

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

E-mail: srinivasan@revathi.in Website: www.revathi.in

Phone No.: 0422 - 6655111 Fax: 0422 - 6655199

NOTICE OF THE ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Members of the Company will be held on Monday, the 29th day of September, 2014 at 2.30 P.M. at the Registered Office of the Company at Pollachi Road, Malumachampatti PO, Coimbatore 641050 to transact the following businesses:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon.
2. To appoint a Director in the place of Mr.Chaitanya Dalmia (holding DIN 00028402), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in the place of Mr.P.M.Rajananarayanan (holding DIN 00016667), who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS :

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. B D NARANG** (holding DIN 00038052), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 to hold office for five consecutive years for a term up to 28th September 2019, not liable to retire by rotation.
6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. S C KATYAL** (holding DIN 00614377), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 to hold office for five consecutive years for a term up to 28th September 2019, not liable to retire by rotation.
7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**
RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, **Mr. B V RAMANAN** (holding DIN 00934602), Director of the Company whose period of office is liable to determination by retirement of Directors by rotation and who in accordance with the provisions of the Companies Act, 2013 is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company with effect from 29th September 2014 to hold office for five consecutive years for a term up to 28th September 2019, not liable to retire by rotation.
8. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**
RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, **Mrs. DEEPALI DALMIA** (holding DIN 00017415) who was appointed by the Board of Directors as an Additional Director of the Company at their meeting held on 8th August

2014 and who holds office up to the date of this Annual General Meeting of the Company as per the provisions of Section 161(1) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director be and is hereby appointed as Director of the Company, who shall, while holding such office as the Director, be liable to retire by rotation.

9. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT subject to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, Articles 132 & 144 of Articles of Association of the Company be and is hereby amended in the following manner;

The existing Articles 132 & 144 be deleted and the following new Articles 132 & 144 shall be substituted thereof

"132. At every Annual General Meeting of the Company, one-third of such of the Directors for the time being as are liable to retire by rotation or if their number is not three or a multiple of three, the number nearest to one-third shall retire from office. The Executive Chairman and the Independent Directors appointed pursuant to the provisions of Section 149 of the Companies Act, 2013 shall not be subject to retirement under this clause.

144. 1) A Managing Director or Whole-time Director(s) shall while he continues to hold that office be subject to retirement by rotation, in accordance with Article 133. If he ceases to hold the office of Director he shall ipso facto and immediately cease to be a Managing Director or Whole-time Director(s).

2) A provision of the Act or these articles requiring or authorizing a thing to be done by or to a director and chief executive officer, manager, company secretary or chief financial officer shall be satisfied by its being done by or to the same person acting both as director and as, or in place of, chief executive officer, manager, company secretary or chief financial officer."

10. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

"RESOLVED THAT in supersession of the Ordinary Resolution adopted at the 8th Annual General Meeting held on 15.11.1985 and pursuant to Section 180(1)(c) and any other applicable provisions of the Companies Act, 2013 read with the relevant Rules thereof, consent and approval of the Company be and is hereby accorded to the Board of Directors to borrow from time to time in one or more tranches, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies to be borrowed together with that already borrowed by the Company (apart from temporary loans obtained from the company's bankers in the ordinary course of business) and remaining outstanding will exceed the aggregate of the paid-up share capital and free reserves, provided that the total amount upto which monies may be borrowed by the Board of Directors (apart from temporary loans obtained from the company's bankers) shall not exceed Rs.150 Crores (Rupees One Hundred and Fifty Crores only).

11. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT in supersession of the earlier resolutions and pursuant to the provisions of section 180(1)(a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 read with the relevant Rules thereof the members of the Company hereby accord their consent to the Board of Directors, including any committee thereof for the time being exercising the powers conferred on them by this resolution, to mortgage or to create charge, mortgage and/or hypothecate the whole of or substantially the whole of the undertakings of the Company at such time and on such terms and conditions as the Board may deem fit, in the best interest of the Company.

RESOLVED FURTHER THAT the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets, and/or undertakings of the Company (both present and future) in certain events, to banks/financial institutions, other lending agencies, and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans or foreign currency loans.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to finalize the terms and conditions for creating the aforesaid mortgage and/or charge and to execute the documents and such other agreements and also to agree to any amendments thereto from time to time as it may think fit for the aforesaid purpose and to do all such acts, deeds, matters and things as may be necessary and expedient for giving effect to the above resolution.

12. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT in accordance with the provisions of Section 198, 269, 309 and other applicable provisions, if any, read with Schedule XIII of the Companies Act, 1956, the consent of the company be and is hereby accorded for the payment of Rs. 4,66,667 as special allowance (in addition to the existing remuneration) to Mr.S.Hariharan, Whole time Director & CFO of the Company in the financial year 2013-14 as duly approved by the Nomination and Remuneration Committee and the Board of Directors on 08.08.2014.

13. To consider and if thought fit, to pass with or without modification the following resolution as a **Special Resolution:**

RESOLVED THAT pursuant to Sections 198, 269, 309(5B) and other applicable provisions of the Companies Act, 1956 read with Schedule XIII, and subject to the approval of the Central Government the consent of the Company be and is hereby

accorded for waiver from recovery of excess amount of remuneration of Rs. 406,087 already paid to Mr. Abhishek Dalmia, Executive Chairman for the financial year 2013-14, which is in excess of the limits prescribed in Section B of Part-II of the Schedule XIII of the Companies Act, 1956.

FURTHER RESOLVED THAT the Board of directors of the Company be and are hereby authorised to do all such deeds, acts and things as may be considered necessary, proper or expedient in order to give effect to the above resolution.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5

Mr. B D NARANG is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 29th September, 2008. The qualification and expertise of Mr. B D NARANG has been detailed in the annexure attached.

Mr. B D NARANG is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. B D NARANG being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 29th September 2014. A notice has been received from a member proposing Mr. B D NARANG as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. B D NARANG fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. B D NARANG as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. B D NARANG as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. B D NARANG as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. B D NARANG, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mr. S C KATYAL is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 24th June, 1983. The qualification and expertise of Mr. S C KATYAL has been detailed in the annexure attached.

Mr. S C KATYAL is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. S C KATYAL being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 29th September 2014. A notice has been received from a member proposing Mr. S C KATYAL as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr. S C KATYAL fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr. S C KATYAL as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. S C KATYAL as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. S C KATYAL as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. S C KATYAL, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

Item No. 7

Mr. B V RAMANAN is a Non-Executive Independent Director of the Company. He joined the Board of Directors of the Company on 20th January 2010. The qualification and expertise of Mr. B V RAMANAN has been detailed in the annexure attached.

Mr. B V RAMANAN is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of Companies Act, 1956. Under the provisions of the Companies Act, 2013, an Independent Director should be appointed for a fixed term and is not liable to retire by rotation. In terms of Section 149 and other applicable provisions of the Companies Act, 2013 Mr. B V RAMANAN being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years with effect from 29th September 2014. A notice has been received from a member proposing Mr. B V RAMANAN as a candidate for the office of Director of the Company.

In the opinion of the Board, Mr.B V RAMANAN fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr.B V RAMANAN as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr.B V RAMANAN as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr.B V RAMANAN as an Independent Director, for the approval by the shareholders of the Company.

Except Mr.B V RAMANAN, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

Item No. 8

Mrs. DEEPALI DALMIA has been appointed as an additional Director by the Board of Directors of the Company pursuant to section 161 of the Companies Act, 2013 with effect from 8th August 2014 and holds the office up to the conclusion of the ensuing Annual General Meeting. The Company has received a notice under section 160 of the Companies Act, 2013 from a member signifying his intention to propose the candidature of Mrs.DEEPALI DALMIA for the office of Director.

As per the provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the Company should have at least one woman director. Keeping in view of these legal requirements, the Board of Directors have proposed that Mrs. DEEPALI DALMIA be appointed as a Director of the Company.

The Board of Directors recommend the resolution in Item No. 8 of the Notice for the approval of the members.

Except Mrs. DEEPALI DALMIA, being an appointee and Mr.Abhishek Dalmia, Executive Chairman as relative of the appointee director, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9

The Board of Directors at their meeting held on 8th August 2014 has recommended altering Articles 132 & 144 of the Articles of Association of the Company. The present article 132 of the Articles of Association of the Company states that the office of the Debenture Director and Special Director appointed as per Article 116 and 117 shall not while holding such office be liable to retirement by rotation. The Board considers it desirable that the office of the Executive Chairman and the Independent Directors are to be excluded in the determination of retirement of directors by rotation. Hence, the necessary provision has been included.

The present article 144 of the Articles of Association of the Company does not provide for any provision to enable the Managing Director or Whole-time Director(s) of the Company to retire by rotation at the Annual General Meetings. Hence the Article has to be altered in line with the Companies Act, 2013 to make the office of Managing / Whole time Directors office liable to retire by rotation.

Further, the Board considers it desirable that a provision be included in the Articles of Association to enable a person to act both as Director and as, or in place of, Chief Executive Officer, Manager, Company Secretary or Chief Financial Officer of the Company.

