

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 43rd Annual General Meeting of the Shareholders of the Company will be held on Friday, the 25th day of September, 2020 at 2.00 p.m at through video conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business(es):

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, 2020, 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.
3. To re-appoint the Auditors and to fix their remuneration and in this regard to pass the following resolution as an **Ordinary Resolution**:

RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s), clarification(s) or re-enactment(s) thereof for the time being in force), M/s. S.S. Kothari Mehta & Co., Chartered Accountants, New Delhi, (having Firm Registration No. 000756N) be and are hereby re-appointed as the Statutory Auditors of the company, to hold office for a period of 5 years from the conclusion of this 43rd Annual General Meeting till the conclusion of the 48th Annual General Meeting of the Company which ought to be held in the year 2025, on a remuneration as may be decided by the Board of Directors of the Company in consultation with the Auditors.

Special Business:

4. 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 reappointment of Mr. Abhishek Dalmia (DIN 00011958) as Chairman and Managing Director of the Company for a further period of 5 (Five) consecutive years with effect from 1st April, 2021 on the terms and conditions of the agreement as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors at their meeting held on 14th August, 2020, which has been set out in the explanatory statement.

RESOLVED FURTHER THAT the salary and perquisites as mentioned in explanatory statement shall be the minimum remuneration payable to the Chairman and Managing Director in the absence of inadequacy of profits in the financial year.

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

RESOLVED THAT pursuant to the provisions of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder and the Articles of Association of the Company, Mr.Harivansh Dalmia (DIN: 08750555) who was co-opted as an Additional Director of the Company by the Board of Directors, to hold office with effect from 15th June, 2020 and in respect of whom the Company has

received a notice from a member signifying his intention to propose Mr.Harivansh Dalmia as a candidate for the office of Director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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

RESOLVED THAT pursuant to Section 185 and all other applicable provisions of the Companies Act, 2013 read with Companies (Amendment) Act, 2017 and Rules made thereunder as amended from time to time, and in line with the approval already accorded by the shareholders of the Company under Section 186 of the Act vide resolution dated 26th March, 2020, the consent of the members of the Company be and is hereby accorded to authorize the Board of Directors of the Company to advance any loan including any loan represented by a book debt, or give any guarantee or provide any security in connection with any loan taken by any entity which is a subsidiary or associate or joint venture of the Company, (in which any director is deemed to be interested) upto an aggregate limit of Rs.100 Crores (Rupees One Hundred Crores) in their absolute discretion deem beneficial and in the interest of the Company, provided that such loans are utilized by the borrowing company for its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO: 4

In terms of the Companies Act, 2013 and Rules made thereunder, Mr. Abhishek Dalmia (DIN: 00011958) Executive Chairman of the Company was appointed for a period of five years with effect from 1st April, 2016 and his term of office will come to end on 31st March, 2021.

Further, Mr. Abhishek Dalmia has expressed his willingness to continue as Chairman and Managing Director of the company for further period of 5 consecutive years.

Based on the recommendations of the Nomination and Recommendation Committee and subject to the approval of members, the Board of Directors of the Company at its meeting held on 14th August, 2020, approved re-appointment of Mr.Abhishek Dalmia (DIN : 00011958) as Chairman and Managing Director for a term of 5 consecutive years effective from 01st April, 2021 until 31st March, 2026 with the below terms and conditions for payment of remuneration for a period of three years upto 31st March, 2024:

PERIOD OF REMUNERATION:

The remuneration as set out below shall be for a period of 3 years from 01.04.2021 to 31.03.2024.

BASIC SALARY:

Rs.3,80,064/- (Rupees Three Lakhs Eighty Thousand and Sixty Four) p.m. shall be paid as Basic Salary with effect from April 1, 2021 with authority to the Board of Directors (which expression shall include a Committee thereof) to revise the basic salary from time to time taking into account the performance of the Company.

ALLOWANCES / PERQUISITES:

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

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 Chairman and Managing Director 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 Chairman and Managing Director 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 salary and perquisites mentioned above shall be the minimum remuneration payable to the Chairman and Managing Director in the absence of inadequacy of profits in the financial year.

In view of the qualification, experience, past performance, increased responsibilities and time spent by Mr. Abhishek Dalmia (DIN : 00011958), Chairman and Managing Director 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 Chairman and Managing Director 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 14th August, 2020 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, Chairman and Managing Director 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. 4 of the Notice for your approval.

