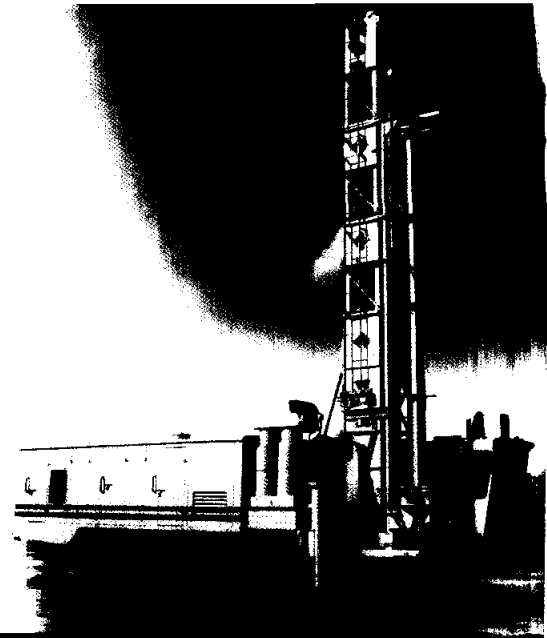


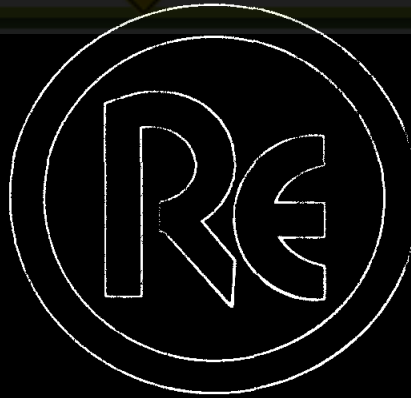


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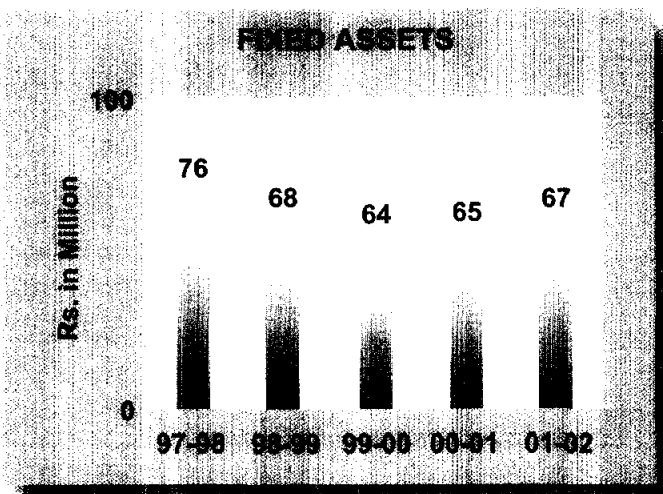
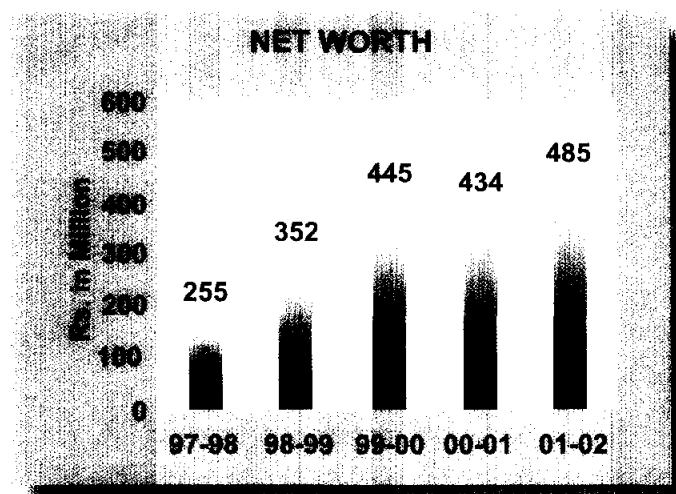
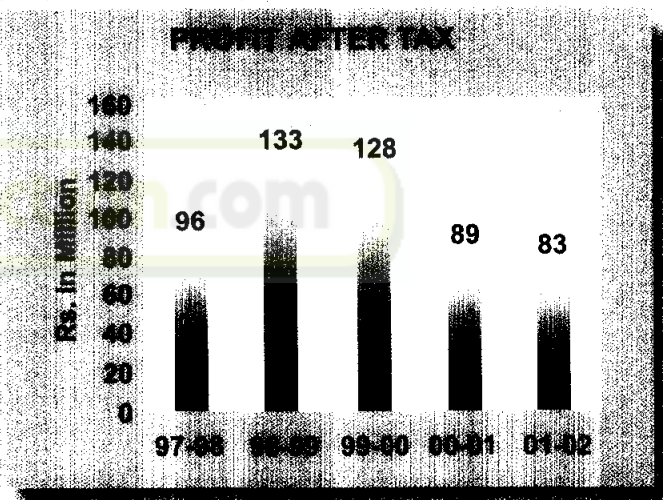
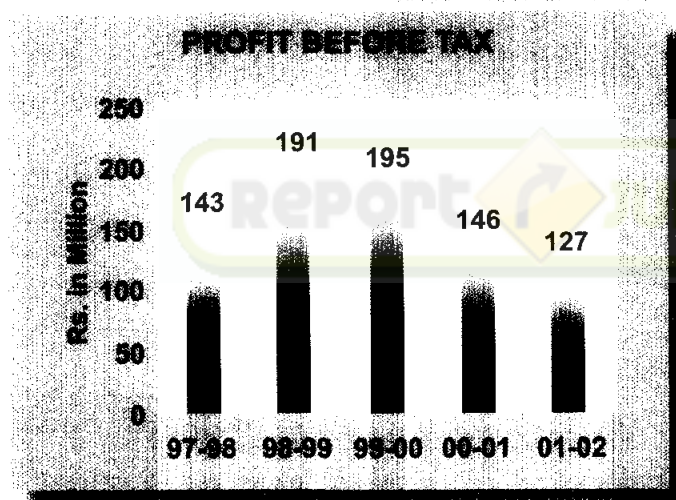
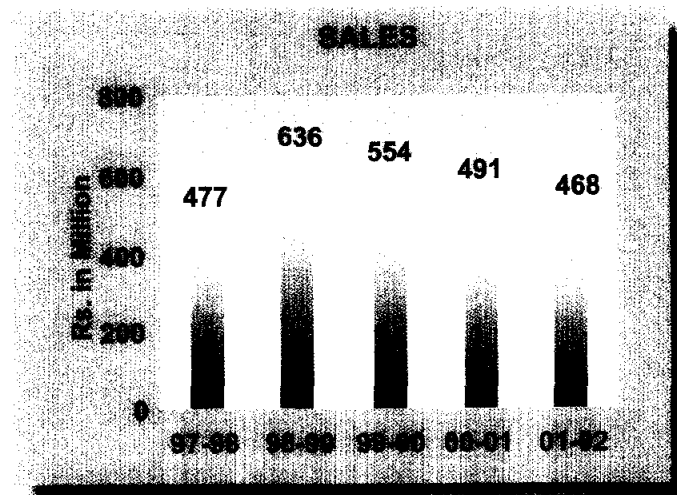


REVATHI EQUIPMENT LIMITED



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Revathi Equipment Limited

CORPORATE DATA

BOARD OF DIRECTORS

ABHISHEK DALMIA
Chairman

R.K. RAGHAVENDRA
Managing Director

CHAITANYA DALMIA

RAVINDER KUMAR GILANI

RAMESH CHANDRA JAIN

S.C. KATYAL

V.S. RAJAN

LEGAL ADVISERS

KING & PARTRIDGE, CHENNAI.

