



**Secretarial Compliance Report of M/s. Semac Consultants Limited  
for the financial year ended 31<sup>st</sup> March 2024**

*[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019 (as amended) read with relevant circulars issued by Stock Exchanges]*

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

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on 31<sup>st</sup> March 2024, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

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

- (a) all the documents and records made available to us, and explanation provided by **M/s. Semac Consultants Limited (Formerly known as Revathi Equipment Limited)**,
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange on India Limited ("the stock exchanges")
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this report,

for the year ended 31<sup>st</sup> March 2024 ("Review Period") in respect of compliance with the provisions of:



- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

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

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
- (f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (g) circulars/ guidelines issued thereunder

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

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure A.**
- (b) The listed entity has taken actions to comply with the observations made in the previous report pertaining to the financial year ended 31<sup>st</sup> March 2023 as set out in **Annexure B.**

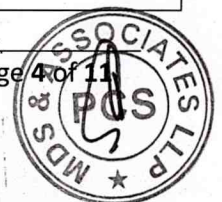


I. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<p><b><u>Secretarial Standards:</u></b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI) as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	Yes	Nil
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities.</li> </ul>	Yes	Nil
	<ul style="list-style-type: none"> <li>All the policies are in conformity with SEBI Regulations and has been reviewed &amp; updated on time, as per the regulations/ circulars/ guidelines issued by SEBI</li> </ul>	Yes	Except to the extent that the policies are not initialled and signed and that the contact details of ombudsman are not updated in the Whistle Blower Policy
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>The Listed entity is maintaining a functional website</li> </ul>	Yes	However, there is no separate section for Disclosures under Reg. 46 of SEBI (LODR) Regulations, 2015 as required under BSE Circular dt. 04.07.2022
	<ul style="list-style-type: none"> <li>Timely dissemination of the documents/ information under a separate section on the website</li> </ul>	Yes	Based on the representation received from the management, it is noted that the



			documents / information has been disseminated in a timely manner
	<ul style="list-style-type: none"> <li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website</li> </ul>	No	Weblink does not re-direct to the relevant document of the website
4.	<p><b><u>Disqualification of Director:</u></b> None of the Director(s) of the listed entity are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity</p>	Yes	Nil
5.	<p><b><u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u></b> a) Identification of material subsidiary companies</p>	Yes	The Company does not have any material subsidiaries
	b) Disclosure requirement of material as well as other subsidiaries	Yes	The Company does not have any material subsidiaries
6.	<p><b><u>Preservation of Documents:</u></b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Based on the representation received from the management, it is noted that the archival of records of the Company is under process
7.	<p><b><u>Performance Evaluation:</u></b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/ during the financial year as prescribed in SEBI Regulations</p>	Yes	Nil



8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions; or	Yes	Nil
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained	NA	Nil
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	No	The Company has not disclosed certain disclosures as required under Regulation 30 within the stipulated time.
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Nil
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	Nil
	The actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges are specified in the last column.	Yes	BSE Limited and National Stock Exchange of India Limited vide email dated 14 <sup>th</sup> June 2023 have imposed a fine of Rs. 11,800/- (inclusive

			of GST) each on the Company for the non-compliance of Regulation 29(2) of SEBI (LODR) Regulations, 2015
12.	<p><b><u>Resignation of Statutory Auditors from the listed entity or its material subsidiaries:</u></b></p> <p>In case of resignation of Statutory Auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.</p>	NA	There was no resignation of statutory auditors during the review period
13.	<p><b><u>Additional Non-compliances, if any:</u></b></p> <p>No additional non-compliances observed for any SEBI regulation/ circular/ guidance note etc.</p>	Yes	There are no additional non-compliances except those mentioned in Annexure-A

*Note: There was no appointment / re-appointment / resignation of statutory auditors of the Company during the period under review. Further the terms of their appointment were in compliance of Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019 issued by the Securities and Exchange Board of India.*

### Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.



# MDS & Associates LLP

## Company Secretaries

*Continuation Sheet...*

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

Place: Coimbatore

Date: 28.05.2024



**For MDS & Associates LLP  
Company Secretaries**

A handwritten signature in black ink, appearing to read "M.D. Selvaraj".