Except Mr. Abhishek Dalmia being the appointee, Mrs. Deepali Dalmia and Mr. Harivansh Dalmia being the relatives 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. 4 of this notice.

ITEM NO. 5

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 15th June 2020 appointed Mr. Harivansh Dalmia (DIN: 08750555) as an Additional Director of the Company with effect from 15th June 2020. In accordance with the provisions of Section 161(1) of the Companies Act, 2013, he holds office as Director of the Company up to the date of this Annual General Meeting.

Brief profile of Mr. Harivansh Dalmia and his other directorships has been included in this Notice.

Further, a notice has been received from a member signifying his intention to propose Mr. Harivansh Dalmia as a candidate for the office of Director of the Company.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as a Non-Executive Director of the Company.

The Board of Directors recommend the resolution set out in Item No. 5 of the Notice for the approval of the members of the Company.

Except Mr. Harivansh Dalmia being the appointee, Mr. Abhishek Dalmia and Mrs. Deepali Dalmia being the relatives of Mr. Harivansh 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. 5 of this notice.

ITEM NO. 6

The Company is expected to render support for the business requirements of other companies in the group, from time to time. However, owing to certain restrictive provisions contained in the Section 185 of the Companies Act, 2013, the Company was unable to extend financial assistance by way of loan, guarantee or security to other entities in the same Group. In the light of amendments notified effective May 7, 2018, inter-alia replacing the provisions Section 185 of Companies Act, 2013, the Company with the approval of members by way of special resolution, would be in a position to provide financial assistance by way of loan to other entities in the group or give guarantee or provide security in respect of loans taken by such entities, for their principal business activities.

The members may note that, Board of Directors would carefully evaluate proposals and provide such loan, guarantee or security proposals through deployment of funds out of internal resources / accruals and / or any other appropriate sources, from time to time, only for principal business activities of the entities in the Group companies. Hence, in order to enable the company to advance loan to Subsidiaries/ Joint Ventures / associates/ other Companies/ Firms in which Directors are interested directly or indirectly under Section 185 of the Companies Act, 2013 requires approval of members by a Special Resolution.

The Board of Directors Recommend the Special Resolution for approval by the members. Except Mr. Abhishek Dalmia, being interested director and Mrs. Deepali Dalmia & Mr. Harivansh Dalmia being relatives 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.6 of this notice.

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular No. 20 dated 5th May, 2020 read with circular no. 14 dated 8th April, 2020 and Circular No. 17 dated 13th April, 2020 (collectively referred to as "MCA Circulars") permitted the conduct of the Annual General Meeting ("AGM") through Video Conferencing (VC) / Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue. The deemed venue for the AGM shall be the Registered Office of the Company. In compliance with the provisions of the Companies Act, 2013 ("Act") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. Members desirous of participating in the meeting through VC / OAVM, may refer to the procedures to be adopted as mentioned in Serial No.27 below.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice
3. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board resolution or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through its registered email address to mds@mdsassociates.in with a copy marked to the Company at compliance.officer@revathi.in and to its Registrar and Share Transfer Agents at info@skdc-consultants.com.
4. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from 19/09/2020 to 25/09/2020 (both days inclusive).
5. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delay in transfers, mutilation of share certificates, etc. Simultaneously, Depository

System offers several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holdings and dealing in the shares of the company in electronic form through NSDL or CDSL. Members are encouraged to convert their holding to electronic mode.

6. Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in case of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents with effect from 1 April, 2019. Therefore, members holding share(s) in physical form are requested to immediately dematerialize their shareholding in the Company. Necessary prior intimation in this regard was provided to the shareholders.
7. Change of Address: Members are requested to notify any change of address and bank details to their Depository Participants in respect of their holdings in electronic form and in respect of shares held in physical form, to M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006, the Registrar and Share Transfer Agent of the Company.
8. Non-Resident Indian ("NRI") Members are requested to inform the Company or its RTA or to the concerned Depository Participants, as the case may be, immediately:
 - a. the change in the residential status on return to India for permanent settlement or
 - b. the particulars of the NRE/NRO Account with a Bank in India, if not furnished earlier.
9. Pursuant to the provisions of Section 72 of the Companies Act, 2013, facility for making nomination is now to individuals holding shares in the Company. Members holding shares in physical form may obtain the nomination form from the RTA of the Company. Members holding shares in electronic form must approach their Depository Participant(s) for completing the nomination formalities
10. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent, for consolidation into a single folio.
11. Members are requested to forward their communications in connection with shares held by them 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 by quoting the Folio No or the Client ID No with DP ID No.
12. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
13. A member who needs any clarification on accounts or operations of the Company shall write to the Company, so as to reach him at least 7 days before the meeting. The same will be replied by the Company suitably.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report for the financial year 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the physical copy of the Annual Report will not be sent. Members may note that the Notice and Annual Report for the financial year 2019-20 will also be available on the Company's website www.revathi.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com. Members can attend and participate in the Annual General Meeting through VC/OAVM facility only.
15. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the

authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

16. The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
17. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice
19. 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 the PAN to their Depository Participants with whom they are maintaining their demat account(s). Members holding shares in physical form can submit their PAN details to the Company or Registrar and Share Transfer Agent
20. Brief resume, details of shareholding and Directors' inter-se relationship of Directors seeking re-appointment / appointment in terms as required under Secretarial Standards 2, are provided as Annexure to this Notice.
21. As per the green initiative taken by the Ministry of Corporate Affairs, the shareholders are advised to register/update their e-mail address with the Company/RTA in respect of shares held in physical form and with the concerned Depository Participant in respect of shares held in electronic form in order to enable the Company to serve documents in electronic mode.
22. Annual financial statements and related details of the subsidiary companies are posted on the Company's website and is also kept for inspection at the Registered Office of the Company and at the subsidiary Company. A copy of the same will be provided to the members on request.
23. Soft copies the Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available electronically. Members can inspect the same by sending an email to maheswaran@revathi.in.
24. **VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, (as amended) (including any statutory modification(s), clarifications, exemptions or re-enactments thereof for the time being in force), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS - 2), the Company is providing its Members with the facility to cast their vote electronically from a place other than venue of the Annual General Meeting ("remote evoting") using an electronic voting system provided by Central Depository Services (India) Limited (CDSL), for all members of the Company to enable them to cast their votes electronically, on all the business items set forth in the Notice of Annual General Meeting and the business may be transacted through such remote e-voting. The instructions to e-voting, as given below, explain the process and manner for casting of vote(s) in a secure manner.

- I. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of Annual General Meeting Notice and holding shares as of the cut-off date, i.e. Friday, 18th September, 2020, may refer to this Notice of the Annual General Meeting, posted on Company's website www.revathi.in for detailed procedure with regard to remote e-voting. Any person who ceases to be the member of the Company as on the cut-off date and is in receipt of this Notice, shall treat this Notice for information purpose only.

- II. The Members who have cast their vote by remote evoting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- III. The voting period begins on Tuesday, 22nd September, 2020 at 9.00 AM and ends on Thursday, 24th September, 2020 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 (record date) of 18th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

25. THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" module.
- (iii) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Shareholders holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> ● Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 (v).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant REVATHI EQUIPMENT LIMITED on which you choose to vote.

- (xi) 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.
 - (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiii) 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.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
 - (xvi) 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.
 - (xvii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.
- 26. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:**
- 1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
 - 2. For Demat shareholders -, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.
- 27. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**
- 1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
 - 2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
 - 3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 - 4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
 - 5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 3 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@revathi.in. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at compliance.officer@revathi.in. These queries will be replied to by the company suitably by email.
 - 6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

28. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; compliance.officer@revathi.in, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

29. 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 18th September, 2020.
30. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. Further, the Members who have cast their vote by remote e-voting shall not vote by e-voting conducted during the Annual General Meeting.
31. The Company has appointed Mr. M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore, has been appointed as the Scrutinizer to scrutinize the voting and remote evoting process in a fair and transparent manner.

32. The Chairman shall, at the Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow e-voting for all those members who are present at the Annual General Meeting by electronic means but have not cast their votes by availing the remote e-voting facility.
33. The Scrutinizer shall after the conclusion of voting at the Annual General Meeting, will first count the votes casted during the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
34. The results shall be declared within 2 days from the conclusion of the Annual General Meeting. The results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.revathi.in and on the website of CDSL and be communicated to the Stock Exchanges, where the shares of the Company are listed by the Chairman or a person authorised by him.

