



To

26th February 2025

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|---|---|
| The Listing Department BSE Limited Phiroze Jeejeebhoy 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 – 400051, Scrip Code: SEMAC |
|---|---|

Dear Madam/Sir,

In compliance of Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI LODR), this is to inform you that the Company is sending the postal ballot notice to its members today i.e. February 26, 2025 for seeking their approval on the following proposals:

1. Approval for reclassification of Authorized Share Capital of the Company and consequent alteration of the Memorandum of Association;
2. Approval for entering into a Material Related Party Transactions with Revathi Equipment India Limited (REIL)

Further, a copy of the Postal Ballot Notice is enclosed for kind reference. This is for your information and records.

For SEMAC CONSULTANTS LIMITED

Aakriti Gupta
Company Secretary

Semac Consultants Ltd.
(formerly Known as Revathi Equipment Limited.)
37, (Old No.19/25), "SURYALAYA"
Shankar Mutt Road, Shankarapuram,
Basavanagudi, Bengaluru - 560 004, Karnataka
Tel : +91 80 40749074
E-mail : semac@semacconsultants.com

Corporate Identity Number
L29120TZ1977PLC000780
ISO 9001 : 2015

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

Bengaluru

Gurugram

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POSTAL BALLOT NOTICE

[Pursuant to Section 108 & 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India [“SS-2”] read with the guidelines prescribed by the Ministry of Corporate Affairs [“MCA”] for conducting postal ballot process through e-voting vide various general circulars issued by MCA [“Circulars”] from time to time, including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and subject to other applicable laws and regulations, if any, Semac Consultants Limited (“the Company”) hereby seeks your approval for the special business(es) as considered in the Resolution(s), as appended below, through Postal Ballot by way of voting through electronic means (“remote e-voting”) and is followed by its Statement in terms of the provisions of Section 102(1) of the Act, setting out material facts and reasons thereof relating to special business(es) to be transacted.

In compliance with the aforesaid MCA Circulars and pursuant to Section 110 of the Act read with the relevant rules made thereunder, this Postal Ballot Notice is being sent only in electronic form to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/the Company’s Registrars and Transfer Agents - **MUFG Intime India Private Limited** (‘RTA’) as on Friday, February 21, 2025 (‘Cut-Off Date’).

Accordingly, hard copy of the notice along with the Postal Ballot Form and pre-paid business reply envelope will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

Pursuant to Rule 22 (5) & (6) of the Rules, the Board of Directors of the Company at their meeting held on 10th February, 2025, had appointed Sri M. D. Selvaraj, FCS, Managing Partner of M/s. MDS & Associates LLP, Company Secretaries, Coimbatore as the Scrutinizer to conduct the Postal Ballot through remote e-voting process in a fair and transparent manner and for ascertaining the requisite majority.

The Company has engaged the services of MUFG Intime India Private Limited [“MI IPL”] [formerly known as Link Intime India Private Limited] to provide remote e-voting facility to the Members of the Company through their website at: <https://instavote.linkintime.co.in>.

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Remote e-voting: Members are requested to read the instructions in the Notes under the section "Remote e-voting: Procedure" in this Notice to cast their vote(s) electronically and the important details of the same are as below:

| | |
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| Cut-off date [for determining the Members entitled to vote on the resolution set forth in this Notice] | Friday 21 st February, 2025 |
| Remote e-voting period [During this period, Members of the Company as on the cut-off date may cast their vote by remote e-voting] | |
| Starts on | 9:00 a.m. IST, 27 th February 2025 |
| Ends on | 5:00 p.m. IST 28 th March 2025 |

The Notice is available on the Company's website <https://www.semacconsultants.com/investor-relations>, 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, website of e-voting service provider and Registrar and Share Transfer Agent of the Company i.e., MUFG Intime India Private Limited at <https://instavote.linkintime.co.in>.

Members are requested to read the instructions carefully while expressing their assent (FOR) or dissent (AGAINST) as stated in the Notes of this Notice for casting of votes by remote e-Voting not later than 5:00 p.m. (IST) on Friday, 28th March, 2025. The remote e-Voting facility will be disabled by MIPL immediately thereafter.

