

30<sup>th</sup> June, 2020

National Stock Exchange of India,  
Exchange Plaza, 5<sup>th</sup> Floor, Plot no. C/1, G Block,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051  
Scrip Code: REVATHI EQ

BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001  
Scrip Code: 505368

Dear Sir(s)/ Ma'am,

**Re: Outcome of the Board Meeting**

Pursuant to Regulations 30(2) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, kindly take note that Board of Directors ('Board') of Revathi Equipment Limited ("REL" or the "Company"), after recommendation of the Audit Committee, at their meeting held on 30<sup>th</sup> June, 2020 has approved the Scheme of Arrangement amongst Renaissance Advanced Consultancy Limited ("RACL") and Renaissance Consultancy Services Limited ("RCSL") and Renaissance Stocks Limited ("RSL") and Revathi Equipment Limited ("REL" or the "Company") and Semac Consultants Private Limited ("SCPL") and Renaissance Corporate Consultants Limited ("RCCL") and their respective shareholders and creditors under Sections 230 to 232 read with Section 66 and the other applicable provisions of the Companies Act, 2013 ("Scheme" or "the Scheme"). The Scheme, inter alia, provides for:

- a. Demerger of Demerged Undertaking 1 (as defined in the Scheme) of RACL as a going concern into RCSL;
- b. Merger of RACL and RSL into the Company;
- c. Merger of SCPL into the Company; and
- d. Demerger of Demerged Undertaking 2 (as defined in the Scheme) of REL as a going concern into RCCL.



**Revathi Equipment Limited**

331, Pollachi Road, Coimbatore - 641 050, India. Phone : 0422 - 6655100 - 103; Fax : 0422 - 6655199  
CIN No. : L29120TZ1977PLC000780 E-mail : finance@revathi.in Website : www.revathi.in

The Scheme is subject to requisite statutory and regulatory approvals including approval of the National Stock Exchange of India Limited ("NSE"), Bombay Stock Exchange Limited ("BSE"), Securities and Exchange Board of India ("SEBI"), the National Company Law Tribunal ("NCLT") and various statutory approvals, including those from the shareholders, as may be required or applicable, involved in the Scheme.

The draft Scheme shall be filed with NSE and BSE as per provisions of Regulation 37 of SEBI LODR Regulations, 2015.

Disclosure pursuant to Regulation 30(2) of the SEBI LODR Regulations, 2015 is annexed.

You are requested to take the above on record.

Yours faithfully,

**For Revathi Equipment Limited**



Name: K. Maheswaran

Place: Company Secretary and Compliance Officer

**Annexure**

**In terms of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Revathi Equipment Limited makes the following disclosures as prescribed in Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015:**

**I. Amalgamation / Merger:**

Sr No	Particulars	Description												
1	Name of the entity(ies) forming part of the amalgamation / merger, details in brief such as, size, turnover etc. and details of restructuring	<ul style="list-style-type: none"> <li>Revathi Equipment Limited ('REL');</li> <li>Renaissance Advanced Consultancy Limited ('RACL');</li> <li>Renaissance Stocks Limited ('RSL');</li> <li>Semac Consultants Private Limited ('SCPL');</li> <li>The Scheme, inter alia, envisages : -               <ol style="list-style-type: none"> <li>1. Merger of RACL and RSL into REL;</li> <li>2. Merger of SCPL into REL; and</li> </ol> </li> <li>The details of the assets and turnover of RACL, RSL and SCPL is as under:</li> </ul> <p style="text-align: right;"><b>(Rs. in Lakhs)</b></p> <table border="1"> <thead> <tr> <th>Entity</th><th>Total assets as on 31<sup>st</sup> March, 2019</th><th>Total revenue as on 31<sup>st</sup> March, 2019</th></tr> </thead> <tbody> <tr> <td>RACL</td><td>16,155.34</td><td>6,032.16</td></tr> <tr> <td>RSL</td><td>1,185.07</td><td>0.04</td></tr> <tr> <td>SCPL</td><td>8,403.64</td><td>10,967.95</td></tr> </tbody> </table>	Entity	Total assets as on 31 <sup>st</sup> March, 2019	Total revenue as on 31 <sup>st</sup> March, 2019	RACL	16,155.34	6,032.16	RSL	1,185.07	0.04	SCPL	8,403.64	10,967.95
Entity	Total assets as on 31 <sup>st</sup> March, 2019	Total revenue as on 31 <sup>st</sup> March, 2019												
RACL	16,155.34	6,032.16												
RSL	1,185.07	0.04												
SCPL	8,403.64	10,967.95												
2	Whether the transaction would fall within related party transactions? If yes, whether the same is done at "arms length"?	All the transactions under the Scheme are being done at arm's length.												