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 (Rs. in Lakhs)

Particulars	2019-20	2018-19
Sales & other income	7,504.4	7,544.5
Profit/ (Loss) before tax	1,730.9	986.9
Profit/ (Loss) after tax	1,220.0	932.7
Paid-up equity capital	306.7	306.7
Reserves and Surplus	16,797.3	15,575.2
Basic Earning per share	39.8	30.4

5. Foreign Investments or collaborations, if any.

Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr. Abhishek Dalmia aged 51 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 2019-20 is Rs. 160.25 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 18 years.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 4.

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 and Mr. Harivansh Dalmia.

III. OTHER INFORMATION

8. Reasons for loss or inadequate profits.

Not applicable as the Company has earned a profit during the year.

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

The Company is continuously taking various cost control measures which would result in increased profitability in the ensuing years.

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

Not applicable

IV. DISCLOSURES

The following disclosures have been mentioned in the Board of Directors' Report under the heading "Corporate Governance" attached to the financial statements

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors:
- (ii) Details of fixed component and performance linked incentives along with the performance criteria.
- (iii) Service contracts, notice period, severance fees.
- (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.

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	Mr. Harivansh Dalmia
DIN	00017415	00011958	08750555
Date of Birth/ Nationality	29.10.1970/Indian	06.05.1969/ Indian	01.07.1999/Indian
Date of appointment on the Board	08.08.2014	17.08.2002	15.06.2020
Inter-se relationship with other directors	She is related to Mr.Abhishek Dalmia, Executive Chairman and Mr. Harivansh Dalmia director of the Company	Mr.Abhishek Dalmia is related to Mrs. Deepali Dalmia and Mr. Harivansh Dalmia Directors of the Company	He is related to Mr.Abhishek Dalmia, Executive Chairman and Mrs. Deepali Dalmia, Director of the Company
Qualification	B A History (Hons)	B.Com (H), FCA, AICWA	C _A
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>	A Chartered Accountancy student undergoing training in the field of Statutory Audit at a leading multinational accounting firm; worked on engagements of listed and unlisted clients across various industries, inter alia, consumer electronics, refractories and IT services.

		<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	Nil
Board position held	Director	Executive Chairman	Director
Terms and conditions of appointment / re-appointment	Retire by rotation	As set out in item no. 4 of the notice	Retire by rotation
Remuneration sought to be paid	Sitting fees and Profit sharing Commission	As set out in item no. 4 of the notice	Sitting fees and Profit sharing Commission
Remuneration last drawn	Sitting fees of Rs.2 Lakhs	Rs.160.25 Lakhs (Including commission of Rs.80 Lakhs)	NA
Number of Board meetings attended during the year	4 (Four)	4 (Four)	NA

Directorships held in other companies	<ol style="list-style-type: none"> 1. Sunglow Agriculture Farms Private Limited 2. SWBI Design Informatics Pvt Ltd 3. Priyadarshany Agri Farms Private Limited 4. Sohna Agri Farms Private Limited 5. Renaissance Asset Management Company Private Limited 6. Renaissance Advanced Consultancy Ltd. 7. Semac Consultants Private Limited 8. Renaissance Corporate Consultants Limited 9. Renaissance Consultancy Services Limited 	<ol style="list-style-type: none"> 1. Rajratan Global Wire Ltd 2. Ashiana Housing Ltd 3. Renaissance Stocks Ltd 4. Renaissance Advanced Consultancy Ltd 5. Aditya Infotech Ltd 6. Semac Consultants Private Limited 7. Priyadarshany Agri Farms Private Limited 8. Renaissance Corporate Consultants Limited 9. Renaissance Consultancy Services Limited 	NIL
Membership in other Committees	M/s. Semac Consultants Private Limited: Corporate Social Responsibility Committee - Member	<ol style="list-style-type: none"> 1. Renaissance Advanced Consultancy Limited: Shareholder Grievance Committee - Member Stakeholder Relationship Committee - Member Corporate Social Responsibility Committee - Member 2. Ashiana Housing Limited: Nomination and Remuneration Committee - Member 3. Semac Consultants Private Limited: Corporate Social Responsibility Committee - Member 	NIL

By Order of the Board
For Revathi Equipment Limited

Place: New Delhi
Date: 14.08.2020

K Maheswaran
Company Secretary