Therefore, the Board of Directors in order to comply with the provisions of Section 152(6) of the Companies Act, 2013 recommends amendment to the Articles of Association by deleting the existing Article 144 and substituting with the new Article 144, to make the office of Managing Director or Whole time Director(s), while holding such office as liable to retirement by rotation at the general meetings.

The Resolution at Item No. 9 of the Notice is set out as a Special Resolution for approval by the members in terms of Section 14 of the Companies Act, 2013. The Board of Directors recommend the resolution for approval of the Members.

A copy of the Articles of Association of the Company together with the proposed amendments will be available for inspection by the members during the office hours on any working day.

Except Mr.S.Hariharan, Whole-time Director & CFO, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9.

Item No. 10 & 11

Pursuant to the notification issued by the Ministry of Corporate Affairs on September 12, 2013, Section 180(1)(a) and 180 (1)(c) of the Companies Act, 2013 have come into force with effect from September 12, 2013. Accordingly the limits approved by the members of the Company under Section 293(1)(a) and 293(1)(d) of the Companies Act, 1956 is valid for a period of one year from the date of notification of Section 180 of the Companies Act, 2013. In order to comply with the provisions of Companies Act, 2013, approval of the Members is sought by way of Special Resolution under Section 180(1)(c) and 180(1)(a) of the Companies Act, 2013, to borrow monies in excess of Paid-up Capital of the Company and its free reserves and to create security by way of creating mortgage, hypothecation and / or charge on movable / immovable properties of the Company.

The Board recommends the Special Resolution as set out in Item No.10 & 11 of the Notice for approval of the Members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 10 & 11.

Item No. 12

The Board of Directors at their meeting held on 8th August 2014 on the recommendation of Nomination and Remuneration Committee, had approved the payment of Rs. 4,66,667 as special allowance to Mr.S. Hariharan, Whole time Director & CFO in the financial year 2013-14 in addition to the present remuneration.

All other existing terms of remuneration payable to Mr.S. Hariharan, Whole time Director & CFO for the remainder of the current term of appointment as approved by the Members shall remain unchanged.

The variation in remuneration payable to Mr.S. Hariharan, Whole time Director & CFO of the Company are pursuant to the provisions of Section 198, 269 and 309 read with Schedule XIII and other applicable provisions of the Companies Act, 1956, if any and are subject to the approval of the Members in the General Meeting.

The Board of Directors recommend the resolution in Item No. 12 of the Notice for the approval of Members.

Except Mr.S.Hariharan, being a recipient none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

Item No. 13

The Company has no profit(s) as arrived under Section 349 and 350 of the Companies Act, 1956 for the year 2013-14 to effect payment of minimum remuneration as per Part II of Schedule XIII under category B. As per Part II of Schedule XIII under category B, Mr.Abhishek Dalmia, Executive Chairman was eligible to draw a total annual remuneration of Rs.36,00,000. However, during the year 2013-14, he drew Rs 40,06,087 by way of remuneration as approved by Members on August 29, 2011. Accordingly, an amount of Rs. 4,06,087 was paid in excess of the limit(s) specified in Schedule XIII of the Act. The nomination and remuneration committee and Board of Directors have recommended waiver from recovery of excess remuneration paid to him. Hence necessary resolution for waiver from recovery of excess remuneration paid to Mr.Abhishek Dalmia is set out in item No. 13 of the Agenda.

Necessary application will be made to the Central Government for waiver from recovery of excess remuneration paid to Mr.Abhishek Dalmia after obtaining consent of the Members.

The Board of Directors recommend the resolution in Item No. 13 of the Notice for the approval of the members.

Except Mr. Abhishek Dalmia, being a recipient, Mr.Chaitanya Dalmia & Mrs.Deepali Dalmia Directors as relative of the Executive Chairman, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 13.

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. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and forms part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
5. The register of members and share transfer books of the company will remain closed from 22nd September 2014 to 29th September 2014 (both days inclusive).
6. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent (RTA) and in case their shares

are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/RTA.

7. Members desirous of receiving 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 can be made available at the meeting.
8. 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.
9. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
10. 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 SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
11. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the company M/s.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
12. Electronic copy of the Annual Report for 2014, the Notice of the 37th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip, Proxy Form and Postal Ballot Form in lieu of e-voting are being sent to all the members whose email IDs are registered with the Company / Depository Participant(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, physical copies of the Annual Report for 2014 is being sent in the permitted mode.