**Revathi Equipment Limited**



3	Area of business of the entity(ies)	<ul style="list-style-type: none"> <li>• RACL is engaged in the business of trading in commodities and holds 57.68% equity shares in REL</li> <li>• RSL is holding 14.90% equity shares in REL.</li> <li>• SCPL is a 84.58% subsidiary of REL and is engaged in the business of design engineering consulting with the end-to-end capabilities across architecture, structural, electrical, public health engineering (PHE), fire protection, heating ventilation and air conditioning (HVAC), leed certifications and energy audit domains and also the business of providing build services including detail engineering, procurement, civil construction, pre engineered building installation, equipment installation, equipment commissioning, fire system piping, utility piping, HVAC systems, clean rooms installation, site management keeping safety first.</li> </ul>
4	Rationale for amalgamation / merger / and effect of restructuring	<ul style="list-style-type: none"> <li>• In order to simplify the overall group structure, create efficiencies and provide liquidity to the shareholders, it is proposed to merge RACL, RSL and SCPL into REL.</li> </ul>
5	In case of cash consideration – amount or otherwise share exchange ratio	<p><b>Merger of RSL into REL:</b></p> <p><i>“4,57,000 equity shares of Rs. 10 each fully paid up of REL shall be issued and allotted as fully paid up to the equity shareholders of RSL in proportion of their shareholding in RSL.”</i></p> <p><b>Merger of RACL into REL:</b></p> <p><i>“22,25,953 equity shares of Rs. 10 each fully paid up of REL shall be issued and allotted as fully paid up to the equity shareholders of RACL in proportion of their shareholding in RACL.”</i></p> <p><b>Merger of SCPL into REL:</b></p> <p><i>“0.61 fully paid up equity shares of Rs. 10 each of REL to be issued and allotted for every 1 fully paid</i></p>



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		up equity share of Rs. 10 each held by the shareholders of SCPL."												
6	Brief details of change in shareholding pattern (if any) of listed entity	<ul style="list-style-type: none"> <li>Shareholding of REL: <table border="1"> <thead> <tr> <th>Particulars</th><th>Pre Scheme</th><th>Post Scheme</th></tr> </thead> <tbody> <tr> <td>Promoter Shareholding</td><td>72.58%</td><td>59.85%</td></tr> <tr> <td>Public Shareholding</td><td>27.42%</td><td>40.15%</td></tr> <tr> <td><b>TOTAL</b></td><td><b>100.00%</b></td><td><b>100.00%</b></td></tr> </tbody> </table> </li> </ul>	Particulars	Pre Scheme	Post Scheme	Promoter Shareholding	72.58%	59.85%	Public Shareholding	27.42%	40.15%	<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>
Particulars	Pre Scheme	Post Scheme												
Promoter Shareholding	72.58%	59.85%												
Public Shareholding	27.42%	40.15%												
<b>TOTAL</b>	<b>100.00%</b>	<b>100.00%</b>												

**II. Demerger:**

1	Brief details of the division(s) to be demerged	<ul style="list-style-type: none"> <li><b>Demerged Undertaking 1:</b> The business of trading in commodities.</li> <li><b>Demerged Undertaking 2:</b> <ul style="list-style-type: none"> <li>Design engineering consulting with end to end capabilities across architecture, structural, electrical, public health engineering, fire protection, heating ventilation and air conditioning (HVAC), leed certifications and energy audit domains ("Design business");</li> <li>Build services that includes detail engineering, procurement, civil construction, Pre Engineered Building installation, Equipment installation, Equipment commissioning, Fire system piping, Utility piping, HVAC systems, clean rooms installation, site management keeping safety first ("Build and design business").</li> </ul> </li> </ul>
2	Turnover of the demerged division	<ul style="list-style-type: none"> <li>Turnover of Demerged Undertaking 2 in FY</li> </ul>

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	and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year	<p>2018-19: • <b>10,968 Lakhs</b></p> <ul style="list-style-type: none"> <li>• Turnover of REL in FY 2018-19 (Consolidated):</li> <li>• <b>21,477 Lakhs</b></li> <li>• Percentage of turnover of demerged division to total turnover of listed entity: <b>51.07%</b></li> </ul>
3	Rationale for demerger	<p>The competitive environment, risk profile, capital requirement and growth prospects of each businesses are different. Further, in order to streamline the businesses from an operations and management perspective, the management has decided to segregate the businesses into separate entities and thereby creating a niche dedicated and focussed business segment without any risk of overlap of one business over the another. Pursuant to the proposed restructuring, the management of the respective companies foresee the following benefits to the companies and its shareholders:</p> <ul style="list-style-type: none"> <li>- The segregation will enable greater / enhanced focus of the management and thereby facilitate the management to efficiently exploit opportunities for each of the said businesses;</li> <li>- Facilitate management to pursue independent growth strategies for each businesses;</li> <li>- Allow in creating the ability to achieve valuation based on respective risk-return profile and cash flows, attracting the right investors and thus enhancing flexibility in accessing capital;</li> </ul>
4	Brief details of change in shareholding pattern (if any) of listed entity	<ul style="list-style-type: none"> <li>• Pursuant to the demerger, there shall be no change in the shareholding pattern of REL</li> </ul>
5	In case of cash consideration – amount or otherwise share exchange ratio	<p><b>Demerger of Demerged Undertaking 1 (as defined in the Scheme) of RACL into RCSL:</b></p> <p><i>“1 fully paid up equity share of Rs. 10 each of RCSL to be issued and allotted for every 1 fully paid up equity share of Rs. 10 each held by the shareholders of RACL.”</i></p>



### Revathi Equipment Limited



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		<b>Demerger of Demerged Undertaking 2 (as defined in the Scheme) of REL into RCCL:</b> <i>"1 fully paid up equity share of Rs. 10 each of RCCL to be issued and allotted for every 1 fully paid up equity share of Rs. 10 each held by the shareholders of REL."</i>
6	Whether listing would be sought for the resulting company pursuant to demerger	<ul style="list-style-type: none"><li>Pursuant to the Scheme, the equity shares of RCCL will be listed on NSE and BSE.</li></ul>

**For Revathi Equipment Limited**

Name: K. Maheswaran



Place: Company Secretary and Compliance Officer

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