



REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

Phone: 0422 - 6655111 Fax: 0422 - 6655199

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

POSTAL BALLOT NOTICE

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

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions of the Act and Rules made there-under and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, that the below mentioned resolution is proposed to be transacted / passed by the Members through postal ballot/ e-voting process:

1. Approval to make investments, loans, give guarantee or provide security in excess of the limit prescribed under Section 186 of the Companies Act, 2013 up to an aggregate sum of Rs.350 Crores. (Special Resolution)

The Board of Directors of the Company, at their meeting held on 13th February, 2020, has approved the above matter subject to, inter alia, the approval of the shareholders of the Company and such other authorities as may be required.

The Statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 13th February, 2020 pursuant to Section 102 of the Companies Act, 2013 relating to the resolution is annexed. The Postal Ballot Notice is also placed on the website of the Company www.revathi.in

You are requested to send your assent or dissent for the Resolution set out in Item No.1 within 30 days in either of the following modes:-

- (a) by filling in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed business reply envelope; or
- (b) by e-voting through the platform provided by Central Depository Services (India) Limited ("CDSL"), the e-voting agency appointed by the Company for the purpose.

The Board of Directors of the Company vide their resolution passed on 13th February, 2020 has appointed Mr.M.D.Selvaraj, FCS of M/s.MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the voting through postal ballot process and through electronic means in a fair and transparent manner.

Members are requested to carefully read the instructions printed on the Postal Ballot Form and return the Form, duly completed in all respects in the enclosed self-addressed, postage pre-paid envelope, so as to reach the scrutinizer on or before the close of working hours at 5.00 PM on Thursday, the 26th March,2020. Your assent / dissent received after 5.00 PM on Thursday, the 26th March,2020 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is also providing e-voting facility as an alternative to exercising the voting right through postal ballot form; Accordingly, instead of returning the Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. The e-voting platform will be opened for tendering your votes from 9:00 AM on Wednesday, the 26th day of February,2020 to 5.00 PM on Thursday, the 26th March,2020. Members opting for e-voting may follow the procedure, as recommended by CDSL, which is specified along with this Notice.

The Scrutinizer shall submit his report to the Executive Chairman or any other director authorized by the Board of Directors of the Company. The result of the postal ballot shall be:

- Announced on or before the close of business hours on Friday, the 27th March, 2020
- Displayed on the website of the Company and CDSL on Friday, the 27th March, 2020, and
- Communicated to BSE Limited (BSE) & the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolution as set out in Item No.1 below are assented by the requisite majority of the shareholders by means of Postal Ballot process, it shall be deemed to have been passed as Special Resolution, at the General Meeting of the Company and it shall be deemed to have been passed on the last date specified by the Company for receipt of duly completed postal ballot forms or e-voting.

SPECIAL BUSINESS

Item No.1:

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

RESOLVED that in supersession of the earlier resolutions and 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.350 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 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company had vide resolution passed on 10th September, 2019 authorized, the Board of Directors to give loans to any person, provide guarantees and/or securities for loans taken by other persons, acquire by way of subscription, investment, purchase or otherwise, the securities of any other body(ies) corporate, as may be required from time to time upto an aggregate of Rs. 175 Crores.

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.

Members may note that in order to support its business activities, the Board at its meeting held on 13th February, 2020, proposed seeking Members approval by way of Postal Ballot, for enhancement of limits under Section 186 of the Companies Act, 2013 by upto Rs.350 Crores (Rupees Three Hundred and Fifty Crores) by authorising the Board to make loan(s) and/or give any guarantee(s)/provide any security(ies) in connection with loan(s) made and/or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate as they may in their absolute discretion deem beneficial and in the interest of the Company upto an amount of Rs. 350 Crores.

Accordingly, the Board recommends the Special resolution as set out in Item no1 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 as set out in item no.1 of this notice.

Place: Coimbatore
Date: 13th February, 2020

By Order of the Board
For **REVATHI EQUIPMENT LIMITED**
Sd/-
K. Maheswaran
Company Secretary

NOTES:

1. The Board of Directors of the Company has appointed Mr.M.D.Selvaraj, FCS of MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot in a fair and transparent manner.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for which a separate Ballot paper is circulated to the members along with this notice.
3. Voting period commences from 9:00 AM on Wednesday, the 26th February, 2020 and ends at 5.00 PM on Thursday, the 26th March, 2020 for the members exercising their voting either by Postal Ballot or through E-voting within 30 days from date of dispatch of the notice.
4. The Notice is being sent to all the Members, whose names appear in the Register of Members/ List of Beneficial Owners as received from National Securities Depository Limited ("**NSDL**") / Central Depository Services (India) Limited ("**CDSL**") as on 21st February, 2020 (cut-off date).
5. The members whose names appear in the Register of Members/ Record of Depositories as on Friday, the 21st February, 2020 will only be considered for voting. In case a person, who is not a shareholder of the company as on the cut-off date receives this Notice, the same should be treated as being sent for informative purposes.
6. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.revathi.in.
7. Members are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so

as to reach the Scrutinizer on or before 5:00 PM on Thursday, the 26th March, 2020 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Thursday, the 26th March, 2020, providing sufficient time for postal transit.

