

## REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

E-mail: srinivasan@revathi.in Website: www.revathi.in

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

### NOTICE OF THE ANNUAL GENERAL MEETING

**NOTICE** is hereby given that the 38th Annual General Meeting of the Shareholders of the Company will be held on Monday, 21st December 2015 at 02.30 PM at the Registered Office of the Company at Pollachi Road, Malumachampatti Post, Coimbatore - 641050, to transact the following business:

#### **Ordinary Business**

1. To consider and adopt the audited standalone & consolidated Financial Statements including Statement of Profit and loss, cash flow statement for the financial year ended 31st March, 2015, the Balance Sheet as at that date and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr.S.Hariharan (holding DIN 06363724) who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint 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, Messrs. S.S.Kothari Mehta & Co (Firm Registration No. 000756N) Chartered Accountants, New Delhi be and are hereby appointed as the Statutory Auditors of the Company in the place of M/s.Lodha & Co., Chartered Accountants, Kolkata, to hold office for a period of 5 years from the conclusion of this Annual General Meeting till the conclusion of the 43rd Annual General Meeting which ought to be held in the year 2020, subject to ratification by the Shareholders annually, at a remuneration to be decided by the Board of Directors 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 197 of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, subject to such other approvals, if any as may be required, approval of the Members be and is hereby accorded to the Board of Directors of the Company to ratify and confirm the waiver of the recovery of excess remuneration paid, over and above the limits prescribed under the provisions of Sections 198, 269, 309(5B) read together with Schedule XIII of the Companies Act, 1956 as approved by the Shareholders in their 37th Annual General Meeting held on 29th , September 2014, amounting to Rs.406,087/- paid to Mr. Abhishek Dalmia, (DIN:00011958), Executive Chairman for the financial year ended 31st March, 2014;

**RESOLVED FURTHER THAT** subject to approval of the Central Government, excess managerial remuneration of Rs.406,087/- paid to Mr. Abhishek Dalmia, Executive Chairman for the year 1st April 2013 to 31st March 2014 be and is hereby approved;

**RESOLVED FURTHER THAT** the Board of Directors/ Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered it to be necessary or desirable to give effect to this Resolution in this regard".

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

**RESOLVED THAT** in partial modification of the Resolution No.5 passed at the Annual General Meeting held on 29th August 2011, the terms of appointment of Mr.Abhishek Dalmia, (DIN:00011958), Executive Chairman of the Company be and is hereby amended with effect from 1st April 2014 by modifying thereto the clause pertaining to payment of minimum remuneration in the event of loss or inadequacy of profits with the following new clause:

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

**FURTHER RESOVLED THAT** all the other terms and conditions of appointment of Mr.Abhishek Dalmia, Executive Chairman remains unaltered.

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

**RESOLVED THAT** in partial modification of the Resolution No.8 passed at the Annual General Meeting held on 28th September 2012, the terms of appointment of Mr.S.Hariharan, (DIN 06363724) Whole-time Director & CFO of the Company be and is hereby amended with effect from 1st April 2014 by modifying thereto the clause pertaining to payment of minimum remuneration in the event of loss or inadequacy of profits with the following new clause:

"In the event of loss or inadequacy of profits in any financial year during his tenure of office, the remuneration payable to the Whole-time Director & CFO shall be subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act, 2013."

**FURTHER RESOVLED THAT** all the other terms and conditions of appointment of Mr.S.Hariharan, Whole-time Director & CFO remains unaltered.

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

**RESOLVED THAT** pursuant to Section 196, 197, 203, Schedule V and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) the consent of the Company be and is hereby accorded to the re-appointment of Mr.Abhishek Dalmia (holding DIN 00011958) as the Executive Chairman of the Company for a further period of 5 years and payment of remuneration for a period of 3 years with effect from 1st April 2016 on the terms and conditions of the agreement as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their Meeting held on 10th July 2015 which has been set out in the explanatory statement.