13. Voting through electronic means:

- I. Pursuant to Clause 35B of the Listing Agreement with the Stock Exchange and Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 37th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL) :

In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this notice, a postal ballot Form is annexed. A member desiring to exercise vote by postal ballot shall complete the enclosed Ballot Form with assent (for) or dissent (against) and send it to Mr.M.D.Selvaraj, Scrutinizer, MDS Associates, "Surya", 35 Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028 so as to reach him on or before 25th September, 2014 by 5.00 P.M. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received. Kindly note that members can opt for only one mode of voting i.e., either by postal ballot or through e-voting. If members are opting for e-voting then do not vote by postal ballot or vice versa.

However, in case of members casting their vote by postal ballot and e-voting, then voting done through e-voting shall prevail and voting done by Postal Ballot will be treated as invalid.

The instructions for members for voting electronically are as under:-

(A) In case of members receiving e-mail:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.Next enter the Image Verification as displayed and Click on Login.
- (iv) If you are holding shares in demat form and had logged on to www.evotingindia.com and casted your vote earlier for any company, then your existing password is to be used.
- (v) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form

PAN	<ul style="list-style-type: none"> ● Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) ● Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their names and the last 8 digits of the Demat Account / Folio Number in the PAN field ● In case the folio number is less than 8 digits, enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. : If your name is Srinivasan with folio number 200, then enter SR00000200 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account dd/mm/yyyy format.
Dividend Bank Details#	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. If the details are not recorded with the depository or company please enter the member ID / folio number in the Dividend Bank details field

Please enter the DOB or Dividend Bank Details in order to login.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will then reach directly the "Revathi Equipment Limited" screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the relevant EVSN - Revathi Equipment Limited on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (B) In case of members receiving the physical copy:
- Please follow all steps from sl. no. (i) to sl. no. (xv) above to cast vote.
 - The voting period begins on 23rd September 2014 at 9.00 AM and ends on 25th September 2014 at 5.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd August 2014 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

(C) In case of members desiring to exercise vote by Postal Ballot:

A Member desiring to exercise vote by Postal Ballot should complete the Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope properly sealed. Members are requested to read the instructions contained on the reverse of the Postal Ballot Form and follow the same.

II. 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 (record date) of 22nd August, 2014.

III. Mr.M.D.Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman of the meeting.

V. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.revathi.in and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

The notice of the Annual General Meeting and this communication are also available on the website of the Company www.revathi.in.

AS THE COMPANY HAS PROVIDED E-VOTING / POSTAL BALLOT VOTING IN TERMS OF CLAUSE 35 B OF THE LISTING AGREEMENT, MEMBERS MAY PLEASE NOTE THAT THERE WILL BE ONLY ONE MODE OF VOTING EITHER THROUGH E-VOTING OR BY POST. THE SCRUTINIZER WILL COLLATE THE VOTES DOWNLOADED FROM THE E-VOTING SYSTEM AND VOTES RECEIVED THROUGH POSTAL BALLOT TO DECLARE THE FINAL RESULT FOR EACH OF THE RESOLUTIONS FORMING PART OF THE NOTICE OF ANNUAL GENERAL MEETING.

For and on behalf of the Board

Place: Chennai
Date: 8th August 2014

M N SRINIVASAN
Company Secretary

Statement of Information relevant to Mr Abhishek Dalmia as under Section B of Part II of Schedule XIII of the Companies Act, 1956

I GENERAL INFORMATION

1. Nature of Industry

Engineering Industry

2. Date or expected date of commencement of commercial production

The company was incorporated on May 30, 1977 and commenced commercial production subsequently in the same year.

3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

4. Financial performance based on given indicators

Rupees in lakhs

Particulars	2013-14	2012-13
Sales & other Income	7976	11360
Profit / (Loss) Before Tax	(1408)	(298)
Profit / (Loss) After Tax	(2119)	(312)
Paid up Equity Capital	307	307
Reserves & Surplus	(11611)	13731
Basic Earning per Share	(69.10)	(10.18)

5. Export performance and Net foreign exchange collaborations
The Company's export income was Rs. 455 lakhs in 2013-14.
Foreign investments or collaborations, if any
Not applicable

II INFORMATION ABOUT THE APPOINTEE

1. Background details
Mr. Abhishek Dalmia aged 45 years and was the Executive Chairman of the Company from April 1, 2011. He has expertise in identifying low risk and reasonably rewarding opportunities in the area of investment.
2. Past remuneration
The remuneration including perquisites paid to Mr. Abhishek Dalmia for the Year 2013-14 is Rs. 45,39,725.
3. Recognition or awards
Nil
4. Job profile and his suitability
Mr. Abhishek Dalmia as Executive Chairman of the Company shall have all powers and duties as the Board may determine from time to time. He has been associated with the Company for the past 11 years.
5. Remuneration proposed
Details of proposed remuneration have been disclosed in Item No.13.
6. 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 size of the company, profile of Mr. Abhishek Dalmia, responsibility shouldered by him and the industry standard, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies.
7. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any
Besides the remuneration being received, the Executive Chairman does not have any pecuniary relationship with the company. He is not related to any director of the Company except Mr. Chaitanya Dalmia & Mrs. Deepali Dalmia, Directors being his relatives.

