

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

E-mail: compliance.officer@revathi.in Website: www.revathi.in

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

NOTICE TO MEMBERS

NOTICE is hereby given that the 42nd Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 10th day of September, 2019 at 3.00 p.m at Pollachi Road, Malumachampatti Post, Coimbatore – 641 050, the Registered Office of the Company to transact the following business:

Ordinary Business

1. To receive, consider and adopt standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended 31st March, 2019, the Balance Sheet as at that date, the Report of the Board of Directors' and the Auditor's thereon.
2. To appoint a Director in the place of Mrs. Deepali Dalmia (DIN: 00017415) who retires by rotation and being eligible offers herself for re-appointment.

Special Business:

3. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED that pursuant to the provisions of Section 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification thereto from time to time or any re-enactment thereof for the time being in force) (the "Act") read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the consent of the members of the company be and is hereby accorded for payment of remuneration to Mr. Abhishek Dalmia (DIN 00011958), Executive Chairman of the Company for a remaining period of 2 years with effect from 1st April, 2019 on the terms and conditions of the agreement as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their meeting held on 29th May, 2019 which has been set out in the explanatory statement.

RESOLVED FURTHER that in the event of loss or inadequacy of profits in any financial year during his tenure of office, the remuneration payable to the Executive Chairman shall be subject to the limits mentioned in Section II of Para II of Schedule V of the Companies Act, 2013.

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and as per the recommendations of the Nomination and Remuneration Committee and Board of Directors, Mr. B.V. Ramanan (DIN: 00934602), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for his second term of five consecutive years, with effect from 29th September, 2019 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

5. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 160 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (SEBI Listing Regulations) as amended and

as per the recommendations of the Nomination and Remuneration Committee, Mr.Kishore Sidhwani (DIN: 02428735), who has given his consent for appointment as an Independent Director of the Company and has also submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company, to hold office for his second term of five consecutive years, with effect from 22nd January, 2020 and is not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and / or Company Secretary of the Company, be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

6. To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

RESOLVED THAT pursuant to the provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014; SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the prevailing provisions of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof or the time being in force) and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, consent of the Members be and is hereby accorded to the Board of Directors of the Company to enter into related party transaction(s) including material related party transactions with M/s.Semac Construction Technologies India LLP ("SCTIL") for investment of funds and sale, purchase, transfer or receipt of products, goods, materials, assets or services, for an amount in excess of 10% of the annual consolidated turnover of the company, on such terms and conditions as may be mutually agreed upon between the Company and SCTIL.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to decide upon the nature and value of the investments, products, goods, materials, assets or services to be transacted with SCTIL within the aforesaid limits.

RESOLVED FURTHER THAT the Board of Directors and/or the Audit Committee as may be applicable from time to time authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts and things as may be considered necessary and expedient for the purpose of giving effect to this resolution.

7. To consider and if thought fit, to pass the following resolution as a **Special Resolution**

RESOLVED that pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the rules framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs.175 crores, notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided to, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED that the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, make loans to them; provide guarantees/security on their behalf, to person, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED that the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED that the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013**ITEM NO: 3**

Mr.Abhishek Dalmia (DIN 00011958), was re-appointed as Executive Chairman of the Company for a period of 5 years from 1st April, 2016 and the terms and conditions for payment of remuneration for a period of three years upto 31st March, 2019 was duly approved by the Members of the Company at the Annual General Meeting held on 15th September, 2016.

The Nomination and Remuneration Committee and Audit Committee recommended the revision of remuneration to the Executive Chairman, for a further period of 2 years with effect from 01st April, 2019 as per the terms and conditions set out in the agreement executed with Executive Chairman. The Board of Directors of the Company at their meeting held on 29th May, 2019 have approved the payment of remuneration to Mr.Abhishek Dalmia, Executive Chairman for the remaining period of 2 years with effect from 1st April, 2019 as set out below:

PERIOD OF REMUNERATION:

The remuneration as set out below shall be for a period of 2 years from 01.04.2019 to 31.03.2021.