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

**RESOLVED THAT** pursuant to the provisions of Clause 49(II)(C) of the Listing Agreement entered into the Stock Exchanges and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the company be and is hereby accorded for the payment of consultancy fees of Rs.8,00,000/- paid to Mr.P.M.Rajanarayanan (holding DIN 00016667), erstwhile Non-executive Director of the Company for rendering consultancy services to the Company for the financial year 2014-15.

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

**"RESOLVED THAT** pursuant to the provisions of revised Clause 49(VII) of the Listing Agreement, approval of the members be and is hereby accorded to the Board of Directors for the arrangements / transactions (including transfer of resources, service or obligation) hitherto entered or to be entered by the Company with M/s. Renaissance Advanced Consultancy Limited (a related party as defined under section 2 (76) of the Companies Act, 2013) for an amount not exceeding Rs.35 Crores for the financial year commencing from 1st April 2015 and for every financial year thereafter.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do and perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution."

By Order of the Board  
For **Revathi Equipment Limited**

**M N Srinivasan**  
Company Secretary

Bangalore  
17th October 2015

## STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

### Item No. 4

The Members at their Annual General Meeting held on 29th September 2014 had approved the waiver from recovery of excess remuneration paid to Mr. Abhishek Dalmia, Executive Chairman of the Company pursuant to the provisions of Sections 198, 269, 309(5B) read with Schedule XIII of the Companies Act, 1956 (erstwhile Act). The Company filed application to the Central Government for waiver of excess managerial remuneration of Rs.406,087/- paid to Mr. Abhishek Dalmia, during the year 1st April 2013 to 31st March 2014 but the Central Government directed vide its letter dated 30th September 2015 to file fresh general body resolution, as per the provisions of the Companies Act, 2013 (new Act).

In view of the said letter from the Central Government and in order to be compliant with the requirements of the said letter and with the provisions of Companies Act, 2013 (new Act), the Company is once again seeking approval of the shareholders of the Company.

Hence necessary resolution for waiver from recovery of excess remuneration paid to Mr.Abhishek Dalmia is set out in item No. 4 of the Agenda for the approval of the members.

Except Mr.Abhishek Dalmia being the appointee director and Mr.Chaitanya Dalmia & Mrs.Deepali Dalmia being the relatives of the appointee Director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

The information as required by second proviso (iv) of Paragraph B of Section II of Schedule V of the Companies Act, 2013 is given in the Annexure to the notice.

**Item No. 5 & 6**

Mr. Abhishek Dalmia & Mr.S.Hariharan, Executive Chairman and Whole-time Director & CFO of the Company have been drawing remuneration in accordance with the limits laid down under Schedule XIII of the Companies Act, 1956. However, with the commencement of the Companies Act, 2013, the remuneration payable to them needs to be modified in line with the new provisions of Schedule V of the Companies Act, 2013.

Accordingly, the Board of Directors, on the recommendation of the Nomination and Remuneration Committee, at their meeting held on 10th July 2015 have proposed to align the remuneration payable to Mr.Abhishek Dalmia, Executive Chairman and Mr.S.Hariharan, Whole-time Director & CFO of the Company in accordance with the provisions of Schedule V of the Companies Act, 2013.

Accordingly, the modification of the terms of appointment of the Executive Chairman & Whole-time Director & CFO shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence, the necessary resolutions have been set out in Item No. 5 & 6 of the Notice for the approval of the members.

The Board recommends the resolutions set out in Item No. 5 & 6 of the Notice for the approval of the members.

Except Mr.Abhishek Dalmia, being the beneficiary, and Mr.Chaitanya Dalmia & Mrs.Deepali Dalmia being the relatives of the former, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 5.

Except Mr.S.Hariharan, being the beneficiary, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 6.

**Item No. 7**

The Board of Directors of the Company at their meeting held on 10th July 2015 have re-appointed Mr.Abhishek Dalmia as the Executive Chairman of the Company for a further period of 5 years with effect from 1st April 2016 on such remuneration as recommended by the Nomination and Remuneration Committee. The terms and conditions of his appointment are as set out below.

**PERIOD OF REMUNERATION:**

The remuneration as set out below shall be for a period of 3 years from 01.04.2016 till 31.03.2019.

