia
Directorships held in other companies	1. Semac Construction Technologies India Private Limited 2. Renaissance Consultancy Services Limited 3. Revathi Equipment India Limited 4. SWBI Design Informatics Private Limited 5. Priyadarshany Agri Farms Private Limited	1. Alpha Alternatives Fund-Infra Advisors Private Limited 2. Semac Construction Technologies India Private Limited 3. Revathi Equipment India Limited 4. Renaissance Consultancy Services Limited 5. SWBI Design Informatics Private Limited 6. Hari Investments Private Limited 7. Alpha Alternatives Holdings Private Limited 8. Semac Construction Limited 9. Rajratan Global Wire Limited
Membership in other Committees	Nil	2
Names of listed entities in which the person has resigned in the past three years	Nil	1. Ashiana Housing Limited
Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19 and the National Stock Exchange of India Limited with ref no. NSE/ CML/2018/24, dated June 20, 2018.	Mrs. Deepali Dalmia is not debarred from holding the office of director pursuant to any SEBI order or any other authority.	Mr. Abhishek Dalmia is not debarred from holding the office of director pursuant to any SEBI order or any other authority.

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. 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.
3. 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.
4. Members / Proxies should bring the attendance slips duly filled and signed, along with PAN/ DP ID & Client ID/ Folio No. for attending the meeting.
5. 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.
6. The register of members and share transfer books of the company will remain closed from Saturday, 6th September 2025 to Friday, 12th September 2025 (both days inclusive).
7. 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.
8. 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.
9. 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 MUFG Intime India Private 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.
11. 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.
12. 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.

13. Members may kindly note that in accordance with SEBI circular dated 31st July 2023, the Company has registered on the SMART ODR (Securities Market Approach for Resolution through Online Disputes Resolution) Portal. This platform aims to enhance investor grievance resolution by providing access to Online Dispute Resolution institutions for addressing complaints. Members can access the SMART ODR Portal via: <https://smartodr.in/login>. Members may utilise this online conciliation and/or arbitration facility, as outlined in the circular, to resolve any outstanding disputes between members and the Company (including RTA).
14. 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.
15. 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 MUFG Intime India Private Limited, Company's Registrar and Share Transfer Agent for assistance in this regard.
16.
 - 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.
 - 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.
 - d) Further, as per SEBI's Master circular dated 17th May 2023 and amendment circular dated 17th November 2023 and 7th May 2024 and 10th June 2024, Members holding shares in physical form, whose folio(s) lack PAN, nomination details, contact details, Bank Account details or updated specimen signature, will only be eligible for payment of dividend, through electronic mode effective from 1st April 2024. Therefore, Members holding shares in physical form are requested to update

the mentioned details by providing the appropriate requests through ISR forms with the Registrar and Share Transfer Agent to ensure receipt of dividend.

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.semacconstruction.com.

17. Pursuant to the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/MIRSD/MIRSD-PoD/P/CIR/2025/97 dated July 02, 2025 a special window has been opened for re-lodgement of share transfer deeds, which were lodged prior to deadline of April 01, 2019 and rejected / returned / not attended to due to deficiency in the documents / process or otherwise, for a period of 6 months from July 07, 2025 till January 06, 2026. The shares that are re-lodged for transfer during this period shall be issued only in demat mode. Such re-lodgement requests alongwith the requisite documents shall be submitted to MUFG Intime India Pvt Ltd, the Registrar and Share Transfer Agent (RTA) within the stipulated time.
18. 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://semacconstruction.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.
19. 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. MUFG Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
20. The members are requested to forward their communications directly to the Registrar and Share Transfer Agent of the Company M/s. MUFG Intime India Private Limited, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
21. 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.
22. The electronic copy of the Annual Report for financial year (FY) 2024-25, the Notice of the 48th 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, letter providing the web-link, including the exact path, where complete details of the Annual Report are being sent in the permitted mode. The Annual Report for FY 2024-25 and the Notice of the 48th AGM will also be available on the Company's website - <https://semacconstruction.com/> and websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India

Limited at www.bseindia.com and 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.

23. 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.

24. 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://semacconstruction.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.