SALARY:

Rs.3,80,064 (Rupees Three Lakhs Eighty Thousand and Sixty Four only) p.m. with effect from April 1, 2019 with such annual increments but not exceeding 30%, as the Board at its sole discretion may decide.

ALLOWANCES / PERQUISITES:

In addition to the above salary, the Executive Chairman shall be entitled to perquisites and allowances such as house maintenance, medical reimbursement, medical insurance, leave travel, club fees etc., upto 35% of his salary.

Perquisites will be valued as per Income Tax Rules wherever applicable and in the absence of such rules at actual costs.

COMMISSION:

Not exceeding 5% of the net profits of the Company in each year computed in accordance with Section 198 of the Companies Act, 2013 subject to such limit as may be decided by the Board in accordance with such performance parameters as may be given to the Executive Chairman by the Board.

OTHER BENEFITS:

Contribution to Provident Fund (PF) and Superannuation Fund as applicable to other managers of the company.

He shall be entitled for Gratuity at the rate of one month salary for each completed year of service effective from the date of his appointment.

Provision of car for use on Company's business and telephone at residence, including long distance calls shall not be considered as perquisites.

The Executive Chairman shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the Company's business.

One month leave per year on full pay (salary plus perquisites) with liberty to accumulate such leave upto 50% of entitlement and encashment of unavailed leave at the end of tenure. In addition, the Executive Chairman shall be entitled to such casual leave and sick leave as is applicable to other managers of the company.

Contribution to PF, Superannuation, Gratuity, leave encashment, provision for car, shall not be considered as perquisites in the computation of ceiling on perquisites.

The remuneration payable to the Executive Chairman in the event of loss or inadequacy of profits in any financial year during the aforesaid period, shall be subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013.

In view of the qualification, experience, past performance, increased responsibilities and time spent by Mr.Abhishek Dalmia (DIN 00011958), Executive Chairman for the prospects of the Company, the Board of Directors of the Company recommend for remuneration payable to him, commensurate with the trend in the industry levels while compared to the remuneration paid to the Executive Chairman of Companies of similar size and responsibilities shouldered by him as recommended by

the Nomination and Remuneration Committee and approved by the Audit Committee of the Company at their meeting held on 29th May, 2019 as set out above, and the same is within the limits specified in Part II of Schedule V to the Companies Act, 2013.

The Board of Directors, after taking into consideration the said substantial and significant contribution made by Mr. Abhishek Dalmia, Executive Chairman for the rapid growth of the Company and also taking into account the future plans of the Company have accepted the proposal of the Nomination and Remuneration Committee and the Audit Committee, subject to the approval of the members by means of a Special Resolution at the ensuing Annual General Meeting.

The Board of Directors recommend the resolution set out at Item no. 3 of the Notice for your approval.

Except Mr. Abhishek Dalmia being the appointee and Mrs. Deepali Dalmia, being the relative of Mr. Abhishek Dalmia, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no. 3 of this notice.

ITEM NO. 4

Mr. B.V. Ramanan (DIN: 00934602) was appointed as Independent Non-Executive Director of the Company by the Members at the 37th Annual General Meeting held on 29th September, 2014 to hold office for five (5) consecutive years for a term upto 28th September, 2019.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years.

Mr. B.V. Ramanan shall be completing his first term of appointment upon completion of five years with effect from 29th September 2014 to 28th September 2019, he is eligible for re-appointment for another term of five consecutive years subject to the approval of the members by way of passing a Special Resolution.

Brief profile of Mr. B.V. Ramanan and his other directorships has been included in this Notice.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Mr. B.V. Ramanan has recommended his re-appointment as Independent Director for a second term of five (5) consecutive years, subject to the approval of Members, to hold office with effect from 29th September, 2019. Further, the Board of Directors are of the opinion that the continued association of Mr. B.V. Ramanan would be immensely beneficial to the Company.