**SALARY:**

Rs.3,55,200/- (Rupees Three lakhs fifty five thousands and two hundreds only) p.m. with effect from April 1, 2016 with such annual increments but not exceeding 30%, as the Board at its sole discretion may decide.

**ALLOWANCES / PERQUISITES:**

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

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

**COMMISSION:**

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

**OTHER BENEFITS:**

- i. Contribution to Provident Fund (PF) and Superannuation Fund as applicable to other managers of the company.
- ii. 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.
- iii. Provision of car for use on Company's business and telephone at residence, including long distance calls shall not be considered as perquisites.
- iv. The Executive Chairman shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the Company's business.
- v. One month leave per year on full pay (salary plus perquisites) with liberty to accumulate such leave upto 50% of entitlement and encashment of unavailed leave at the end of tenure. In addition, the Executive Chairman shall be entitled to such casual leave and sick leave as is applicable to other managers of the company.

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

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

Considering the invaluable services rendered by Mr.Abhishek Dalmia coupled with his expertise, the Board of Directors have re-appointed him as the Executive Chairman of the Company for a further period of 5 years on such remuneration as set out above for a period of 3 years. His re-appointment as the Executive Chairman of the Company would provide a fresh impetus for the growth of the Company.

Pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 the re-appointment of the Executive Chairman shall be subject to the approval of the shareholders of the Company in the General Meeting. Hence the necessary resolution has been set out in Item No. 7 of the Notice for the approval of the members.

A copy of the agreement containing the terms and conditions of the appointment of Mr.Abhishek Dalmia will be available for inspection at the registered office of the Company during business hours.

The Board recommends the resolution set out in Item No. 7 of the Notice for the approval of the members.

Except Mr.Abhishek Dalmia, being the appointee director, and Mr.Chaitanya Dalmia & Mrs.Deepali Dalmia being his relatives, none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolutions set out at Item No. 7.

#### Item No. 8

The Board of Directors have at their meeting held on 24th June 2014 have accorded their approval for the payment of consulting fees not exceeding Rs.8,00,000/- for the financial year 2014-15 to Mr.P.M.Rajanarayanan, Director of the Company for rendering consultancy services. The payment of consultancy fees was in addition to the sitting fees payable to him for attending the meetings of the Board and the Committees thereof.

Pursuant to the provisions of Clause 49(II)(C) of the Listing Agreement (as amended) entered into with the Stock Exchanges, approval of the members of the Company is required for payment of any fees/ compensation to the non-executive directors of the Company. Accordingly, required resolution has been included in Item No. 8 of the Notice for the approval of the members

The Board recommends the resolution set out in Item No. 8 of the Notice for the approval of the members of the Company.

None of the current Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out in Item No. 8 of the Notice.

#### Item No.9

M/s. Renaissance Advanced Consultancy Limited (Holding Company) is a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Clause 49(VII) of the Listing Agreement.

In terms of Clause 49(VII) of the Listing Agreement, the contracts / arrangements / transactions relating to Transfer of resources, Service or obligation with M/s.Renaissance Advanced Consultancy Limited is material in nature. Therefore the contracts / arrangements / transactions with M/s. Renaissance Advanced Consultancy Limited requires the approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by an Ordinary Resolution.

The following are the details of the related party transaction(s) in accordance with Rule 15(3) of the Companies (Meeting of Board and its Powers) Rules, 2014;

Name of the Related Party	M/s. Renaissance Advanced Consultancy Limited	
Name of the Director/KMP who is related, if any	Mr. Abhishek Dalmia, Mr. Chaitanya Dalmia and Ms. Deepali Dalmia	
Nature of Relationship	Holding Company	
Nature, Material Terms, Monetary Value and Particulars of the Contract or Arrangement	Particulars of Transaction	Value of Transaction (per annum)
	Transfer of resources, Service or obligation	Not exceeding Rs.35 Crores
Any other information relevant or important for the members to take decision on the proposed resolution	Nil.	

The Board of Directors therefore recommends the resolution as set out in Item No.9 of the Notice for approval of shareholders of the Company who are unrelated vis-a-vis the subject matter of contract by an Ordinary Resolution.