SHARE TRANSFER AGENTS

S.K.D.C. CONSULTANTS LTD.,
P.B. No. 2979,
No. 11, STREET No. 1,
S.N. LAYOUT, TATABAD,
COIMBATORE - 641 012.

REGISTERED OFFICE

POLLACHI ROAD,
MALUMACHAMPATTI POST,
COIMBATORE - 641 021.

COMPANY SECRETARY

M.N. SRINIVASAN

BANKERS

STATE BANK OF INDIA
CANARA BANK
DENA BANK
STATE BANK OF BIKANER & JAIPUR

AUDITORS

ARTHUR ANDERSEN & ASSOCIATES,
MUMBAI.

MANAGEMENT TEAM

R.K. RAGHAVENDRA
Managing Director

P.M. RAJANARAYANAN
Vice - President (Marketing & Engineering)

K.V. RAMASUBRAMANIAN
Vice - President (Operations)

S. HARIHARAN
Vice - President (Finance)

A. RAJALINGAM
General Manager (Engineering)

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NOTICE TO MEMBERS

NOTICE is hereby given that the twenty fifth annual general meeting of the members of Revathi Equipment Limited will be held at the Indian Chamber of Commerce and Industry, Chamber Towers, 8/732, Avanashi Road, Coimbatore - 641 018 on Saturday, October 19, 2002 at 10.00 A.M. to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the directors' report and the audited balance sheet as at March 31, 2002 and the profit and loss account for the financial year ended March 31, 2002.
2. To declare a dividend on equity shares.
3. To appoint auditors to hold office from the conclusion of this annual general meeting until the conclusion of the next annual general meeting and to fix their remuneration.

Retiring auditors Arthur Andersen & Associates, have not offered themselves for reappointment and the company has received a special notice from a member under Sec 225 read with Sec 190 of the Companies Act, 1956 regarding appointment of M/s. Lodha & Co., Chartered Accountants, as statutory auditors:

" Resolved that M/s. Lodha & Co., Chartered Accountants be and are hereby appointed as statutory auditors of the company from this annual general meeting until the conclusion of next annual general meeting of the company at a remuneration as may be determined by the Board of Directors ".

SPECIAL BUSINESS :

4. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution, of which due notice in writing under section 257 of the Companies Act, 1956 has been received from a member:

"RESOLVED that Mr.Abhishek Dalmia whose term of office as director expires at this Annual General Meeting under clause 119 of the Articles of Association of the Company and who is eligible for reappointment be and is hereby appointed as director of the company, whose period of office will be liable to determination by retirement of directors by rotation."

5. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution, of which due notice in writing under section 257 of the Companies Act, 1956 has been received from a member:

"RESOLVED that Mr.V.S. Rajan whose term of office as director expires at this Annual General Meeting under clause 119 of the Articles of Association of the Company and who is eligible for reappointment be and is hereby appointed as director of the company, whose period of office will be liable to determination by retirement of directors by rotation."

6. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution, of which due notice in writing under section 257 of the Companies Act, 1956 has been received from a member:

"RESOLVED that Mr.Ravinder Kumar Gilani whose term of office as director expires at this Annual General Meeting under clause 120 of the Articles of Association of the Company and who is eligible for reappointment be and is hereby appointed as director of the company, whose period of office will be liable to determination by retirement of directors by rotation."

7. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary resolution, of which due notice in writing under section 257 of the Companies Act, 1956 has been received from a member:

"RESOLVED that Mr.Ramesh Chandra Jain whose term of office as director expires at this Annual General Meeting under clause 120 of the Articles of Association of the Company and who is eligible for reappointment be and is hereby appointed as director of the company, whose period of office will be liable to determination by retirement of directors by rotation."

8. To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION**.

"RESOLVED that pursuant to Section 31 and other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) the Articles of Association of the Company be and are hereby amended, altered and / or substituted in the manner and to the extent as is set out herein below :

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The following new articles be inserted after the existing articles and be numbered accordingly:

Article 24(A) after Article 24

Buyback of Shares

"Notwithstanding anything contained in this Articles and subject to the Provisions of the Act, the Company may from time to time repurchase or buy back its own shares and/or securities issued by the Company and outstanding for the time being, on such terms and in such manner as may be permitted under the Act and Rules made thereunder.