25. Non-Resident Indian Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:

- a. Change in their residential status on account of returning to India for permanent settlement or
- b. 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.

26. 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.

27. 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.

28. Members are requested to note that the 48th Annual General Meeting will be held at Pollachi Road, Malumichampatti 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.

29. Voting through electronic means:

1. 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 MUFG Intime India Private Limited (MI IPL).
2. 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. , 5th September, 2025 may refer to this Notice of the Annual General Meeting, posted on Company's website <https://semacconstruction.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.
3. 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.
4. 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.
5. The voting period begins on Tuesday, 9th September, 2025 9.00 A.M. (IST) and ends on Thursday, 11th September 2025 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 Friday, 5th September, 2025 may cast their vote electronically. The e-voting module shall be disabled by MI IPL 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:

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL**METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility****Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.

- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL**METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility****Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> / <https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

1. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

2. 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.

3. DOB/DOI:

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

4. Bank Account Number:

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* Shareholders holding shares in **NSDL form**, shall provide 'D' above

** Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

☞ Set the password of your choice

(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).

☞ Enter Image Verification (CAPTCHA) Code

☞ Click "Submit" (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

c) Click on "**Login**" under 'SHARE HOLDER' tab.

1. User ID: Enter your User ID

2. Password: Enter your Password

3. Enter Image Verification (CAPTCHA) Code

4. Click "Submit"

d) Cast your vote electronically:

A. After successful login, you will be able to see the "Notification for e-voting".

B. Select 'View' icon.

- C. E-voting page will appear.
- D. 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).
- E. 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.

Guidelines for Institutional shareholders ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on **"Sign Up"** under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on **"Investor Mapping"** tab under the Menu Section
- c. Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.
- * File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.

- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.

Event No. can be viewed on the home page of InstaVote under “On-going Events”.

- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) 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).
- f) 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.

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.

(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:
Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com 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 evoting@nsdl.com or call at : 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

Forgot Password:
Individual shareholders holding securities in physical form has forgotten the password:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- ☞ Click on “**Login**” under ‘SHARE HOLDER’ tab.
- ☞ Click “**forgot password?**”
- ☞ Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- ☞ Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/ DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- ⇒ Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- ⇒ Click “**forgot password?**”
- ⇒ Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- ⇒ Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

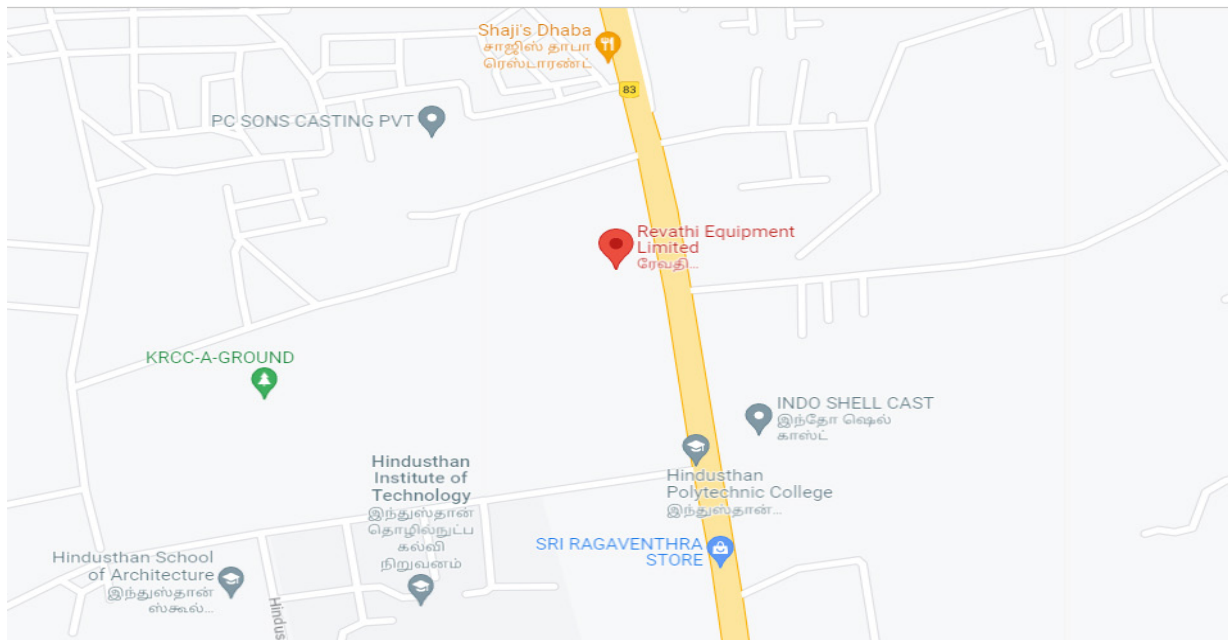
Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.
- ⇒ 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 Friday, 5th September, 2025.
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 48th 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 48th 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 working 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://semaconstruction.com/> and on the website of MIIPL and communicated to the Stock Exchanges where the Company's shares are listed.