Mr. B.V. Ramanan is not disqualified from being appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. He has given his consent to act as Director along with the declaration stating that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr. B.V. Ramanan fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for his re-appointment as Independent Non-Executive Director of the Company and is independent of the management.

The Company has also received notice in writing from member under Section 160 of the Act proposing the candidature of Mr. B.V. Ramanan for the office of Independent Director of the Company.

Copy of the draft letter for appointment of Mr. B.V. Ramanan as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (8:00 am to 4:00 pm) on any business day.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr. B.V. Ramanan as Independent Director for another term of five (5) consecutive years, for approval by the shareholders of the Company.

During the tenure of appointment of Mr. B.V. Ramanan, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice.

Except Mr.B.V.Ramanan, the appointee Independent Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no. 4 of this notice.

ITEM NO. 5

Mr.Kishore Sidhwani (DIN: 02428735) was appointed as Independent Non-Executive Director of the Company by the Members at the Postal Ballot Meeting dated 22nd January, 2015 to hold office for five (5) consecutive years for a term upto 21st January, 2020.

As per Section 149(10) of the Companies Act, 2013 ('the Act'), an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company but shall be eligible for re-appointment on passing a Special Resolution by the Company for another term of upto five consecutive years.

Mr.Kishore Sidhwani shall be completing his first term of appointment upon completion of five years with effect from 22nd January, 2015 to 21st January, 2020, he is eligible for re-appointment for another term of five consecutive years subject to the approval of the members by way of passing a Special Resolution.

Brief profile of Mr.Kishore Sidhwani and his other directorships has been included in this Notice.

The Nomination and Remuneration Committee of the Board of Directors, on the basis of report of performance evaluation of Mr.Kishore Sidhwani has recommended his re-appointment as Independent Director for a second term of five (5) consecutive years, subject to the approval of Members, to hold office with effect from 22nd January, 2020. Further, the Board of Directors are of the opinion that the continued association of Mr.Kishore Sidhwani would be immensely beneficial to the Company.

Mr.Kishore Sidhwani is not disqualified from being appointed as Director in terms of Section 164 of the Act and not debarred from holding the office of Director by virtue of any SEBI order or any other such authority. He has given his consent to act as Director along with the declaration stating that they meet the criteria of independence as prescribed under the Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

In the opinion of the Board, Mr.Kishore Sidhwani fulfill the conditions specified under the Act read with the rules made thereunder and the Listing Regulations for his re-appointment as Independent Non-Executive Director of the Company and is independent of the management.

The Company has also received notice in writing from member under Section 160 of the Act proposing the candidature of Mr.Kishore Sidhwani for the office of Independent Director of the Company.

Copy of the draft letter for appointment of Mr.Kishore Sidhwani as Independent Non-Executive Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours (8:00 am to 4:00 pm) on any business day.

Accordingly, the Board recommends Special Resolution in relation to eligibility and re-appointment of Mr.Kishore Sidhwani as Independent Director for another term of five (5) consecutive years, for approval by the shareholders of the Company.

During the tenure of appointment of Mr.Kishore Sidhwani, he shall not be liable to retire by rotation as provided under Section 152(6) of the Companies Act, 2013.

The disclosures as required under Regulation 36 of Listing Regulations and Secretarial Standards 2 are furnished and forms a part of this Notice.

Except Mr.Kishore Sidhwani, the appointee Independent Director, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no.5 of this notice.

ITEM NO. 6

M/s. Semac Construction Technologies India LLP ("SCTIL") is a 'Related Party' within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. ("Listing Regulations")

In terms of the provisions of Section 188 of the Companies Act, 2013 and the Listing Regulations, the contracts/ arrangements/ transactions relating to Investment, sale, purchase, transfer or receipt of products, goods, materials, assets or services with SCTIL are material in nature as these transactions are likely to exceed ten percent of the turnover of the Company. Therefore,

in terms of Regulation 23 and other applicable regulations of the Listing Regulations the material Contracts/ Arrangements/ Transactions with SCTIL require the approval of the Members of the Company by way of ordinary resolution. The particulars of the Material Related Party Contracts/ Arrangements/ Transactions are as under:

Name of the related party: M/s. Semac Construction Technologies India LLP.