Article 59A after Article 59

Nomination of Shares

- a. Every holder of the shares in or every holder of debentures of a company may, at any time, nominate in the prescribed manner, a person to whom his shares in or debentures of the Company shall vest in the event of his death.
- b. Joint holders may together nominate, in the prescribed manner, a person to whom all the rights in the shares or the debentures of the company shall vest in event of the death of all the joint holders.
- c. Notwithstanding anything contained in any other law for the time being in force or in any disposition, whether testamentary or otherwise, in respect of such shares in or debentures of the company, where nomination made in the prescribed manner purports to confer on any person the right to vest the shares in or debentures of the Company, the nominee, shall, on the death of the shareholder or holder of debenture of the Company or, as the case may be, on the death of the joint holders become entitled to all the rights in the shares or debentures of the Company or, as the case may be, or all the joint holders, in relation to such shares in or debentures of the company to the exclusion of all other persons, unless nomination is varied or cancelled in the prescribed manner.
- d. Where the nominee is a minor, the holder of shares or of debentures, may make nomination to appoint in the prescribed manner, any person to become entitled to shares in or debentures of the company in the event of his death, during the minority.

Article 103(A) after Article 103

Transaction of business through Postal Ballot

Subject to the provisions of Section 192A of Companies Act, 1956 and any other Rules and Regulations which may be framed by the Central Government from time to time the Company may transact such business as may be notified by the Central Government from time to time or which the Company may consider necessary through postal ballot.

Article 125(n) after Article 125(m)

He becomes disqualified in terms of Section 274(1)(g) of the Companies Act, 1956.

Coimbatore
September 4, 2002

By Order of the Board
M.N.SRINIVASAN
COMPANY SECRETARY



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NOTES :

- a) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS BEHALF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- b) The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 concerning special business is annexed hereto.
- c) Pursuant to Section 154 of the Companies Act, 1956, the Register of Members and the Share Transfer Books of the Company will remain closed from October 9, 2002 to October 19, 2002 (both days inclusive).
- d) Members holding shares in physical form are requested to intimate to M/s.S.K.D.C. Consultants Limited, changes, if any, in their registered address along with the pincode numbers and to mention their registered folio No. invariably in all correspondence. Members holding shares in dematerialised form are requested to notify such changes to their depository participants.
- e) Queries on accounts and operations of the company, if any, may please be sent to the company ten days in advance of the meeting so that answers may be made available at the meeting.
- f) The Company's equity shares are listed in the following stock exchanges:
- Coimbatore Stock Exchange Limited,
"Stock Exchange Building",
No : 683 / 686, Trichy Road,
Singanallur,
Coimbatore - 641 005.
- Madras Stock Exchange Limited,
"Exchange Building",
Post Box No : 183,
No : 11, Second Line Beach Road,
Chennai - 600 001.
- The Stock Exchange, Mumbai,
Phiroze Jee Jee Bhoy Towers,
Dalal Street,
Mumbai - 400 001.
- The Company has paid the annual listing fee for the period 2002 - 2003 in respect of above stock exchanges.
- g) Unclaimed interim & final dividend for the year 1995-96 will be transferred to Investor Education and Protection Fund on or before May 15, 2003 and September 16, 2003 respectively. Members who have not claimed the dividend can claim the same early.
- h) Dividend, if approved, will be paid to the members whose names appear on the register of members of the Company as on October 19, 2002. In respect of shares held in dematerialised form, the dividend will be paid to the beneficial owners as per details furnished by the depositories for this purpose at the end of business hours on October 8, 2002 (one day prior to the commencement of Book closure).
- i) As per Finance Act 2002, tax will be deducted at source (TDS) on dividend. The members are requested to intimate their Permanent Account Number (PAN)/General Index Number (GIN) under Section 139A(5A) of the Income Tax Act, 1961 to the Company to enable the Company to quote PAN/GIN on the TDS certificate to be issued by the Company. However in case of individual, no TDS will be made if dividend does not exceed Rs.2,500. Members who are resident individuals and whose dividend exceeds Rs.2,500/- but entitles to receive the dividend without TDS, may submit in duplicate, Form 15G to the Company on or before October 5, 2002.
- j) The members who are holding shares in physical form are advised to furnish the Bank account details as per the form enclosed to SKDC Consultants Limited for crediting the dividend by Electronic Clearance Scheme. In respect of members who are holding the shares in Demat form are advised to inform the mandate / bank details to their respective Depository Participants.