The Directors, Key Managerial Personnel(s) of the Company and their Relatives as mentioned in the above are deemed to be interested or concerned in this Resolution.

**NOTES:**

1. **A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.**  
**A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
2. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
3. Members / Proxies should bring the attendance slips duly filled and signed for attending the meeting.
4. The retiring auditors M/s.Lodha & Co., Chartered Accountants, Kolkata have expressed their unwillingness to continue as Auditors of the Company. A special notice in terms of Section 115 of the Companies Act, 2013 has been received under Section 140 from a member proposing the appointment of M/s. S.S.Kothari Mehta & Co., Chartered Accountants, as Auditors of the Company in the place of M/s. Lodha & Co., Chartered Accountants, Kolkata, the retiring auditors of the Company.
5. Details as required under Clause 49 of the Listing Agreement with the Stock Exchange and Secretarial Standards for General Meetings (SS-2) in respect of the Directors seeking appointment / re-appointment at the Annual General Meeting are furnished and form a part of the Notice. The Directors have furnished the requisite consents/declarations for their appointment / re-appointment.
6. The register of members and share transfer books of the company will remain closed from 15.12.2015 to 21.12.2015 (both days inclusive).
7. Members holding shares in electronic form are hereby informed that bank particulars registered against their depository accounts will be used by the Company for payment of dividend. The Company or the Registrars cannot act on any request received directly from the members holding shares in electronic form for any such change in bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the Members. Members holding shares in physical form and desirous of either registering bank particulars already registered against their respective folios for payment of dividend are requested to write to the Registrars and Share Transfer Agents of the Company.
8. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company/Registrar and Transfer Agents without any delay.
9. Members desirous of receiving any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information can be made available at the meeting.
10. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such members after making requisite changes thereon.
11. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in Physical form can submit their PAN to the Company or to M/s SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
13. The members are requested to forward their share transfer deed(s) and other communications directly to the Registrar and share transfer agent of the company M/s.SKDC Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.



14. Electronic copy of the Annual Report for 2015, the Notice of the 38th Annual General Meeting of the Company and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent to all the members whose email IDs are registered with the Company / Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
15. Members are requested to note that the venue of the 38th Annual General Meeting is the Registered Office of the Company situated at Pollachi Road, Malumachampatti Post, Coimbatore - 641050 and route map containing the complete particulars of the venue is attached to this Notice.
16. Voting through electronic means:
  - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Clause 35B of Listing Agreement the Company is pleased to provide its members the facility to exercise their right to vote at the 38th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).
  - II. The facility for voting, either through electronic voting system or polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their vote through polling paper at the Annual General Meeting.
  - III. The Members who have cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

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

- i. The voting period begins on Friday, 18.12.2015 at 9.00 A.M. and ends on Sunday, 20.12.2015 at 5.00 P.M. 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 14th December 2015, 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](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter your User ID
- v. For CDSL: 16 digits beneficiary ID,  
For NSDL: 8 Character DP ID followed by 8 Digits Client ID,  
Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user follow the steps given below:

For Members 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"> <li>● Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. * Please enter the DOB or Dividend Bank Details in order to login. If 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).

- ix. After entering these details appropriately, click on "SUBMIT" tab.

- x. 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.
  - xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - xii. Click on the EVSN for 'Revathi Equipment Limited'.
  - xiii. 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.
  - xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
  - xv. 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.
  - xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
  - xvii. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
  - xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - xix. Note for Non - Individual Shareholders and Custodians
  - xx. Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - xxi. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - xxii. 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.
  - xxiii. The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - xxiv. 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.
  - xxv. 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th December 2015.
  - V. Mr.M.D.Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
  - VI. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - VII. The Results shall be declared within 3 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website [www.revathi.in](http://www.revathi.in) and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the Company's shares are listed.

