



MDS & Associates LLP

Company Secretaries

COMBINED SCRUTINIZER'S REPORT FOR REMOTE E-VOTING AND POLL AT THE ANNUAL GENERAL MEETING

(Pursuant to Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 - as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To

The Chairman

47th Annual General Meeting of the Equity Shareholders of

M/s SEMAC CONSULTANTS LIMITED

(Formerly known as Revathi Equipment Limited)

(L42900TZ1977PLC000780)

Held on Friday, 27th September 2024, at 11:30 AM at

the Registered Office of the Company situated at Pollachi Road,

Malumichampatti Post,

Coimbatore - 641 050

Dear Sir,

Sub: Scrutinizer's Report on passing of resolution through Remote E-voting Process and through Poll conducted at the 47th Annual General Meeting of M/s. SEMAC CONSULTANTS LIMITED held on 27th day of September 2024.

I, M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore have been appointed by the Board of Directors of **M/s. SEMAC CONSULTANTS LIMITED** ("the Company") as a Scrutinizer for the remote e-voting process held between Tuesday, the 24th day of September, 2024 at 9:00 AM to Thursday, the 26th day of September 2024 till 5:00 PM and for the poll taken at the 47th Annual General Meeting of the Company held on Friday the 27th day of September, 2024 at 11.30 AM at the Registered Office of the Company situated at Pollachi Road, Malumichampatti Post, Coimbatore - 641 050, Tamilnadu, India on the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the said 47th Annual General Meeting dated 06th August, 2024 read with the corrigendum to the Notice dated 02nd September 2024 in accordance with the provisions of Section 108 and 109 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.



Report of Scrutinizer on remote e-voting & Poll by members of Semac Consultants Ltd at the 47th AGM held on 27.09.2024 Page 1 of 9

Responsibility of the Management

The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder in relation to exercising of voting rights through remote e-voting and poll process, on the Resolution(s) as set out in the Notice convening the 47th Annual General Meeting dated 06th August, 2024 read with the corrigendum to the Notice dated 02nd September 2024.

Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the remote e-voting process and for the voting through poll at the 47th Annual General Meeting, is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the Resolution(s) set out under Item No.1 to Item No.5 in the Notice convening the 47th Annual General Meeting read with the corrigendum issued thereunder, based on the reports generated from the e-voting portal provided by the Link Intime India Private Limited (LI IPL), the Authorised Agency engaged by the Company for providing the remote e-voting facility and also on the poll taken at the 47th Annual General Meeting.

- a. The Notice dated 06th August, 2024 read with the corrigendum to the Notice dated 02nd September 2024 convening the 47th Annual General Meeting (AGM) of the Company along with necessary statement setting out the material facts under Section 102 of the Companies Act, 2013 and the disclosure under Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), in respect of the below mentioned resolution(s) to be passed at the said 47th Annual General Meeting of the Company, were sent by the M/s. Link Intime India Private Limited ("LI IPL") through electronic mail to the members who had registered their email ID with the Company / Depositories. In respect of members whose email ID is not available, physical copy of the AGM Notice along with the annual report was sent by Post. However, the Company has not sent the Notice of Annual General Meeting and financial statement to the Shareholders whose shares are held in Semac Consultants Limited Suspense Escrow Demat Account. The Company has also placed the notice of the 47th Annual General Meeting on its website.



- b. The Company has availed the e-voting services offered by LI IPL for providing the remote e-voting facility to the shareholders of the Company.
- c. The remote e-voting period commenced on Tuesday, 24th September 2024 at 9:00 AM (IST) and ended on Thursday, 26th September 2024 at 5:00 PM (IST). During the period, the members of the Company (includes shareholders holding shares in Semac Consultants Limited Suspense Escrow Demat Account), holding shares in physical and/or in dematerialized form, as on the cut-off date i.e., 20th September 2024 were entitled to vote on the resolutions set out in the Notice of the 47th Annual General Meeting. The remote e-voting module of LI IPL was disabled on Thursday, 26th September 2024 at 5:00 PM (IST).
- d. During the 47th Annual General Meeting, the polling papers were provided to the shareholders who were present and had not cast their vote on the resolutions through remote e-voting to vote by way of poll at the Meeting. After the time fixed for closing of the poll by the Chairman, 1 (One) Ballot Box kept for polling was locked.
- e. The locked Ballot Box was subsequently opened and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the Authorizations/Proxies lodged with the Company.
- f. I, as the Scrutinizer, unblocked the votes cast by the Shareholders of the Company through the e-voting process, on 27th September 2024 at 2.26 PM (IST) in the presence of Mr. A Selten Jayaraj (Witness No.1) and Mr. M Karthick (Witness No.2) who are not in employment of the Company in accordance with Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014 (as amended).
- g. Thereafter, the details containing *inter alia* the list of Equity Shareholders of the Company, who have cast "for" or "against" each of the resolution(s) that were put to vote through remote e-voting process, were generated from the e-voting portal of LI IPL.