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EXPLANATORY STATEMENT UNDER SECTION 173(2) OF THE COMPANIES ACT, 1956.**ITEM NO. 4**

Mr. Abhishek Dalmia was appointed as additional director from August 17, 2002. Mr. Abhishek Dalmia holds office upto the date of this Annual General Meeting. A notice has been received under section 257 of the Companies Act, 1956 from a member along with a deposit of Rs. 500/-, signifying his intention to propose the appointment of Mr. Abhishek Dalmia as a director of the company at this meeting. The directors of the company are of the opinion that his inclusion on the board would be beneficial to the company.

None of the directors of the company is interested or concerned in passing the resolution except Mr. Abhishek Dalmia and Chaitanya Dalmia.

ITEM NO. 5

Mr. V.S. Rajan was appointed as additional director from August 17, 2002. Mr. V.S. Rajan holds office upto the date of this Annual General Meeting. A notice has been received under section 257 of the Companies Act, 1956 from a member along with a deposit of Rs. 500/-, signifying his intention to propose the appointment of Mr. V.S. Rajan as a director of the company at this meeting. The directors of the company are of the opinion that his inclusion on the board would be beneficial to the company.

None of the directors of the company is interested or concerned in passing the resolution except Mr. V.S. Rajan.

ITEM NO. 6

Mr. Ravinder Kumar Gilani was appointed as director from August 17, 2002 in the casual vacancy caused by the resignation of Mr. T. Dulip Singh. Mr. Ravinder Kumar Gilani holds office upto the date of this Annual General Meeting. A notice has been received under section 257 of the Companies Act, 1956 from a member along with a deposit of Rs. 500/-, signifying his intention to propose the appointment of Mr. Ravinder Kumar Gilani as a director of the company at this meeting. The directors of the company are of the opinion that his inclusion on the board would be beneficial to the company.

None of the directors of the company is interested or concerned in passing the resolution except Mr. Ravinder Kumar Gilani.

ITEM NO. 7

Mr. Ramesh Chandra Jain was appointed as director from August 17, 2002 in the casual vacancy caused by the resignation of Mr. B.K. Poddar. Mr. Ramesh Chandra Jain holds office upto the date of this Annual General Meeting. A notice has been received under section 257 of the Companies Act, 1956 from a member along with a deposit of Rs. 500/-, signifying his intention to propose the appointment of Mr. Ramesh Chandra Jain as a director of the company at this meeting. The directors of the company are of the opinion that his inclusion on the board would be beneficial to the company.

None of the directors of the company is interested or concerned in passing the resolution except Mr. Ramesh Chandra Jain.

ITEM NO. 8

In line with the amendment to the Companies Act, 1956 some of the clauses in the Articles of Association of the Company have to be altered. Hence the resolution is proposed.

Board recommends the passing of the Special resolution contained in Item No. 8.

None of the directors of the company is interested or concerned in passing the resolution.