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

**I GENERAL INFORMATION**

1. Nature of Industry  
*Engineering Industry*
2. Date or expected date of commencement of commercial production  
*The company was incorporated on May 30, 1977 and commenced commercial production subsequently in the same year.*
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.  
*Not applicable*

4. Financial performance based on given indicators Rupees in lakhs

Particulars	2014-15	2013-14
Sales & other Income	7920	7976
Profit / (Loss) Before Tax	111	(1408)
Profit / (Loss) After Tax	(137)	(2119)
Paid-up Equity Capital	307	307
Reserves & Surplus	11450	11611
Basic Earning per Share	(4.46)	(69.10)

5. Foreign investments or collaborations, if any  
*Nil*

**II INFORMATION ABOUT THE APPOINTEE**

1. Background details  
*Mr. Abhishek Dalmia aged 46 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 remuneration including perquisites paid to Mr. Abhishek Dalmia for the Year 2014-15 was Rs.45,39,725.*
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 11 years.*
5. Remuneration proposed  
*Details of proposed remuneration have been disclosed in Item No.6.*
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 Mr. Chaitanya Dalmia & Mrs. Deepali Dalmia, Directors being his relatives.*



### III. OTHER INFORMATION:

1. Reasons for loss or inadequate profits

*Due to recession and financial hardships, the profits are inadequate.*

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

*During the year under review, the Company has received good orders from various customers. The Company has taken various effective cost control measures which would result in better profitability in the ensuing years.*

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

*Barring unforeseen circumstances, the Company's operation should give normal returns in the financial year 2015-16.*

### IV DISCLOSURES:

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

- (i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors

*Disclosed in Corporate Governance Report attached*

- (ii) Details of fixed component and performance linked incentives along with the performance criteria

*Disclosed*

- (iii) Service contracts, notice period, severance fees

*Disclosed*

- (iv) Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable

*The Company has not issued any Stock option.*

Bangalore  
17th October 2015

By Order of the Board  
For **Revathi Equipment Limited**  
**M N Srinivasan**  
Company Secretary

Details of Directors seeking Re-appointment (in pursuance of Clause 49(VIII)(E) of the Listing Agreement & Secretarial Standards 2)

Name	Mr. S. Hariharan	Mr.Abhishek Dalmia
DIN	06363724	00011958
Date of Birth/Age	09.06.1958 / 57 Years	06.05.1969 / 46 years
Year of induction to the Board	2012	2002
Qualification	B.Com, AICWA	B.Com (H), FCA, AICWA
Experience & Expertise in functional areas	<p>In his 32 years of corporate experience, he has worked in different functions of finance handling accounting, treasury, costing &amp; cost control, tax planning &amp; management, forex operations, financial management and credit control. During two decades of his service in the company, he helped in setting up power division. Through prudent investment in Direct Equity, Mutual Fund and Inter-corporate Deposits, the Company made good profits.</p>	<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.He became a member of Institute of Cost &amp; Works Accountants of India in 1990.</p> <p>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. 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.</p> <p>After acquiring majority stakes in a few companies and minority in a few, he has been shepherding those investments. Revathi Equipment and Semac Consultants were amongst the investments made by him. He provides strategic direction to the investee companies. He also guides the senior management teams of these companies on various aspects of the business.</p> <p>His expertise is identifying low-risk and reasonable rewarding opportunities in the area of investment.</p>
Shareholding	2 Equity shares	Nil
Relationship	He is not related to any of the Directors on the Board of the Company	Mr.Abhishek Dalmia is related to Mr.Chaitanya Dalmia & Mrs.Deepali Dalmia, Directors of the Company.
List of Directorships held in other Companies	NIL	<ul style="list-style-type: none"> <li>i. Asra Plantations Private Limited</li> <li>ii. Sunglow Agriculture Farms Private Limited</li> <li>iii. Priyadarshany Agri Farms Private Limited</li> <li>iv. Sohna Agri Farms Private Limited</li> <li>v. Rajratan Global Wire Limited</li> <li>vi. Ashiana Housing Limited</li> <li>vii. Shogun Organics Limited</li> <li>viii. Renaissance Asset Management Company Private Limited</li> <li>ix. Avalokiteshvar Valinv Limited</li> <li>x. Renaissance Stocks Limited</li> </ul>