ROUTE MAP OF AGM VENUE









PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

SEMAC CONSTRUCTION LIMITED
(Formerly Known as Semac Consultants Limited)

CIN: L42900TZ1977PLC000780

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

E-mail: compliance.officer@semacconstruction.com | Website: www.semacconstruction.com Phone: 0422 6655100

48th Annual General Meeting (12th September, 2025)

Name of the member(s),	:
Registered address,	:
E-mail ID,	:
Folio No./Client ID: & DP ID	:

I/We being the member(s) holding shares of the above named Company, hereby appoint:

1) Name :
Address :
Email ID : Signature
or failing him/her

2) Name :
Address :
Email ID : Signature
or failing him/her

3) Name:.....
Address:.....
Email ID:..... Signature

Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the Notice before exercising

EVENT No.	User ID	Sequence No

Cut here _____ P.T.O.

SEMAC CONSTRUCTION LIMITED

(Formerly Known as Semac Consultants Limited)

CIN: L42900TZ1977PLC000780

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

E-mail: compliance.officer@semaconsultants.com | Website: www.semaconsultants.com Phone: 0422 6655100

ATTENDANCE SLIP

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE VENUE at the Registered Office of the Company situated at Pollachi Road, Malumachampatti P O., Coimbatore - 641 050.

Name of the Shareholder

Folio No. / Demat ID :

No. of Shares held :

I hereby record my presence at the 48th Annual General Meeting of the Company held on Friday the 12th day of September, 2025 at 11:30 A.M. at Pollachi Road, Malumachampatti P O., Coimbatore - 641 050.

* Strike out whichever is not applicable

Signature of Member / Proxy*

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 48th Annual General Meeting of the Company to be held on Friday the 12th day of September, 2025 at 11:30 A.M. at Pollachi Road, Malumachampatti P O., Coimbatore - 641 050 and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Subject	Optional*	
		For	Against
Ordinary Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company, both Standalone and Consolidated, for the financial year ended 31 st March 2025, together with the Reports of the Board of Directors and the Auditors thereon (Ordinary Resolution)		
2.	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 (Ordinary Resolution)		
3.	To appoint the Statutory Auditors and to fix their remuneration (Ordinary Resolution)		
Special Business			
4.	To approve the Material Related Party Transaction entered into with Revathi Equipment India Limited (REIL) (Ordinary Resolution)		
5.	To approve the Material Related Party Transaction entered into with Renaissance Consultancy Services Limited (RCSL) (Ordinary Resolution)		
6.	To approve the appointment of MDS & Associates LLP, Company Secretaries as Secretarial Auditors of the Company for the first term of five (5) consecutive financial years (Ordinary Resolution)		
7.	To approve the re-appointment and remuneration of Mr. Abhishek Dalmia (DIN: 00011958) as Chairman and Managing Director of the Company (Special Resolution)		

Signed this day of 2025

Signature of shareholder :

Signature of Proxy holder (s) :



Notes :

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, explanatory statements and Notes please refer to the Notice of the 48th Annual General Meeting.
3. It is optional to put ‘ ’ in the appropriate column against the Resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all resolution, your proxy will be entitled to vote in the manner as he / she thinks appropriate.
4. Please complete all details including details of member(s) in the above box before submission.