

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

Regd. Off.: Pollachi Road, Malumachampatti P.O, Coimbatore – 641050.

Phone: 0422-6655111 Fax: 0422-6655199

Email: compliance.officer@revathi.in Website: www.revathi.in

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given that pursuant to the provisions of Sections 108, 110 of the Companies Act, 2013 ('the Act'), read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made thereunder and the General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020 and No. 33/2020 dated 28th September, 2020, issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), for seeking approval of the shareholders by way of the following special resolution (as indicated) through postal ballot ("Postal Ballot") only through remote e-voting.

1. Approval for payment of commission to non-executive directors of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of directors of the Company, at their meeting held on 12th November, 2020, has approved the above matter, subject to, the approval of the shareholders of the Company and such other authorities as may be required.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 12th November, 2020 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is also placed on the website of the Company www.revathi.in.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company will send Postal Ballot Notice by email to all its shareholders who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company vide their resolution passed on 12th November, 2020 has appointed Mr. M. D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through electronic means in a fair and transparent manner in compliance with Rule 22(5) & (6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the relevant rules made thereunder and the MCA Circulars, the Company has provided electronic voting ("e-voting") facility only. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facility to the Members of the Company through CDSL e-voting platform at the link www.evotingindia.com. Please refer the instructions for e-voting given after the proposed resolutions for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 A.M on Wednesday, 18th November, 2020 to 5:00 P.M on Thursday, 17th December, 2020**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via remote e-voting by not later than the close of working hours at 5:00 P.M on Thursday, 17th December, 2020.

The Scrutinizer shall submit his report to the Executive Chairman, or any other director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5:00 P.M) on Friday, 18th December, 2020 and the same shall be displayed on the website of the Company, Central Depository Services (India) Limited ("CDSL") and communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolutions as set out under Item No.1 below are assented by the requisite majority of the Members by means of Postal Ballot process, it shall be deemed to have been passed as Special Resolution, at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for e-voting.

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

ITEM NO. 1: APPROVAL FOR PAYMENT OF COMMISSION TO NON-EXECUTIVE DIRECTORS OF THE COMPANY

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

RESOLVED THAT pursuant to Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration committee the consent of the Company be and is hereby accorded for payment of commission to the non-executive Directors of the Company of a sum not exceeding 1% of the Net Profits of the Company for the financial year 2019-20 and also for subsequent financial years, computed in the manner as specified under Section 198 of the Companies Act, 2013 to be paid and distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made with respect to the profits of the Company for each year.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following statement sets out all the material facts relating to the special business mentioned in the accompanying notice dated 12th November, 2020 and shall be taken as forming part of the Notice.

ITEM NO. 1

The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee, subject to the approval of the members of the Company by means of passing special resolution, through postal ballot process, have approved the payment of Commission to Non-Executive Directors of the Company, at the rate of 1% of the net profits to be distributed amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company.

Pursuant to the provisions of Section 197, 198 and other applicable provisions of the Companies Act, 2013, the Special Resolution set out under Item No. 1 of the Postal Ballot Notice dated 12th November, 2020 is being placed before the members for approval. Accordingly, the Board of Directors recommends the Special Resolution, as set out in Item No. 1 of this notice, for the approval of the members.

All the Directors and Key Managerial Personnel other than Company Secretary & Chief Financial Officer of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No.1.

By Order of the Board
For **Revathi Equipment Limited**
Sd/-
K Maheswaran
Company Secretary

Place: Coimbatore
Date: 12th November, 2020

Notes:

1. The Board of Directors of the Company have appointed Mr.M.D.Selvaraj, FCS of M/s.MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.