Name of the director or Key managerial personnel who is related and relationship: Mr.Abhishek Dalmia, Executive Chairman of the Company.

Material Terms of the Contracts/ Arrangements/Transactions: Investment, Sale, purchase, transfer or receipt of products, goods, materials, assets or services on arm's length basis.

Monetary Value: The value of transactions is in excess of 10% of the Annual Consolidated Turnover of the company.

Other information: M/s. Semac Construction Technologies India LLP is a vendor and all prices are agreed based on market competitiveness. The material contracts/arrangements/transactions with SCTIL have been approved by the Audit Committee and Board of Directors for recommending the same to the Members of the Company for their approval.

Except Mr. Abhishek Dalmia and Mrs. Deepali Dalmia, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no. 6 of this notice.

The Board recommends the ordinary resolution as set out in Item 6 of the Notice for the approval by the Members.

ITEM NO. 7

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a general meeting.

The Company has been investing/making loans/providing guarantees/security. In order to enable the Company to invest/make loans/provide guarantees/security, it is considered necessary to obtain the approval of the members to make loan/invest/provide guarantees/security, for an amount not exceeding Rs.175 crores, under the provisions of Section 186 of the Companies Act, 2013.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees / securities to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution at Item No.6 of the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

Accordingly, the Board recommends the Special resolution as set out in Item 6 of the Notice for the approval by the Members.

Except Mr.Abhishek Dalmia and Mrs.Deepali Dalmia, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution for appointment as set out in item no. 6 of this notice.

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. Members may note that M/s.S.S.Kothari Mehta & Co, (Firm Registration No.000756N), Chartered Accountants, New Delhi, the Statutory Auditors of the Company were appointed by the Shareholders at their Annual General Meeting (AGM) held on 21st December, 2015, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2020, subject to ratification by the shareholders at every AGM. However, the Ministry of Corporate Affairs vide notification dated 7th May, 2018 has amended Section 139 of the Companies Act, 2013 by omitting the requirement of seeking ratification of the members for appointment of statutory auditors at every AGM. Hence, no resolution is being proposed for ratification of appointment of Statutory Auditors at this 42nd Annual General Meeting.
3. 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.
4. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
5. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking re-appointment at the Annual General Meeting is furnished and forms a part of the notice.
6. The register of members and share transfer books of the company will remain closed from 04.09.2019 to 10.09.2019 (both days inclusive).
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.
8. 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 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 / Registrars & Share Transfer Agent.
9. Members desirous and requiring 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 may be made available at the meeting.
10. 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.
11. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
12. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1st, 2019. In view of the above, members are advised to dematerialise shares held by them in physical form.
13. 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.

14. 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.
15. Members are requested to register / update their Email address in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with M/s. SKDC Consultants Limited.
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
17. Electronic copy of the Annual Report for 2019, the Notice of the 42nd Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(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 2019 is being sent in the permitted mode.
18. Members are requested to note that the venue of the 42nd Annual General Meeting is Pollachi Road, Malumachampatti Post, Coimbatore – 641 050, the Registered Office of the Company and route map containing the complete particulars of the venue is printed to this Notice.
19. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members may file Nomination Forms in respect of their physical shareholdings. Any Member willing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed Statutory Form. Should any assistance be desired, Members should get in touch with the Company's Registrar & Share Transfer Agent.
20. Members may also note that the Notice of 42nd Annual General Meeting and the Annual Report 2018-19 will be available on the Company's website at www.revathi.in
21. Voting through electronic means:
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 42nd 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).
 - II. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote through polling paper at the Annual General Meeting.
 - III. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on Saturday, the 07th September, 2019 at 9.00 AM and ends on Monday, the 09th September, 2019 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 of 03rd September, 2019 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 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.
- (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 Company/Depository Participant 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. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR 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 the relevant REVATHI EQUIPMENT LIMITED on which you choose to vote.
- (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 a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a 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. Apple 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 Custodians
- 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 linked in the login 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.
- IV. 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 of 03rd September, 2019.
- V. 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.
- VI. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting 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 favour or against, if any, forthwith to the Chairman of the Company.
- VII. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer’s Report shall be placed on the Company’s website www.revathi.in and on the website of CDSL and communicated to the Stock Exchanges where the Company’s shares are listed.