**M.D. Selvaraj**

**Managing Partner**

**Membership No.: FCS 960 C P No.: 411**

**Peer Review No. 3030/2023**

**UDIN: F000960F000465908**

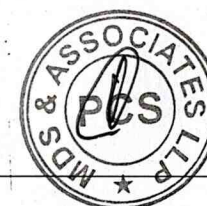
Annexure A

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 29(1) & (2) of SEBI (LODR) Regulations, 2015 mandates that the listed entity shall give prior intimation to stock exchange about the board meeting in which the proposal of declaration or recommendation of dividend is due to be considered, at least two working days in advance, excluding the date of the intimation and date of the meeting	Regulation 29(1) & (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The date of board meeting in which the proposal of declaration or recommendation of dividend being considered, was not intimated to the stock exchanges within the prescribed time	BSE Limited and National Stock Exchange of India Limited	Fine	The intimation of board meeting in which the proposal of declaration or recommendation of dividend being considered, was not intimated to the stock exchanges within the prescribed time	Rs. 11,800/- by BSE Limited and National Stock Exchange of India Limited separately	BSE Limited and National Stock Exchange of India Limited vide email dated 14 <sup>th</sup> June 2023 have imposed a fine of Rs. 11,800/- (inclusive of GST) each on the Company for the non-compliance of Regulation 29(2) of SEBI (LODR) Regulations, 2015	The management will ensure that there will be no such instance going forward	Nil
2.	Regulation 30(6) of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July 2023 mandates that the listed entity shall report certain events which are material in nature within the prescribed time.	Regulation 30(6) read with Part A of Schedule III of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended) and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July 2023	Certain events or information which are material in nature pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 were not submitted to the stock exchanges within the prescribed time.	Nil	Nil	The events or information which are material in nature pursuant to Regulation 30 of SEBI (LODR) Regulations, 2015 were not submitted to the stock exchanges within the prescribed time	Nil	During the year under review, the Company had reported events or information which are material in nature, to the stock exchanges, beyond the time as prescribed under Regulation 30(6) read with Part A of Schedule III of SEBI (LODR) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13 <sup>th</sup> July 2023	The management stated that the compliance of the above regulation shall be ensured in future.	Nil





Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
3.	The circulars issued by BSE Limited and National Stock Exchange of India Limited vide Circular Nos. 20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE/CML/2023/11 dated 27.01.2023 mandates the filing of certain announcements in XBRL format on BSE Listing Centre and NEAPS Platform within 24 hours from the time of filing of announcement in .pdf mode	BSE Circular Nos. 20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE Circular No. NSE/CML/2023/11 dated 27.01.2023	Certain events or information required to be filed in XBRL format pursuant to BSE & NSE circulars, were not submitted to the stock exchanges within the prescribed time.	Nil	Nil	Certain events or information required to be filed in XBRL format pursuant to BSE & NSE circulars, were not submitted to the stock exchanges within the prescribed time.	Nil	During the year under review, the Company had not filed the disclosure of certain announcements in XBRL format, which is not in compliance with BSE Circular No. 20230127-37 dated 27.01.2023 & 20230331-87 dated 31.03.2023 and NSE Circular No. NSE/CML/2023/11 dated 27.01.2023 respectively.	The management stated that the compliance of the above regulation shall be ensured in future.	Nil



Annexure B

Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
1.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandates that the listed entity shall submit to the stock exchanges, the disclosures of related party transactions in the format as specified by the Board from time to time and publish the same on its website.  Provided further that the listed entity shall make such disclosures every six months within fifteen days from the date of publication of its standalone and consolidated financial results.	Regulation 23(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The disclosure of related party transactions for the half year ending 31 <sup>st</sup> March 2022 was not submitted by the listed entity within 15 days from the date of publication of its standalone and consolidated financial results.	BSE Limited and National Stock Exchange of India Limited	Fine	The disclosure of related party transactions for the half year ending 31 <sup>st</sup> March 2022 in respect of the Audited financial results declared on 24 <sup>th</sup> May 2022 was submitted by the listed entity on 9 <sup>th</sup> June 2022, which is not within the time stipulated under the regulations.	Rs. 5,900/- by BSE Limited and National Stock Exchange of India Limited separately	BSE Limited and the National Stock Exchange of India Limited vide their respective letters dated 14 <sup>th</sup> July 2022 imposed a fine of Rs. 5,900/- (inclusive of GST) each on the Company. The Company has paid the requisite fine to the Stock Exchange(s) on 15 <sup>th</sup> July 2022.	The format of the Related Party Transaction to be submitted to the stock exchange was revised by SEBI. Due to lack of clarity in the presentation of Related Party Transaction, one day of delay occurred in the submission of the Related Party Transaction to the stock exchange. The management will ensure that there will be no such instance going forward	Nil



Sr. No.	Compliance Requirement	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of violation	Fine Amount	Observations/ Remarks of the PCS	Management Response	Remarks
2.	The listed entity shall submit to the stock exchange, within two working days of conclusion of its General Meeting, the details regarding the voting results in the format specified by the Board (XBRL)	Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	The details regarding the voting results of general meeting were not submitted to the stock exchanges within two working days of conclusion of meeting	NA	NA	The voting results of Court Convened Meeting of equity shareholders held on 3 <sup>rd</sup> December 2022 were intimated to BSE Limited and National Stock Exchange of India Limited (stock exchanges) on 12 <sup>th</sup> December 2022, which is not within the time stipulated under the regulations i.e., within two working days of conclusion of meeting.	NA	The voting results of Court Convened Meeting of equity shareholders held on 3 <sup>rd</sup> December 2022 were intimated to BSE Limited and National Stock Exchange of India Limited (stock exchanges) on 12 <sup>th</sup> December 2022, which is not within the time stipulated under the regulations i.e., within two working days of conclusion of meeting.	The voting results were submitted to the Stock Exchanges within two working days from the date of receipt of the same by the Company.	Nil