2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited (“CDSL”) for which the required procedure is incorporated in the Postal Ballot Notice.
4. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on 13th November, 2020 (‘cut-off date’) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, S.K.D.C Consultants Limited (“RTA”) in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India’s General Circular No. 14/2020 dated 8th April, 2020, No. 17/2020 dated 13th April, 2020, No. 22/2020 dated 15th June, 2020 and No.33/2020 dated 28th September, 2020. (“MCA Circulars”).
5. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on 13th November, 2020, the cut-off date (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member on cut-off date should treat this notice for information purpose only.
6. Voting period commences from 9:00 A.M on Wednesday, 18th November, 2020 to 5:00 P.M on Thursday, 17th December, 2020 (both days inclusive). During this period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 13th November, 2020 (‘cut-off date’), may cast their vote electronically. Please note that E-voting module shall be disabled for voting by Central Depository Services (India) Limited (“CDSL”) after the said last date and time. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
7. On account of threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the E-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote E-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the E-voting notice could not be serviced, may temporarily get their email addresses registered with the Company’s Registrar and Share Transfer Agent, M/s. S.K.D.C Consultants Limited. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at compliance.officer@revathi.in or to Registrar and Transfer Agent at info@skdc-consultants.com.
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company’s Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited, having its office at Kanapathy Towers, 3rd Floor, 1391/A1, Sathy Road, Ganapathy, Coimbatore – 641006, Tamil Nadu, India (Tel: 91-422-4958995), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / Company’s Registrar and Share Transfer Agent, M/s. S.K.D.C. Consultants Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.

8. Any query/grievance may please be addressed to Mr.K.Maheswaran, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: compliance.officer@revathi.in or to the Company's Registrar and Share Transfer Agent at info@skdc-consultants.com.
9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Central Depository Services (India) Limited ("CDSL"), through CDSL e-voting platform, on the resolutions set forth in this Notice.
10. Members are requested to carefully read the instructions while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 P.M on Thursday, 17th December, 2020.
11. The result of the Postal Ballot shall be announced on or before 5.00 P.M on Friday, 18th December, 2020, at the registered office of the Company and shall also be displayed on the Company's website www.revathi.in, on the website of Central Depository Services (India) Limited ("CDSL"), and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.
12. The Postal Ballot Notice has been placed on Company's website www.revathi.in and Central Depository Services (India) Limited ("CDSL") website and will remain on such website until the last date of the Postal Ballot votes (through remote e-voting) from members.
13. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 13th November, 2020 ('cut-off date').
14. A member cannot exercise his vote by proxy in case of Postal Ballot.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to S.K.D.C Consultants Limited, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with rules framed thereunder, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings-2 and the MCA Circulars, the Company is pleased to provide e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical postal ballot form by post. For this purpose, the Company has availed the services of Central Depository Services (India) Limited ("CSDL") for facilitating e-voting.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER: -

- i. The voting period begins from 9:00 A.M on Wednesday, 18th November, 2020 to 5:00 P.M on Thursday, 17th December, 2020. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 13th November, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on 'Shareholders'.
- iv. Now enter your User ID
 - a. **For CDSL:** 16 Digit Beneficiary ID
 - b. **For NSDL:** 8 Character DP ID followed by 8 Digit Client ID
 - c. **Members holding shares in Physical Form** should enter Folio Number registered with the Company

- v. Next enter the Image Verification as displayed and Click on Login.
- vi. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- vii. If you are a first-time user follow the steps given below:

FOR MEMBERS HOLDING SHARES IN DEMAT FORM AND PHYSICAL FORM	
PAN	<p>Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • Members who have not updated their PAN with the Depository Participant or in the company records are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. • In case the sequence 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details / Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection 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
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice
- xi. Click on the EVSN for 'Revathi Equipment Limited'.
- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and Custodian

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. 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

If you are holding shares in demat form and had registered on to e-Voting system of CDSL: www.evotingindia.com, and/or voted on an earlier voting of any company then you can use your existing password to login.

IF SHAREHOLDERS HOLDING SHARES IN DEMAT FORM OR PHYSICAL FORM HAVE FORGOTTEN PASSWORD:

Click on Forgot Password and enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

Incase shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (The password should contain minimum 8 characters, at least one special character, at least one numeral, at least one alphabet and at least one capital letter).

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of CDSL.

16. The Scrutinizer will submit his report after completion of scrutiny, on or before 5.00 P.M on Friday, 18th December, 2020. The Executive Chairman or any other directors authorized in this behalf will announce the results of the voting by Postal Ballot on or before 5.00 P.M on Friday, 18th December, 2020, at the Registered Office of the Company.