



To,

Date: 30th July 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, Bandra Kurla Complex, Bandra East, Mumbai – 400 051. Scrip Code: SEMAC
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Dear Sirs/Madam,

Sub: Intimation under Regulations 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 – Scheme of Amalgamation of Semac Construction Technologies India Private Limited ("SCTPL" or "Transferor Company") with Semac Construction Limited ("SCL" or "Transferee Company" or "Company") and their respective shareholders ("Scheme")

The Board of Directors of the Company at its meeting held on 30 July 2025, subject to requisite approvals/consents, approved the Scheme of Amalgamation of Semac Construction Technologies India Private Limited (wholly owned subsidiary of the Company) with the Company under sections 230 to 232 and other applicable provisions of the Companies Act, 2013.

The salient features of the proposed amalgamation is as under:

1. Appointed Date means 1st July 2025, or such other date as may be directed or approved by the National Company Law Tribunal or any other appropriate authority.
2. Upon the Scheme being effective and with effect from the Appointed Date, and subject to the provisions of the Scheme of Amalgamation of Semac Construction Technologies India Private Limited ("SCTPL" or "Transferor Company") with Semac Construction Limited ("SCL" or "Transferee Company" or "Company") and their respective shareholders ("Scheme") and pursuant to Section 232 of the Act, the Transferor Company shall stand amalgamated with the Transferee Company as a going concern and all assets, liabilities, contracts, arrangements, Employees, Permits, records, etc. of the Transferor Company shall, without any further act, instrument or deed, stand transferred to and vested in or be deemed to have been transferred to and vested in the Transferee Company, so as to become as and from the Appointed Date, the assets, liabilities, contracts, arrangements, Employees, Permits, records, etc. of the Transferee Company by virtue of, and in the manner provided in this Scheme.
3. Since the Transferor Company is a wholly owned subsidiary of the Transferee Company with all shares in the share capital of the Transferor Company being held by the Transferee Company along with its nominees and the Transferee Company, being the holding company, cannot issue or allot any shares to itself, no shares whatsoever will be issued by the Transferee Company in consideration of the amalgamation. Accordingly, all such shares of the Transferor Company held by the Transferee Company along with its nominees and investment of the Transferee Company in such shares as appearing in the books of the Transferee Company shall stand cancelled upon the Scheme being effective without issue or allotment of any new shares in lieu of such shares of the Transferor Company.

The details as required under Regulation 30 of the Listing Regulations read with SEBI/HO/CFD/CFD-PoD- 1/P/CIR/2023/123 dated 13th July 2023 are attached as Annexure A to this letter.

Semac Construction Ltd.
(Formerly Known as Semac Consultants Limited.)

Plot No. 505, 3rd Floor, Udyog Vihar, Phase – III,
Gurugram,
Haryana – 122016, India
Email: compliance.officer@semacconstruction.com

Corporate Identity Number
L42900TZ1977PLC000780
ISO 9001 : 2015

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

Yours faithfully,
For Semac Construction Limited
(Formerly known as Semac Consultants Limited)

Aakriti Gupta
Company Secretary and Compliance Officer

ANNEXURE A

Scheme of Amalgamation of Semac Construction Technologies India Private Limited ("SCTPL" or "Transferor Company") with Semac Construction Limited ("SCL" or "Transferee Company") and their respective shareholders ("Scheme")

Sr. No.	Details of Events that need to be provided	Information of such events(s)												
a.	Name of the entity(ies) forming part of the amalgamation/merger, details in brief such as, size, turnover etc.	The details of Semac Construction Technologies India Private Limited and Semac Construction Limited are as under: As on June 30, 2025 <table border="1"> <tr> <th>Particulars</th><th>SCTPL</th><th>SCL</th></tr> <tr> <td>Paid-up Capital</td><td>1,00,000</td><td>3,11,73,080</td></tr> <tr> <td>Net Worth* (Standalone)</td><td>(13.91)</td><td>6490.87</td></tr> <tr> <td>Total Income (Standalone)</td><td>54.54</td><td>4830.67</td></tr> </table> * Net worth as per Companies Act, 2013	Particulars	SCTPL	SCL	Paid-up Capital	1,00,000	3,11,73,080	Net Worth* (Standalone)	(13.91)	6490.87	Total Income (Standalone)	54.54	4830.67
Particulars	SCTPL	SCL												
Paid-up Capital	1,00,000	3,11,73,080												
Net Worth* (Standalone)	(13.91)	6490.87												
Total Income (Standalone)	54.54	4830.67												
b.	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arm length";	Yes. The Transferor Company is wholly owned subsidiary of the Company and as such the said companies are related party to each other. However, Ministry of Corporate Affairs has clarified vide its General Circular No. 30/2014 dated 17th July 2014 that, transactions arising out of Compromise, Arrangements and Amalgamations dealt under specific provisions the Companies Act, 2013, will not fall within the purview of related party transaction in terms of section 188 of the Companies Act, 2013. Further, pursuant to Regulation 23(5)(b) of the SEBI (Listing Obligations and Disclosure Requirements)												

		Regulations, 2015, the related party transaction provisions are not applicable to the proposed Scheme and the Scheme is also exempt from the provisions of SEBI Master Circular No. SEBI/HO/CFD/POD-2/P/CIR/2023/93 dated 20 th June 2023.
c.	Area of business of the entity(ies);	SCTPL: The Transferor Company is engaged in the business of construction of buildings carried out on own-account basis or on a fee or contract basis. SCL: The Company is engaged in the business of design engineering consulting with end-to-end capabilities across architecture, structural, electrical, public health engineering (PHE), fire protection, heating ventilation and air conditioning (HVAC), leed certifications and energy audit domains. It also provides build services that includes detail engineering, procurement, civil construction, Pre-Engineered Building installation, Equipment installation, Equipment commissioning, Fire system piping, Utility piping, HVAC systems, clean rooms installation, site management keeping safety first.
d.	Rationale for amalgamation/ merger;	The proposed amalgamation would be in the best interest of the Transferor Company, Transferee Company and their respective shareholders, employees, creditors, customers and other stakeholders for the following reasons: - Reduction in number of companies and regulatory compliances thereof; - Simplification of group structure; - Ease of management; and - Reduction of overheads including administrative, managerial, and other expenditure, optimal utilization of resources, reduction in multiplicity of legal and regulatory compliances.
e.	In case of cash consideration amount or otherwise share exchange ratio;	Since the Transferor Company is a wholly owned subsidiary of the Company with all shares in the share capital of the Transferor Company being held by the Company along with its nominees and the Company, being the holding company, cannot issue or allot any shares to itself, no shares whatsoever will be issued by the Company in consideration of the amalgamation. Accordingly, all such shares of the Transferor Company held by the Company along with its nominees and investment of the Company in such shares as appearing in the books of the Company shall stand cancelled upon the Scheme being effective without issue or allotment of any new shares in lieu of such shares of the

		Transferor Company.
f.	Brief details of change in shareholding pattern (if any) of listed entity.	There will be no change in the shareholding pattern of the Company pursuant to the merger as no shares are being issued by the Company in connection with the Scheme.

Yours faithfully,
For Semac Construction Limited
(Formerly known as Semac Consultants Limited)

Aakriti Gupta
Company Secretary and Compliance Officer