III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits
Due to recession and financial hardships, the profits are inadequate.
2. Steps taken or proposed to be taken for improvement.
During the year under review, the Company has received good enquiries from various customers. The Company has taken various effective cost control measures which would result in better profitability in the ensuing years.
3. Expected increase in productivity and profits in measurable terms.
Barring unforeseen circumstances, the Company's operation should give normal returns in the financial year 2014-15.

IV DISCLOSURES:

The following disclosures shall be mentioned in the Board of Directors' report under the heading "Corporate Governance", if any attached to the Annual Report.

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors
Disclosed in Corporate Governance Report attached
- (ii) Details of fixed component and performance linked incentives along with the performance criteria
Disclosed
- (iii) Service contracts, notice period, severance fees
Disclosed
- (iv) 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
The Company has not issued any Stock option

Details of Directors seeking Appointment / Re-appointment (in pursuance of Clause 49(IV) (G) of the Listing Agreement)

Name	Mr. Chaitanya Dalmia	Mrs. Deepali Dalmia
Date of Birth	20.07.1975	29.10.1970
Year of induction to the Board	2002	2014
Qualification	MBA, B.Com. (H)	B.A. History (Hons)
Experience / Expertise	<p>Chaitanya Dalmia did his MBA from International Management Institute, New Delhi and started his career in 1998 with OCL India Limited. He was a critical part of the decision making team during the takeover bid on GESCO Corporation. He is responsible for equity investing for the Renaissance Group since 2000. In 2003, he took a summer course covering 'Business Analysis and Valuation' and 'Financial Markets' at the London Business School to further enhance his understanding of the equity markets.</p> <p>His expertise lies in investing in the secondary markets and corporate finance.</p>	
Shareholding	Nil Shares	Nil Shares
Directorships - Name of Company	<ol style="list-style-type: none"> 1. Avalokiteshvar Valinv Ltd. 2. Renaissance Asset Management Company Pvt. Limited, 3. National General Industries Ltd. 4. Renaissance Stocks Ltd. 5. Asra Plantations Pvt.Ltd. 6. Priyadharshany Agri Farms Pvt.Ltd. 7. Sohna Agri Farms Pvt.Ltd 8. Sunglow Agriculture Farms Pvt.Ltd. 9. Semac Consultants P.Ltd. 	<ol style="list-style-type: none"> 1. Renaissance Asset Management Company Pvt. Limited, 2. Asra Plantations Pvt.Ltd. 3. Priyadharshany Agri Farms Pvt.Ltd. 4. Sohna Agri Farms Pvt.Ltd 5. Sunglow Agriculture Farms Pvt.Ltd.
Other Committee Membership	Audit Committee, Nomination Committee, Shareholders Grievance Committee of Avalokiteshvar Valinv Ltd. and Renaissance Asset Management Company Pvt. Limited.	
Name	Mr. B D Narang	Mr. B V Ramanan
Date of Birth	12.04.1945	03.03.1960
Year of induction to the Board	2008	2010
Qualification	M Sc (Agri Econ)	B.Tech., M.S., (Chemical Engineering)
Experience / Expertise	<p>He was Chairman & Managing Director of Oriental Bank of Commerce (OBC), having served from 17.07.2000 to 30.04.2005. Before joining OBC, he had held different senior position in Punjab and Sind Bank Ltd, Union Bank of India and IBU Hong Kong. He attended many international programmes and conventions conducted by Standard Chartered Bank in New York and Los Angeles and 3rd International Financial Fraud Convention at London. He also presented papers at EU India Construction Business Forum at Brussels, Belgium. He marketed Resurgent India Bond in UK.</p>	<p>1984-85 - Project Manager, Chemfab Group: He was instrumental in setting up the first Membrane Cell Caustic Soda manufacturing plant in India at Pondicherry. Also set up a Potassium and Sodium Chlorate plant in Pondicherry.</p> <p>1986-87: As part of Chemfab Group, he was involved with the Government of India in preparing the preliminary work for building a facility to produce Cryogenic Fuel for Rockets and Military applications.</p>