In case of any queries, you may refer the Frequently Asked Questions [FAQs] for Shareholders and e-voting user manual for Members available at the download section of instavote.linkintime.co.in [under help section] or write an e-mail to enotices@in.mpms.mufig.com or compliance.officer@semacconsultants.com.

The Scrutinizer shall submit his report to the Chairman and Managing Director of the Company, or any other person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot e-voting will be announced within 2 working days from the conclusion of the e-voting and the same shall be displayed on website of the Company at www.semacconsultants.com, website of e-voting service provider MIPL and the same will be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), being the stock exchanges where the equity shares of the Company are listed.

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In the event, the resolution(s) as set out under Item No(s). 1 and 2 below, are assented by the requisite majority of the Members by means of the Postal Ballot process, it shall be deemed to have been duly passed as an Ordinary Resolution(s) at the General Meeting of the Company and it shall be deemed to have been passed on Friday, 28th March 2025, being the last date specified by the Company for e-voting

The resolution(s) for the purpose as stated herein below is proposed to be passed by Postal Ballot/ remote e-voting:

SPECIAL BUSINESS(ES):

1. Approval for reclassification of Authorized Share Capital of the Company and consequent alteration of the Memorandum of Association;

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 61, 13 and other applicable provisions, if any, of the Companies Act, 2013 (Act) read relevant rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Articles of Association of the Company, the consent of the members of the company be and is hereby accorded to re-classify the Authorised Share Capital of the Company from Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crore Five Lakhs) Equity Shares of Rs.10/- (Rupees Ten Only) each to Rs.10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 68,08,654 (Sixty Eight Lakhs Eight Thousand Six Hundred & Fifty Four) Equity shares of Rs.10/- (Rupees Ten Only) each and 36,91,346 (Thirty Six Lakhs Ninety One Thousand Three Hundred & Forty Six) Preference shares of Rs.10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof with the new clause as provided herein below:

V. The Authorised Share Capital of the Company is ₹ 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) comprising of 68,08,654 (Sixty Eight Lakhs Eight Thousand Six Hundred & Fifty Four) Equity shares of ₹ 10/- (Rupees Ten Only) each and 36,91,346 (Thirty Six Lakhs Ninety One Thousand Three Hundred & Forty Six) Preference shares of ₹ 10/- (Rupees Ten Only) each.

RESOLVED FURTHER THAT Ms. Aakriti Gupta, Company Secretary of the Company be and is hereby authorized to do and perform all acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to this resolution.

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2. Approval for entering into a Material Related Party Transactions with Revathi Equipment India Limited (REIL)

To consider and if thought fit, to give assent/dissent to the following resolution proposed to be passed as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended from time to time and Section 188 and the other applicable provisions, if any, of the Companies Act, 2013, (the Act) read with relevant 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 and recommendation of the Audit Committee and the Board of Directors of the Company, the approval of the members be and is hereby accorded to the Company, to enter/ continue to enter into agreement(s)/ contract(s)/ business transaction(s)/ arrangement(s) 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 notwithstanding the fact that such transactions either taken individually or together with previous transactions during a financial year may exceed 10% of the annual consolidated turnover of the Company or such other threshold limit as may be specified under applicable laws/ regulations from time to time, provided that the aggregate value of such transactions shall not at any time exceed Rs. 200 crores (Rupees Two Hundred crores only) on such terms and conditions as detailed in the statement as annexed to this notice as per provisions of Section 102 of the Act.

RESOLVED FURTHER THAT Board of Directors 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.

Place: 10th February 2025

Date: Gurugram

**By Order of the Board
For Semac Consultants Limited**

**Aakriti Gupta
Company Secretary & Compliance Officer**

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STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The existing Authorised Share Capital of the Company is ₹10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) divided into 1,05,00,000 (One Crores Five Lakhs) Equity Shares of ₹10/- (Rupee Ten Only) each.