Coimbatore
September 4, 2002

By order of the Board
M.N. SRINIVASAN
Company Secretary



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Particulars about the Directors appointed / proposed for appointment

S. No.	Name	Qualification	Experience/ Expertise	Directorship	Committee
1	Mr. Abhishek Dalmia	FCA, AICWA, B.Com.(H)	<p>He is a Chartered Accountant and started his career as the Vice President of OCL India Limited in 1992 and was responsible for overall management of the cement operations. In the Year, 1999 he started the investment advisory business.</p> <p>Recently he was the chief architect of the takeover bid made by Renaissance Estates Limited to the Shareholders of GESCO Corporation Limited, which was given wide coverage in print as well as electronic media for unlocking shareholders' value. The take over bid was a grand success and the Company as well the small shareholders were able to earn an attractive return.</p> <p>Presently he is the Managing Director of Utkal Investments Limited as well as Renaissance Asset Management Co. Pvt. Ltd.</p> <p>Expertise in identifying low-risk and reasonably rewarding opportunities in the area of investment.</p>	<p>1. Utkal Investments Limited, Managing Director</p> <p>2. Renaissance Asset Management Company Pvt. Limited, Managing Director</p> <p>3. Lanco Kalahasti Castings Limited</p> <p>4. Saffron Agencies Limited</p> <p>5. Dalton Power Products Limited</p> <p>6. Classic Art Pictures Limited</p> <p>7. Harry International Investments Limited</p> <p>8. NetCarrots.Com Private Limited</p>	<p>Membership Audit Committee</p> <p>Shareholders' Grievance Committee</p> <p>Share Transfer Committee - Chairman</p>
2	Mr. Chaitanya Dalmia	MBA, B.Com.(H)	<p>He is a Management Graduate from International Management Institute, New Delhi and started his career in 1998 with OCL India Limited.</p> <p>He was a critical part of the decision making team during the takeover bid on GESCO Corporation Limited.</p> <p>Presently he is the Jt. Managing Director of Utkal Investments Limited as well as Renaissance Asset Management Co. Pvt. Ltd.</p> <p>Expertise in Corporate Finance.</p>	<p>1. Utkal Investments Limited, Jt. Managing Director</p> <p>2. Renaissance Asset Management Company Pvt. Limited, Managing Director</p> <p>3. Saffron Agencies Limited</p> <p>4. Dalton Power Products Limited</p> <p>5. Combined Technical Services Limited</p> <p>6. Harry International Investments Limited</p>	<p>Shareholders' Grievance Committee - Chairman</p> <p>Share Transfer Committee</p>
3.	Mr.Ramesh Chandra Jain	M.A. & Diploma in Local Government from University of Birmingham (U.K.)	Public and Business Administration	<p>1. Nova Petrochemicals Limited</p> <p>2. The Khatau Makanji Spg & Wvg. Co. Limited</p> <p>3. STI India Limited</p> <p>4. Ergodyne Pvt. Ltd.</p> <p>5. Southern Steel Limited</p> <p>6. Hindustan Magnetics Limited</p>	
4.	Mr. Ravinder Kumar Gilani	B.Tech. (Mechanical)	Expert in turning around loss-making organisations		
5.	Mr.V.S. Rajan	B.Tech. (Hons)	Expert in Marketing and logistics		

FORM No. 15-G

[See Rule 29C(2) of the Income - Tax Rules, 1962]

DECLARATION UNDER SECTION 197 A(1) OF THE INCOME - TAX ACT, 1961, TO BE MADE BY AN INDIVIDUAL CLAIMING RECEIPT OF DIVIDEND WITHOUT DEDUCTION OF TAX

FOLIO No. / DP, ID & CLIENT ID. No. :

I, _____
 * son / daughter / wife of _____
 resident of @ _____
 do hereby declare

1. that I am a shareholder in Revathi Equipment Limited, Pollachi Road, Malumachampatti Post, Coimbatore - 641 021.
 2. that the shares in the said Company, particulars of which are given below, stand in my name and are beneficially owned by me, and the dividends there from are not includible in the total income of any other person under sections 60 to 64 of the Income Tax Act, 1961.

No. of Sahres	Class of shares and face value of each share	Total face value of shares	Distinctive numbers of the shares	Date(s) on which the shares were acquired by the declarant
	Equity Shares of Rs. 10/- Each.			