8. The result of the Postal Ballot shall be announced on or before 5:00 PM on Friday, 27th March, 2020 at the registered office of the Company and shall also be displayed on the Company's website www.revathi.in and on the website of CDSL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the Company are listed.
9. The Postal Ballot Form and self-addressed, pre-paid postage envelopes are enclosed for use of the shareholders and it bears the address to which the duly completed Postal Ballot Forms are to be sent. The facility of voting by electronic means is being provided by Central Depository Services (India) Limited ('CDSL') for which the required procedure is incorporated in the Postal Ballot Notice.
10. The Postal Ballot Notice and Form have been placed on Company's website www.revathi.in and CDSL e-voting website www.evotingindia.com and will remain on such website until the last date of receipt of the Postal Ballot from members.
11. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on 21st February, 2020.

INSTRUCTIONS FOR VOTING:

A. VOTING THROUGH POSTAL BALLOT FORM

Instructions regarding voting through Postal Ballot Form have been given on the reverse side of the Postal Ballot Form.

B. REMOTE E-VOTING FACILITY

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules made there under, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("**CDSL**") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice-versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

The instructions for Members for voting electronically are as under: -

- i. The voting period begins on Wednesday, the 26th February, 2020 at 9.00 AM and ends on Thursday, the 26th March, 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 Friday, the 21st February, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com
- iii. Click on Shareholders.
- iv. Now Enter your User ID
 - a. For CDSL: 16 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 'Revathi Equipment Limited'.

xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

xiv. After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

xvi. You can also take print out of the voting done by you by clicking on "Click here to print" option on the Voting page.

xvii. If Demat account holder has forgotten the login password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non – Individual Shareholders and 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 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

The Scrutinizer will submit his report after completion of scrutiny, on or before Friday, the 27th March, 2020. The Executive Chairman or any other directors authorized by the board of directors of the Company will announce the results of the voting by Postal Ballot on or before 5.00 PM on Friday, the 27th March, 2020 at the Registered Office of the Company.

By Order of the Board

For **REVATHI EQUIPMENT LIMITED**

Sd/-

K. Maheswaran

Company Secretary

Place: Coimbatore

Date: 13th February, 2020

Enclosure:

1. Postal Ballot Form
2. Self Addressed envelope



REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

POSTAL BALLOT FORM

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

(Please read the instructions printed overleaf carefully before completing this form)

1.Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2.Name(s) and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in BLOCK LETTERS)
3.Number of Shares held

I/We hereby exercise my/our vote in respect of the following Special Resolution proposed to be passed through postal ballot for the business stated in the postal ballot Notice dated 13th February, 2020 of the Company by conveying my / our assent (FOR) or dissent (AGAINST) to the said resolution by placing the tick (✓) mark at the appropriate box below;

Item No.	Item Description	No. of Shares	I/We Assent the resolution (FOR)	I/We Dissent the resolution (AGAINST)
1.	Approval to make investments, loans, give guarantee or provide security in excess of the limit prescribed under Section 186 of the Companies Act, 2013 up to an aggregate sum of Rs.350 Crores. (Special Resolution)			

Place :

Signature of the Shareholder

Date :

(Refer instruction (d) overleaf)

Electronic Voting Particulars

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

EVSN (Electronic Voting Sequence Number)	* Default PAN / Sequence No
200220003	

* Please use default PAN for those who have not registered their PAN.

Notes: (i) If the voting rights are exercised electronically, there is no need to use this form.

(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Thursday, 26th March, 2020 (5.00 PM).

INSTRUCTIONS:

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- b) Please convey your assent/dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) Member desiring to exercise his/her vote may put the tick mark (v) in the column provided for assent or dissent. Postal Ballot Form bearing (v) in both the column will render the form invalid.
- d) This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the Company) by the first named member and in his absence, by the next named member.
- e) Votes through Postal Ballot Form shall not be exercised by a Proxy.
- f) In case of shares held by companies, trusts, societies, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
- g) Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- h) In case the number of shares is not mentioned against the resolution, it will be deemed that the member has exercised his votes for the entire shares held by him.
- i) In addition to the reasons as mentioned above for rejection, Postal Ballot Form/Votes will be considered invalid on the following grounds:
 - i. If a form other than the one issued by the company has been used.
 - ii. If the form has not been signed by or on behalf of the member.
 - iii. If the shareholders' signature does not tally.
 - iv. If it is not possible to determine without any doubt the assent or dissent of the member.
 - v. If assent or dissent is not mentioned.
 - vi. If assent or dissent is given subject to some amendment to the resolution or condition.
 - vii. If any competent authority has given direction in writing to the Company to freeze the voting rights of a member.
 - viii. If the envelope containing the postal ballot form is received after the last date and time prescribed.
 - ix. If the postal Ballot form is signed by a representative of a member and is not accompanied by a certified copy of the specific authority.
 - x. If the Postal Ballot Form is filled and / or signed in pencil.
 - xi. If the Postal Ballot Form is received torn or defaced or mutilated to an extent that it is difficult for the Scrutinizer to identify either the shareholder or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or one or more of the above grounds.
- j) In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules, 2014, Mr. M D Selvaraj, Practicing Company Secretary, Coimbatore, has been appointed as the Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. on Thursday, 26th March, 2020. If any postal ballot form is received after this time and date, it will be considered that no reply from such member has been received.
- k) Members are requested not to send any other paper along with the postal ballot form in the enclosed self addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- l) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- m) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- n) Members receiving the Postal Ballot notice by email may request for a duplicate Postal Ballot Form, if so required, from the Registrar and Share Transfer Agent, M/s. SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore – 641006. However, the duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date specified in (j) above.
- o) Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given in the Postal Ballot Notice.
- p) The Scrutinizer's decision on the validity of the Postal Ballot form will be final.