Statement of information relevant to Mr. Abhishek Dalmia, Executive Chairman of the Company as per Schedule V of the Companies Act, 2013

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 (Amount in Lakhs)

Particulars	2018-19	2017-18
Sales & other income	7650.31	4700.47
Profit/ (Loss) before tax	986.88	194.25
Profit/ (Loss) after tax	932.70	(590.91)
Paid-up equity capital	306.69	306.69
Reserves and Surplus	15575.18	14643.38
Basic Earning per share	30.41	(19.27)

5. Foreign Investments or collaborations, if any. Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details
Mr. Abhishek Dalmia aged 49 years has been the Executive Chairman of the Company from April 1, 2003. He has expertise in identifying low risk and reasonably rewarding opportunities in the area of investment.
2. Past remuneration
The total remuneration paid to Mr.Abhishek Dalmia for the Year 2018-19 is Rs.75 Lakhs.
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 17 years.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 3.

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 Mrs. Deepali Dalmia.

III. OTHER INFORMATION

8. Reasons for loss or inadequate profits.

Not applicable

9. Steps taken or proposed to be taken for improvement.

Not applicable

10. Expected increase in productivity and profits in measurable terms.

Not applicable

IV. DISCLOSURES

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

(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

Additional information on Directors recommended for appointment / re-appointment as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard issued by ICSI.

Name	Mrs. Deepali Dalmia	Mr. Abhishek Dalmia
DIN	00017415	00011958
Date of Birth/Nationality	29.10.1970/Indian	06.05.1969/ Indian
Date of appointment on the Board	08.08.2014	17.08.2002
Inter-se relationship with other directors	She is related to Mr.Abhishek Dalmia, Executive Chairman of the Company	Mr. Abhishek Dalmia is related to Mrs.Deepali Dalmia, Director of the Company
Qualification	B A History (Hons)	B.Com (H), FCA, AICWA
Experience/Expertise in functional areas	Business Strategist	<p>He graduated from Shri Ram College of Commerce in 1989 in Delhi University, completed his articles from Price Waterhouse and got an all-India rank in the Intermediate as well as Final Chartered Accountancy examinations in 1992.</p> <p>He became a member of Institute of Cost & Works Accountants of India in 1990. After spending about five years working in various family businesses, he became an investor. Started with secondary market equities and graduated into private equity after spending about ten years in business.</p> <p>Being a part of one of the oldest business families in India, his approach to investing is more in the Berkshire Hathaway mould, where he tends to hold his investments permanently, with some exceptions. He considers himself as value investor.</p> <p>He has been deeply influenced by the writings and work of Warren Buffett, Charlie Munger and Ben Graham. It is his endeavor to compound capital at high rates for long periods of time. After acquiring majority stakes in a few companies and minority in a few, he has been shepherding those investments.</p> <p>Revathi Equipment and Semac Consultants were amongst the investments made by him.</p> <p>He provides strategic direction to the investee companies. He also guides the senior management teams of these companies on various aspects of the business. His expertise is identifying low-risk and reasonable rewarding opportunities in the area of investment.</p>
No. of shares held	Nil	Nil
Board position held	Director	Executive Chairman
Terms and conditions of appointment / re-appointment	Retire by rotation	N.A.
Remuneration sought to be paid	Sitting fees	As per Agenda item no.3
Remuneration last drawn	Sitting fees of Rs. 2 Lakhs	Rs. 75 Lakhs
Number of Board meetings attended during the year	4 (Four)	4 (Four)