3. that my present occupation is _____
 4. that the tax on my estimated total income, including the dividends from the shares referred to in paragraph 2 above, computed in accordance with the provisions of the Income - tax Act, 1961, for the previous year ending on 31 March 2003 relevant to the assessment year 2003 - 2004 will be NIL.
 4A. that my income from *dividend / interest on securities / interest other than "interest on securities" / units / amounts referred to in clause (a) of sub section (2) of section 80CCA or the aggregate of such incomes, computed in accordance with the provisions of the Income-tax Act, 1961, for the previous year ending on 31 March 2003 relevant to the assessment year 2003 - 2004 will not exceed the maximum amount which is not chargeable to income-tax; _____
 5. * that I have not been assessed to income-tax at any time in the past but I fall within the jurisdiction of the Chief Commissioner or Commissioner of Income-Tax _____ **OR**

that I was last assessed to income - tax for the assessment year _____ by the
 Assessing Officer _____ Circle / Ward / District and the
 permanent account number allotted to me is _____

6. that I am resident in India within the meaning of Section 6 of the Income-tax Act, 1961.

Signature of the Declarant

FORM No. 15-G

[See Rule 29C(2) of the Income - Tax Rules, 1962]

DECLARATION UNDER SECTION 197 A(1) OF THE INCOME - TAX ACT, 1961, TO BE MADE BY AN INDIVIDUAL CLAIMING RECEIPT OF DIVIDEND WITHOUT DEDUCTION OF TAX

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that I was last assessed to income - tax for the assessment year _____ by the
 Assessing Officer _____ Circle / Ward / District and the
 permanent account number allotted to me is _____

6. that I am resident in India within the meaning of Section 6 of the Income-tax Act, 1961.

Signature of the Declarant

VERIFICATION

I, _____
do hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated.

Verified today, the _____ day of _____ 2002

Place _____
Date _____ Signature of the Declarant

NOTES :

1. @ Give complete postal address.
2. The declaration should be furnished in duplicate
3. * Delete whichever is not applicable
4. Before signing the verification, the declarant should satisfy himself that the information furnished in the declaration is true, correct and complete in all respects. Any person making a false statement in the declaration shall be liable to prosecution under Section 277 of the Income-tax Act, 1961 and on conviction be punishable -
 - i) in case where tax sought to be evaded exceeds on lakh rupees, with rigorous imprisonment which shall not be less than six month but which may extend to seven years and with fine;
 - ii) in any other case, with rigorous imprisonment which shall not be less than three months but which may extend to three years and with fine.

[FOR USE BY THE PERSON TO WHOM THE DECLARATION IS FURNISHED]

1. Name and address of the Company	Revathi Equipment Limited Pollachi Road, Malumachampatti Post Coimbatore - 641 021.
2. Date on which the declaration was furnished by the declarant	
3. Date of declaration	
4. Payment of dividends	
5. Period in respect of which dividend has been declared	2001 - 2002
6. Amount of dividend paid	

for forwarded to the Chief Commissioner or Commissioner of Income Tax

Place : Coimbatore
Date : _____ Signature of the Principal Officer of the Company

VERIFICATION

I, _____
do hereby declare that to the best of my knowledge and belief what is stated above is correct, complete and is truly stated.

Verified today, the _____ day of _____ 2002

Place _____
Date _____ Signature of the Declarant

NOTES :

1. @ Give complete postal address.
2. The declaration should be furnished in duplicate
3. * Delete whichever is not applicable
4. Before signing the verification, the declarant should satisfy himself that the information furnished in the declaration is true, correct and complete in all respects. Any person making a false statement in the declaration shall be liable to prosecution under Section 277 of the Income-tax Act, 1961 and on conviction be punishable -
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3. Date of declaration	
4. Payment of dividends	
5. Period in respect of which dividend has been declared	2001 - 2002
6. Amount of dividend paid	

for forwarded to the Chief Commissioner or Commissioner of Income Tax

Place : Coimbatore
Date : _____ Signature of the Principal Officer of the Company