	<p>He was Chairman of the committee on Banking Procedures set up by Indian Banks' Association for the years 1997-98 and also a member of management committee of the association from 15.03.2001. He was appointed Chairman of Governing Council of National Institute of Banking Studies and Corporate Management and Chairman of IBA's Advisory Committee on NPA Management, CDR Mechanism, DRT, ARC etc. He had the privilege of accompanying Trade Delegation to Russia led by the then Hon'ble Prime Minister of India, in November 2003. He was a recipient of Business Standard "Banker of the Year Award for 2004".</p> <p>During his tenure, OBC became the first public sector bank with Zero Net NPA. The bank ranked amongst "Best Under a Billion, 200 Best Small Companies for 2003" by Forbes Global out of 19000 companies from Asia and Europe. OBC was rated as "Best Bank" by Business India Group for the year 2003. Book value of share OBC went up to Rs.74.18 as on 31.03.2004. Business per employee at Rs. 4.16 Crore was one of the highest among the public sector banks. Cost to income ratio at 29.6% was lowest among the public sector banks. Merger of Global Trust Bank with OBC took place.</p> <p>Since retirement, he has been a member of Member Expert group formed for examining problem of distressed farmers, (nominated by Reserve Bank India) and of Member Committee to oversee the working of National Education & Investor Fund (nominated by Ministry of Corporate Affairs). He is also a Technical Expert (Special invitee) for co-Option in the Audit Board for performance Audit/Reviews in respect of Housing Finance PSUs & HUDCO.</p>	<p>1988 Onwards: Chairman & Managing Director of Livia Polymer Bottles Pvt. Ltd., Mandaiyur Salai, Mandaiyur, Pudukkottai District, Tamil Nadu.</p> <p>Having been one of the pioneers in manufacturing and technology of PET bottles and containers in India, Livia Polymer today is one of the largest PET bottles manufacturing companies in the country. Capability to manufacture PP bottles has been added in recent years. The product of Livia Polymer go under the brand names LivPET and LivPOP. The Company celebrated its Silver Jubilee recently.</p> <p>Accolades : Education: In recognition of his outstanding professional contributions, the National Institute of Technology, Tiruchirapalli conferred on him "Distinguished Alumnus Award" for Excellence in Entrepreneurial Venture.</p> <p>Community Service : His earnest involvement on the social side brought him "Leadership Trophy" as the Best National President of Round Table at the World Council of Service Clubs Conference in Adelaide, Australia and, "Distinguished Service Award" and "Southern Star Award" for his outstanding contribution to the Round Table Movement, beyond the call of duty.</p> <p>The above apart, he held positions as Chairman, Confederation of Indian Industry, Trichy Zone and Member of Board Governors, National Institute of Technology, Trichy.</p>
Shareholding	Nil Shares	200 shares
Directorships - Name of Company	<ol style="list-style-type: none"> 1. Dish T.V.India Ltd. 2. Jubilee Hill Landmark Projects Pvt. Ltd. 3. Shivam autotech Ltd. 4. Va Tech Wabag Ltd. 5. Karvy Stock Broking Ltd. 6. Lakshmi Precision Screws Ltd. 7. Karvi Financial Services Ltd. 8. Semac Consultants P.Ltd. 9. Arvind Techno Engineers P.Ltd. 10. Multiples Equity Fund Trustee Pvt. Ltd. 11. Shri Venimadhav Portfolio Pvt. Ltd. 12. Analytical Investors Consultancy Services Pvt. Ltd. 	<ol style="list-style-type: none"> 1. Livia Polymer Bottles Pvt. Ltd., 2. Semac Consultants P.Ltd
Other Committee Membership	Audit Committee, Remuneration Committee, of Dish TV India Limited, Shivam Autotech Limited, VA Tech Wabag Limited, Karvy Stock Broking Limited, Lakshmi Precision Screws Limited, Karvy Financial Services Limited.	