- h. I have scrutinized the votes cast by remote e-voting and by poll at the Annual General Meeting and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 (as amended).
- i. I have already issued a separate Scrutinizer's Report dated 28th September, 2024 on the remote e-voting process and also a separate Scrutinizer's Report dated 28th September, 2024 in the prescribed Form No.MGT-13 on the Poll taken at the 47th Annual General Meeting of the Company.
- j. Based on the reports generated from the e-voting portal of LI IPL and polling papers, I hereby submit my Combined Report on the results of the votes cast by the shareholders of the Company through remote e-voting and poll at the meeting on the resolution(s) as set out under Item No.1 to Item No.5 of the Notice convening the 47th Annual General Meeting read with corrigendum:



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Company Secretaries

Continuation Sheet...

Ordinary Business

Resolution No: 1

Ordinary resolution

Adoption of the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2024 together with the Reports of the Board of Directors and Auditors thereon.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	14	8,953	99.83
Poll	22	19,58,542	100.00
Total Voting	36	19,67,495	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	15	0.17
Poll	0	0	0.00
Total Voting	2	15	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Note: 1 shareholder holding 3 equity shares have partially voted in favour of the resolution for 1 equity share and have abstained from voting for 2 equity shares by means of poll.

Thus, the Ordinary Resolution as given in Item No.1 may be considered as passed with requisite majority



Ordinary Business

Resolution No: 2

Ordinary Resolution

Appointment of Mr. Harivansh Dalmia (DIN: 08750555), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers himself for re-appointment.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	14	8,953	99.83
Poll	22	19,58,542	100.00
Total Voting	36	19,67,495	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	15	0.17
Poll	0	0	0.00
Total Voting	2	15	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Note: 1 shareholder holding 3 equity shares have partially voted in favour of the resolution for 1 equity share and have abstained from voting for 2 equity shares by means of poll.

Thus, the Ordinary Resolution as given in Item No. 2 may be considered as passed with requisite majority.



Special Business

Resolution No: 3

Ordinary Resolution

Approval of the Material Related Party Transaction entered into with Revathi Equipment India Limited (REIL).

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	13	7,658	85.39
Poll	19	479	100.00
Total Voting	32	8,137	86.13

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	3	1,310	14.61
Poll	0	0	0.00
Total Voting	3	1,310	13.87

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Note: a. 4 Shareholders, being related parties/Promoters, holding 19,58,646 equity shares have not voted in the resolution.

b. 1 Shareholder holding 3 equity shares, have partially voted in favour of the resolution for 1 equity share and abstained from voting for 2 equity shares by means of poll.

Thus, the Ordinary Resolution as given in Item No. 3 may be considered as passed with requisite majority.



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Continuation Sheet...

Special Business

Resolution No: 4

Ordinary Resolution

Approval of the Material Related Party Transaction entered into with Renaissance Consultancy Services Limited (RCSL).

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	13	7,658	85.39
Poll	19	479	100.00
Total Voting	32	8,137	86.13

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	3	1,310	14.61
Poll	0	0	0.00
Total Voting	3	1,310	13.87

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Note: a. 4 Shareholders, being related parties/Promoters, holding 19,58,646 equity shares have not voted in the resolution.

b. 1 Shareholder holding 3 equity shares, have partially voted in favour of the resolution for 1 equity share and abstained from voting for 2 equity shares by means of poll.

Thus, the Ordinary Resolution as given in Item No. 4 may be considered as passed with requisite majority.



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Continuation Sheet...

Special Business

Resolution No: 5

Special Resolution

Appointment of Mr. Vishal Gupta (DIN: 00097939), as a Non-Executive Independent Director of the Company.

VOTES CAST IN FAVOUR OF THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	14	8,953	99.83
Poll	22	19,58,542	100.00
Total Voting	36	19,67,495	100.00

VOTES CAST AGAINST THE RESOLUTION

Mode of Voting	Number of Members Voted through electronic means and Poll	Number of votes cast	Percentage of Total Number of valid votes cast
E-Voting	2	15	0.17
Poll	0	0	0.00
Total Voting	2	15	Negligible

INVALID VOTES

Mode of Voting	Number of Members whose votes were declared INVALID	Number of votes cast
E-voting	0	0
Poll	0	0
Total Voting	0	0

Note: 1 shareholder holding 3 equity shares have partially voted in favour of the resolution for 1 equity share and have abstained from voting for 2 equity shares by means of poll.

Thus, the Special Resolution as given in Item No. 5 may be considered as passed with requisite majority.

Based on the Scrutinizer's Report, the Resolution Nos.1 to 5 have been passed with requisite majority

For Semac Consultants Limited

Abhishek Dalmia
(DIN: 00011958)
Chairman & Managing Director

For MDS & Associates LLP
Company Secretaries

M. D. Selvaraj
M D Selvaraj

Managing Partner
FCS No.: 960; C P No.: 411
Peer Review No. 3030/2023
UDIN: F000960F001352046