Directorships held in other companies	<ol style="list-style-type: none"> 1. Revathi Equipment Ltd 2. Sunglow Agriculture Farms Private Limited 3. SWBI Design Informatics Pvt Ltd 4. Priyadarshany Agri Farms Private Limited 5. Sohna Agri Farms Private Limited 6. Renaissance Asset Management Company Private Limited 7. Renaissance Advanced Consultancy Ltd. 8. Semac Consultants Private Limited 	<ol style="list-style-type: none"> 1. Rajratan Global Wire Ltd 2. Ashiana Housing Ltd 3. SWBI Design Informatics Private Limited 4. Renaissance Stocks Ltd 5. Renaissance Advanced Consultancy Ltd 6. Aditya Infotech Ltd 7. Renaissance Steel India Pvt Ltd 8. YPO South Asia Chapter (Sec 25 company) 9. Shogun Organics Ltd 10. Semac Consultants Private Limited 11. Avalokiteshwar Valinv Limited 12. Aakash Educational Services Limited 13. Priyadarshany Agri Farms Private Limited 14. Renaissance Asset Management Company Private Limited
Membership in other Committees	M/s. Semac Consultants Private Limited: Corporate Social Responsibility Committee - Member	<ol style="list-style-type: none"> 1. Avalokiteshvar Valinv Limited: Shareholder Grievance Committee - Member Share Transfer Committee - Member Corporate Social Responsibility Committee - Member 2. Renaissance Advanced Consultancy Limited: Shareholder Grievance Committee - Member Stakeholder Relationship Committee - Member Corporate Social Responsibility Committee - Member 3. Ashiana Housing Limited: Nomination and Remuneration Committee - Member Corporate Social Responsibility Committee - Member 4. Semac Consultants Private Limited: Corporate Social Responsibility Committee - Member

Name	Mr. B.V. Ramanan	Mr. Kishore Sidhwani
DIN	00934602	02428735
Date of Birth/Nationality	03.03.1960 / Indian	17.04.1952/ Indian
Date of appointment on the Board	04.10.2010	25.11.2014
Inter-se relationship with other directors	Not related to any Director	Not related to any Director
Qualification	B.Tech., M.S., (Chemical Engineering)	Bachelor of Engineering, Masters in Management Science.
Experience/Expertise in functional areas	More than 3 decades in Engineering & Mining industry and he held positions as Chairman, Confederation of Indian Industry, Trichy Zone and Member of Board Governors, National Institute of Technology, Trichy.	He has 38 years of experience in the Construction and Mining Industry. He served as General Manager and Country Head with Atlas Copco India Ltd for Construction and Mining Equipment Business Area in India for a period of 15 years. During this period he grew the business manifolds, introduced new high technology products and successfully integrated the Ingersol Rand Drilling business.