Name	Mr.S C Katyal	Mr. P M Rajanarayanan
Date of Birth	01.07.1942	14.04.1949
Year of induction to the Board	1983	2012
Qualification	B.A.(Economics), ACS, AICWA and ACIS	B.E.
Experience / Expertise	<p>He majored in Economics and after a year at Delhi School of Economics, he acquired professional qualifications in Finance.</p> <p>He started his career at Bhilai Steel Plant and then honed his skills in systems, procedures, analysis, project management and financial reporting at Escorts, Good year and Union Carbide.</p> <p>He joined Chicago Pneumatic India Ltd (CP) in mid 1973 and handled progressively increasing and varied responsibilities in financial fields and then in operations and marketing. He joined the Board as Executive Director in 1988 and then took over as Managing Director in January 1995. CP was a multi location, multi product company producing a large variety of compressors and pneumatic tools at its three plants through a large network of sales offices. CP became a reliable and cost effective source to meet 100% requirements for construction tools of CP (USA) backed with well developed product development and engineering resources.</p> <p>CP was merged with Atlas Copco (both group companies) in January 2001 and as Joint Managing Director, he was primarily responsible for restructuring of operations involving consolidation of capacities with closure of two plants and exit of around 600 employees, sale of properties, plant and machinery, sale of controlling interest in companies providing substantial enduring benefits to the corporation.</p> <p>He superannuated in January 2003 and now provides management consultancy. He has been associated with Revathi, right from its formation in 1977 and has been on the Board since 1983.</p>	<p>He is a Mechanical Engineering Graduate with forty years of experience in marketing of construction and mining equipment. He was with Greaves Cotton & Co Ltd for ten years before joining Revathi Equipment Ltd as Marketing Manager in 1982. He was a key member of the management team for nearly three decades. He had exposure to domestic and global markets for mining equipment, particularly drills.</p> <p>He was appointed Managing Director in February 2003 and retired in March 2010. He continues to be associated with the company.</p> <p>His expertise is in identifying new products and marketing construction and mining equipment.</p>
Shareholding	10,058 shares	Nil Shares
Directorships - Name of Company	1. Monarch Catalyst Private Ltd. 2. Shogun Organics Ltd.	Nil
Other Committee Membership		

FORM NO. MGT - 11
Proxy Form

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

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone: 0422 - 6655111 Fax: 0422 - 2610427

Email: srinivasan@revathi.in Website: www.revathi.in

37th ANNUAL GENERAL MEETING (29th September, 2014)

Name of the Member (s) :	
Registered address :	
Email ID :	
Folio No. / Client ID :	DP ID:

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

1. Name :	
Address :	
E-mail ID :	
Signature :	or failing him

2. Name :	
Address :	
E-mail ID :	
Signature :	or failing him

3. Name :	
Address :	
E-mail ID :	
Signature :	or failing him

as my / our proxy to attend and vote (on poll) for me / us and on my / our behalf at the 37th Annual General Meeting of the company to be held on Monday the 29th day of September, 2014 at 2.30 P.M. at Pollachi Road, Malumichampatti P.O., Coimbatore - 641050 and at any adjournment thereof in respect of such resolutions as are indicated below:



S.No.	Resolution	Optional	
		For	Against
	ORDINARY BUSINESS		
1	To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Report of the Directors and Auditors thereon		
2	To appoint a Director in the place of Mr.Chaitanya Dalmia (holding DIN 000028402), who retires by rotation and being eligible, offers himself for re-appointment		
3	To appoint a Director in the place of Mr.P.M.Rajanarayanan (holding DIN 00016667), who retires by rotation and being eligible, offers himself for re-appointment		
4	To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration		
	SPECIAL BUSINESS		
5	Appointment of Mr.B.D.Narang as an Independent Director		
6	Appointment of Mr.S.C.Katyal as an Independent Director		
7	Appointment of Mr.B.V.Ramanan as an Independent Director		
8	Appointment of Mrs. Deepali Dalmia as Director of the Company		
9	Alteration of Articles of Association		
10	Amend the borrowing powers of the Board of Directors of the company under Section 180(1)(c) of the Companies Act, 2013		
11	Authorising the Board of Directors to mortgage or otherwise dispose of or to create or modify charge, hypothecate the whole of or substantially the whole of the undertaking of the company		
12	Payment of Special Allowance to Mr.S.Hariharan, Whole-time Director & CFO of the Company		
13	Approval for the waiver of excess remuneration to Mr.Abhishek Dalmia, Executive Chairman of the Company		

Signed this day of 2014.

Signature of Shareholder

Signature of Proxy holder(s)

Please affix revenue stamp

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 37th 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.

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone: 0422 - 6655111 Fax: 0422 - 2610427

Email: srinivasan@revathi.in Website: www.revathi.in

ATTENDANCE SLIP

37th Annual General Meeting

DP ID	Folio No.
Client ID	No. of Shares
Name of Member	
Name of Proxy	

I hereby record my presence at the 37th Annual General Meeting of the Company held on Monday, 29th September, 2014 at 2.30 P.M. at Pollachi Road, Malumachampatti P.O., Coimbatore - 641050.