The Company is intending to raise funds by means of issuance of Preference shares in near future, for which the existing authorized share capital is proposed to be re-classified to facilitate the Company to issue preference shares.

The Company now proposes to re-classify the existing authorized share capital as ₹ 10,50,00,000/- (Rupees Ten Crores Fifty Lakhs Only) comprising of 68,08,654 (Sixty-Eight Lakhs Eight Thousand Six Hundred & Fifty Four) Equity shares of ₹ 10/- (Rupees Ten Only) each and 36,91,346 (Thirty Six Lakhs Ninety One Thousand Three Hundred & Forty Six) Preference shares of ₹ 10/- (Rupees Ten Only) each.

Accordingly, the Board of Directors at their meeting held on 10th February, 2025, has approved the re-classification of the Authorised Share Capital of the Company and recommended to the members for their approval.

Consequent to the reclassification of Authorized share capital in the Clause V – Capital Clause of the Memorandum of Association of the Company is required to be altered. Hence, the necessary resolution has been proposed in item no 1 of the notice for the amendment of Clause V – Capital Clause of the Memorandum of Association of the Company.

A copy of the Memorandum of Association of the Company together with the proposed alteration would be available for inspection at the Registered Office of the Company on any working day during the normal business hours of the Company and the same will also be posted on the website of the Company.

Accordingly, the Board of Directors recommends and seeks the approval of the shareholders for the proposed resolution as per the details given above.

None of the 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. 1 of this Notice.

Item No 2

The Company at its 47th Annual General Meeting held on 27th September, 2024 obtained the approval of members for Material Related Party Transactions in respect of availing and rendering of any services/ transactions and borrowing / availing of loans/ advances/ Inter

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Corporate Deposit with Revathi Equipment India Limited (REIL) (Formerly known as 'Renaissance Corporate Consultants Limited') for a value not exceeding Rs. 100 crores.

Further, in accordance with Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (the Listing Regulations), and Section 188 of the Companies Act, 2013 as amended, any transactions with a related party shall be considered material, if the transaction(s) entered into/ to be entered into individually or taken together with the previous transactions during a financial year exceeds:

- Rs 1,000 crore or
- 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, and

such transactions shall require prior approval of shareholders by means of an Ordinary Resolution.

The Company anticipates an increase in the volume of said transactions with the related party, as detailed above, during the financial year, provided that the value of such transactions for an amount not exceeding Rs. 200 Crores at any point of time. Since, in terms of Regulation 23 of Listing Regulations, the value of such transaction exceeds 10% of the annual consolidated turnover of the Company, being the threshold limit for material related party transactions under the Listing Regulations, approval of the members is being sought for the transaction.

Further, the details of the transactions with the above-mentioned related party as required under SEBI Master circular vide number SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 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. |
| b. | Name of the Related Party | Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) |
| c. | Relationship with the listed entity, including nature of its concern or interest, financial or otherwise | Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.V.V.Subramanian, Independent Director and Mrs. Deepali Dalmia, Director of the Company who are interested as directors and Mr.Harivansh Dalmia, Whole-time Director of the Company who is interested as relative of directors |
| d. | Tenure of the transaction | For the period from 01 st April 2025 till the ensuing Annual General Meeting of the |

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| | | Company. |
| e. | Value of the transaction | Rs. 200 Crores (Rupees Two Hundred Crores only) |
| 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 156.87% based on audited consolidated financials for the year ended 31 st March, 2024 |
| g. | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: | |
| | i) details of the source of funds in connection with the proposed transaction; | Loans, advances and Inter-corporate Deposits |
| | ii) where any financial indebtedness is incurred to make or give loans, interoperate deposits, advances or investments, <ul style="list-style-type: none"> • Nature of Indebtedness • cost of funds; and • tenure | Not Applicable |
| | iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and | Rate of Interest 10% Repayable on Demand Unsecured |
| | iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT. | The funds will be utilized in order to meet working capital requirement of the Company |
| 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 Promoters 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 |

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| | | 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; | The Company has not relied upon the valuation or any external report in relation to the transaction. |
| 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 90.44% based on audited standalone financials for the year ended 31 st March, 2024. |
| k. | Any other information that may be relevant | Nil |

The resolution as set forth in Item no. 2 of this Notice has been recommended and approved by the Audit Committee and Board of Directors at their respective meetings held on 10th February 2025.