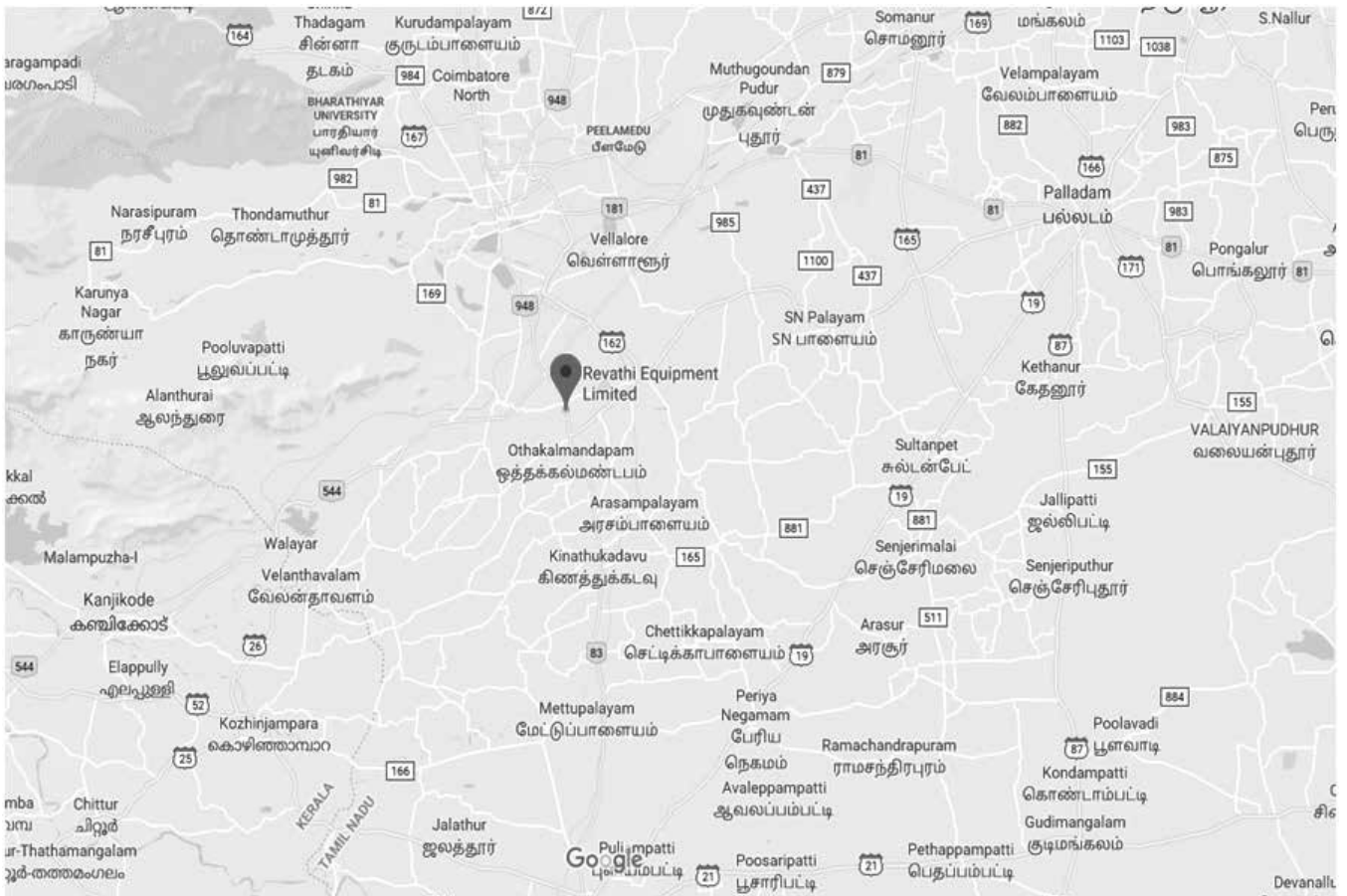
Experience/Expertise in functional areas	<p>1984-85 – Project Manager, Chemfab Group: He was instrumental in setting up the first Membrane Cell Caustic Soda manufacturing plant in India at Pondicherry. Also set up a Potassium and Sodium Chlorate plant in Pondicherry.</p> <p>1986-87: As part of Chemfab 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>1988 Onwards: Chairman & Managing Director of Livia Polymer Bottles Pvt. Ltd., Mandaiyur Salai, Mandaiyur, Pudukkottai District, Tamil Nadu.</p>	<p>For a period of 3 years, as Vice President Global for Chicago Pneumatic Construction Equipment, a company within Atlas Copco Group, he was responsible for the business operations globally for the business unit. Strong business development with focus on building the brand and an effective distribution network in key markets.</p> <p>His core expertise is in International Operations, Acquisition Integration, Business Strategy and Brand Development.</p>
No. of shares held	Nil	Nil
Board position held	Director	Director
Terms and conditions of appointment / re-appointment	Re-appointment as Independent Director	Re-appointment as Independent Director
Remuneration sought to be paid	Sitting fees	Sitting fees
Remuneration last drawn	Sitting fees of Rs.2 Lakhs	Sitting fees of Rs.2 Lakhs
Number of Board meetings attended during the year	4 (Four)	4 (Four)
Directorships held in other companies	<ol style="list-style-type: none"> 1. Livia Polymer Bottles Private Limited 2. Semac Consultants Private Limited 	Nil
Membership in other Committees	M/s. Semac Consultants Private Limited: Corporate Social Responsibility Committee - Chairman	Nil