Member's / Proxy's Signature



REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone: 0422 - 6655111 Fax: 0422 - 2610427

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POSTAL BALLOT FORM (in lieu of e-voting)

(Kindly read the instructions printed overleaf before filling the form)

Registered Folio No. / DP ID /Client ID No. * *(Applicable to Investors holding shares in dematerialized form)
Name(s) and Registered Address of the sole/first named Shareholder/ Beneficial Owner, including Joint holder(s), if any (in block letters)
Number of shares held

I/We, hereby exercise my / our vote in respect of the Resolution(s) to be passed through Postal Ballot for the business stated in the AGM Notice dated 8th August, 2014 of the Company by conveying my / our assent or dissent to the said Resolution(s) by placing the tick (✓) mark at the appropriate box below

S.No.	Resolutions	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
	ORDINARY BUSINESS			
1	Adoption of Annual Financial Statements as on 31st March 2014 (Ordinary Resolution)			
2	Appointment of a Director in the place of Mr.Chaitanya Dalmia (holding DIN 000028402), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)			
3	Appointment of a Director in the place of Mr.P.M.Rajnarayanan (holding DIN 00016667), who retires by rotation and being eligible, offers himself for re-appointment (Ordinary Resolution)			
4	Appointment of Lodha & Co., Kolkatta, Chartered Accountants as Statutory Auditors for a period of one year from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and fixing their remuneration (Ordinary Resolution)			
	SPECIAL BUSINESS			
5	Appointment of Mr.B.D.Narang as an Independent Director (Special Resolution)			
6	Appointment of Mr.S.C.Katyal as an Independent Director (Special Resolution)			
7	Appointment of Mr.B.V.Ramanan as an Independent Director (Special Resolution)			
8	Appointment of Mrs. Deepali Dalmia as Director of the Company (Ordinary Resolution)			

S.No.	Resolutions	No. of Shares held by me	I assent to the resolution	I dissent from the resolution
9	Alteration of Articles of Association (Special Resolution)			
10	Authorisation to borrow upto a limit of Rs. 150 Crores pursuant to Section 180(1)(c) of the Companies Act, 2013 (Special Resolution)			
11	Authorisation to create charge on the assets of the company pursuant to Section 180(1)(a) of the Companies Act, 2013 (Special Resolution)			
12	Payment of Special Allowance to Mr.S.Hariharan, Whole-time Director & CFO of the Company (Special Resolution)			
13	Approval for the waiver from recovery of excess remuneration to Mr.Abhishek Dalmia, Executive Chairman of the Company (Special Resolution)			

Place:

Date: Signature of Shareholder:

NOTE: Last date for receipt of Postal Ballot forms by Scrutinizer is 25th September, 2014

INSTRUCTIONS:

- In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the AGM may send their assent or dissent in writing on the Postal Ballot Form. Accordingly, this Postal Ballot Form is being provided as per Clause 35B of the Listing Agreement.
- A member desiring to exercise his/her vote by Postal Ballot Form should complete this Postal Ballot Form, sign and send to the Scrutiniser as per instruction 5 below at the address Sri. M.D. Selvaraj, Practising Company Secretary, MDS & Associates, "Surya", 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore - 641 028.
- The postal ballot form should be completed and signed by the members. In the case of joint shareholding, this form should be completed and signed by the first named member and in his absence, by the next named member(s). Unsigned postal ballot forms will be rejected. The signature on the postal ballot form must tally with the specimen signature registered with the Company.
- Where the Postal ballot form has been signed by an Authorised Representative of a body corporate, a certified copy of the relevant authorizations to vote on the postal ballot should accompany the postal ballot form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the postal ballot form.
- Duly Completed postal ballot forms should reach the Scrutiniser not later than 5.00 P.M. on 25th September, 2014. Any postal ballot form received after this time and date will be treated as if the reply from the member has not been received.
- A member may request for a duplicate postal ballot form, if so required. However, the duly filled in duplicate postal ballot form should reach the Scrutiniser not later than the time and date specified at Item No.5 above.
- Voting rights will be reckoned on the paid up value of shares registered in the name of the member on 22nd August, 2014 which is the cutoff Date fixed for this purpose.
- Members are requested not to send any other paper along with the Postal Ballot Form and any extra paper found in such envelope would be destroyed by the Scrutinizer.
- There will be only one postal ballot form for every folio irrespective of the number of joint member(s)
- A member need not use all the votes nor does he need to cast all the votes in the same way.
- The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
- Incomplete, unsigned or incorrect postal ballot forms will be rejected.
- The date of AGM will be the deemed date of passing resolution(s) through e-voting/postal ballot.
- The right of vote under e-voting and postal ballot shall not be exercised by a proxy.