

**POSTAL BALLOT NOTICE**

To  
The Shareholders

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) other applicable provisions of the Act and Rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges, the below mentioned Ordinary Resolutions are proposed to be transacted/ passed by Postal Ballot in respect of appointment of Independent Directors.

You are requested to send your assent or dissent for the Resolution in either of the following modes:-

- (a) by filing in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- (b) by E-voting through the platform provided by Central Depository Services (India) Limited (“CDSL”), the e-voting agency appointed by us for the purpose.

The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer for conducting the postal ballot.

**Postal Ballot Form has to be returned so as to reach the Scrutinizer on or before Monday 19<sup>th</sup> January 2015 prior to the closing of working hours (17.00 hours).** Your assent / dissent received after 17.00 hours on Monday, 19<sup>th</sup> January 2015 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108,110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in this regard and Clause 35B of the listing agreement, the Company is providing e-voting facility as an alternative to sending physical Ballot form. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. **E-voting platform will be open for tendering your votes from 09.00 hours on Saturday, 20<sup>th</sup> December 2014 to 17.00 hours on Monday, 19<sup>th</sup> January 2015. Members opting for e-voting may follow the procedure, as recommended by CDSL, under “E-voting instructions” of this notice.**

The Scrutinizer shall submit his report to the Chairman / Company Secretary of the Company. The result of the Postal Ballot shall be:

- ❖ Announced on or before the close of business hours on Thursday 22<sup>nd</sup> January 2015
- ❖ Displayed on the Company’s website Friday 23<sup>rd</sup> January 2015 and
- ❖ Communicated to the stock exchanges on which the Company’s shares are listed.

In the event of the resolutions as set out below if assented by the requisite majority of the shareholders by means of Postal Ballot shall be deemed to have been passed as an Ordinary Resolution at the General Meeting of the Company. The date of announcement of the result shall be considered to be the date of the General Meeting and the date of passing of the said resolution.

**Special Business**

1. To consider and if thought fit, to give ASSENT/DISSENT to the following resolution to be passed as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under (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. M. Poongavanam (DIN 01865262) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 25<sup>th</sup> November 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 22<sup>nd</sup> January 2015, not liable to retire by rotation.

2. To consider and if thought fit, to give ASSENT/DISSENT to the following resolution to be passed as an **Ordinary Resolution:**

**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under (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. Kishore Sidhwani (DIN 02428735) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 25<sup>th</sup> November 2014 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 22<sup>nd</sup> January 2015, not liable to retire by rotation.

**STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013****Item No. 1**

The Board of Directors of the Company vide resolution passed on 25<sup>th</sup> November 2014 has appointed Mr. M. Poongavanam as an Additional Director of the Company with effect from 25<sup>th</sup> November 2014. The qualification and expertise of Mr. M. Poongavanam has been detailed in the annexure attached.

The Company has received a notice in writing from a member along with a deposit of ₹ 1,00,000/- proposing Mr. M. Poongavanam for the office of Independent director of the Company pursuant to the provisions of Section 160 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. M. Poongavanam being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 22<sup>nd</sup> January 2015.

In the opinion of the Board, Mr. M. Poongavanam 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. M. Poongavanam 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 recommends the resolution in relation to appointment of Mr. M. Poongavanam as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. M. Poongavanam, being the 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. 1.

**Item No. 2**

The Board of Directors of the Company vide resolution passed on 25<sup>th</sup> November 2014 has appointed Mr. Kishore Sidhwani as an Additional Director of the Company with effect from 25<sup>th</sup> November 2014. The qualification and expertise of Mr. Kishore Sidhwani has been detailed in the annexure attached.

The Company has received a notice in writing from a member along with a deposit of ₹ 1,00,000/- proposing Mr. Kishore Sidhwani for

the office of Independent director of the Company pursuant to the provisions of Section 160 of the Companies Act, 2013. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr. Kishore Sidhwani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 22<sup>nd</sup> January 2015.

In the opinion of the Board, Mr. Kishore Sidhwani 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. Kishore Sidhwani 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 recommends the resolution in relation to appointment of Mr. Kishore Sidhwani as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kishore Sidhwani being the 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. 2.

**ANCE OF CLAUSE 49(VIII) (E) OF THE LISTING AGREEMENT)**

**DETAILS OF DIRECTORS SEEKING APPOINTMENT (IN PURSU-**

Name	Mr. M. Poongavanam	Mr. Kishore Sidhwani
Date of Birth	01.03.1951	17.04.1952
Year of induction to the Board	2014	2014
Qualification	B.E., M.B.A., (IIM Bangalore)	Bachelor of Engineering, Masters in Management Science.
Experience / Expertise	Has an experience of around 40 years in Mining and Construction Business.	38 years' of experience in Construction and Mining Industry Expertise in International Operations, Strategy Development, Acquisition Integration.
Shareholding	Nil	Nil
Directorships - Name of Company	Nil	Nil
Other Committee Membership	Nil	Nil

**Notes:**

1. The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
2. The approval of shareholders is being sought through the Postal Ballot, as required under Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, for which a separate ballot paper and other communication is circulated to the members along with this notice.
3. Voting period commences from Saturday, 20<sup>th</sup> December 2014 (09.00 hours) and ends on Monday, 19<sup>th</sup> January 2015 (17.00 hours) for the members exercising their voting either by Postal Ballot or through E-voting.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories [viz. Central Depository Services (India) Limited ("CDSL") & National Securities Depository Limited ("NSDL")] as on Friday 12<sup>th</sup> December 2014.
5. The members whose names appear in the Register of Members / Record of Depositories as on Friday 12<sup>th</sup> December 2014 will

6. only be considered for voting. Voting rights are frozen for the shares held in Revathi Equipment Limited unclaimed shares account.
6. Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.revathi.in.
7. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 17.00 hours on Monday, 19<sup>th</sup> January 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Monday, 19<sup>th</sup> January 2015, providing sufficient time for postal transit.
8. The result of the Postal Ballot shall be announced before 17.30 hours on Thursday 22<sup>nd</sup> January 2015 at the Registered Office of the Company and shall also be displayed on the Company's website besides being communicated to the stock exchanges on which the shares of the Company are listed.

Place : Coimbatore  
Date : 25.11.2014.

By order of the Board,  
For Revathi Equipment Limited  
Sd/- **M N Srinivasan**,  
Company Secretary

**Enclosure:**

1. Postal Ballot Form
2. Postage prepaid envelope.