By Order of the Board
For Revathi Equipment Limited

Place: Bangalore
Date: 08.08.2019

K Maheswaran
Company Secretary

ROUTE MAP OF AGM VENUE



REL REVATHI EQUIPMENT LIMITED

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone: 0422 – 6655111 Fax: 0422 – 6655199

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

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]

Name of the Member (s) :

Registered address :

Email ID, Folio No. :

Client ID & DP ID :

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

1) Name :

Address :

E-mail ID:

Signature:

or failing him/her

2) Name :

Address :

E-mail ID:

Signature:

or failing him/her

3) Name :

Address :

E-mail ID:

Signature:

✂ Cut here

Electronic Voting Particulars

If desirous of E-voting, please read the instructions given in the Notice before exercising

EVS (Electronic Voting Sequence Number)	Sequence No
190810012	

✂ Cut here

REL REVATHI EQUIPMENT LIMITED

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone : 0422 – 6655111 Fax : 0422 – 6655199 Email : compliance.officer@revathi.in website: www.revathi.in

PLEASE BRING THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OFFICE OF REVATHI EQUIPMENT LIMITED, POLLACHI ROAD, MALUMACHAMPATTI P.O., COIMBATORE – 641 050, THE REGISTERED OFFICE OF THE COMPANY

ATTENDANCE SLIP

Name and address of the Shareholder

Folio No./Demat ID :

No. of Shares held :

I hereby record my presence at the 42nd Annual General Meeting at REVATHI EQUIPMENT LIMITED, POLLACHI ROAD, MALUMACHAMPATTI P.O., COIMBATORE – 641 050, THE REGISTERED OFFICE OF THE COMPANY on the 10th September 2019 at 3.00 P.M.

*Strike out whichever is not applicable

Signature of Member / Proxy*

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 42nd Annual General Meeting of the company to be held on **10th day of September, 2019 at 3.00 P.M. at REVATHI EQUIPMENT LIMITED, POLLACHI ROAD, MALUMACHAMPATTI P.O., COIMBATORE – 641 050, THE REGISTERED OFFICE OF THE COMPANY** and at any adjournment thereof in respect of such resolutions as are indicated below:

S. No.	Resolutions	Vote (Optional see Note 2) (Please mention no. of Shares)		
		For	Against	Abstain
<i>Ordinary Business</i>				
1	Adopt the standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended 31 st March, 2019, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.			
2	Appointment of a Director in the place of Mrs. Deepali Dalmia (DIN: 00017415) who retires by rotation and being eligible offers herself for re-appointment.			
<i>Special Business</i>				
3	Approval for payment of Remuneration to Mr. Abhishek Dalmia, Executive Chairman, (DIN: 00011958), for remaining duration of appointment upto 31 st March, 2021.			
4	Re-appointment of Mr. B.V. Ramanan, (DIN: 00934602), as an Independent Director for his second term of five consecutive years, with effect from 29 th September, 2019.			
5	Re-appointment of Mr. Kishore Sidhwani, (DIN: 02428735), as an Independent Director for his second term of five consecutive years, with effect from 22 nd January, 2020.			
6	Approval to enter into Related Party Transaction with SCTIL for an amount in excess of 10% of the annual consolidated turnover of the company.			
7	Approval to make investments, loans, guarantee or security in excess of the limit prescribed under Section 186 of the Companies Act, 2013.			

Signed this day of, 2019.

Signature of Shareholder

Signature of Proxy holder(s)

Affix Re.1/-
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 42nd Annual General Meeting.
3. Please complete all details including details of member(s) in the above box before submission.