Accordingly, the Board of Directors recommends and seeks the approval of the shareholders by way of Ordinary resolution for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

Except Mr. Abhishek Dalmia, Chairman and Managing Director, Mr.V.V.Subramanian, Independent Director, Mr. Harivansh Dalmia, Whole-time Director and Mrs. Deepali Dalmia, Director of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No. 2 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 2 of this Notice.

Place: 10th February 2025
Date: Gurugram

**By Order of the Board
For Semac Consultants Limited**

**Aakriti Gupta
Company Secretary & Compliance Officer**

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NOTES:

1. A statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice is attached.

2. In compliance with the provisions and Circulars prescribed by MCA and SEBI, the Notice of Postal Ballot is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / MUFG Intime India Private Limited [“MI IPL/ RTA”] / Depositories. Members may note that the Notice will be available on www.semaccounselants.com, 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 and website of MI IPL i.e., instavote.linkintime.co.in.

3. Therefore, those members who have not yet registered their e-mail address are requested to get their e-mail address submitted by following the procedure as given herein below:

- i. In light of the MCA Circulars, for remote e-voting for this Postal Ballot, the members whether holding equity shares in dematerialised form or in physical form and who have not submitted their email address and as a consequence to whom the Postal Ballot notice could not be served, may temporarily get their e-mail address registered with the Company’s RTA, by submitting necessary request form(s) along with supporting documents. Post successful registration of the e-mail address, the Shareholder would get a soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this Postal Ballot. In case of any queries, Shareholders may write to the Company at compliance.officer@semaccounselants.com or to the RTA at instavote.linkintime.co.in.
- ii. It is clarified that for permanent submission of e-mail address, the Shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participant(s) and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. MUFG Intime India Private Limited, having its office at Surya, 35 Mayflower Avenue, behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641028 (Tel: +91 422-2539835/36), by following the due procedure.
- iii. Those Shareholders who have already registered their e-mail address are requested to keep their e-mail address validated with their depository participant(s)/ the Company’s RTA to enable serving of notices/ documents/ annual reports electronically to their e-mail address.

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4. Any query/grievance may please be addressed to Ms. Aakriti Gupta, Company Secretary with respect to this Postal Ballot at Email ID: compliance.officer@semacconsultants.com or to RTA at enotices@in.mpms.mufg.com.

5. Members are requested to carefully read the instructions while expressing their assent or dissent and to cast their vote(s) via e-voting by not later than 5:00 PM ("IST") on 28th March 2025.

6. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date. Further, a Member cannot exercise his/her vote by proxy on Postal Ballot.

Instructions for Voting through electronic means:

1. Pursuant to Section 108 of the Act, Rule 20 of the Rules, as amended, Regulation 44 of the Listing Regulations and the Circulars, the Company is pleased to provide the facility to the Members to exercise their right to vote on the resolutions proposed to be passed by Postal Ballot, by electronic means. As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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:

- Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- Enter User ID and Password. Click on "Login"
- 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.

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- 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.nsd.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsd.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.nsd.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.
- a) 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.
- b) 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.

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- 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.

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 “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 “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 “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.

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**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:

A. 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.

B. 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.

C. DOB/DOI:

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

D. 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.

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- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. 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 InstaVote Login credentials.
- 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.

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**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

METHOD 2 - 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:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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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.

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.

| f) Login type | g) Helpdesk details |
|--|--|
| h) 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.co.in or call at : 022 - 4886 7000 |
| i) 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 |

j) Forgot Password: Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

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.*

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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”.

Place: 10th February 2025

Date: Gurugram

**By Order of the Board
For Semac Consultants Limited**

**Aakriti Gupta
Company Secretary & Compliance Officer**

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