



40th ANNUAL REPORT 2016-17

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

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

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NOTICE OF THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 40th Annual General Meeting of the Shareholders of the Company will be held on Monday the 25th September, 2017 at 2.00 P.M. at A.C.Hall, The Indian Chamber of Commerce and Industry Coimbatore, Chamber Towers, 8/732, Avinashi Road, Coimbatore 641018 to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Financial Statements of the Company along with Consolidated Financial Statements for the financial year ended 31st March, 2017, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mr.Chaitanya Dalmia (holding DIN: 00028402) who retires by rotation and being eligible offers himself for re-appointment.
3. To ratify the appointment of 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 and 142 of the Companies Act, 2013 and the Rules framed there under, the re-appointment of the statutory auditors of the Company Messrs. S.S. Kothari Mehta & Co (Firm Registration No. 000756N) Chartered Accountants, New Delhi be and is hereby ratified for the financial year 2017-18 at such remuneration as may be determined by the Board of Directors of the Company.

Special Business

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

RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Mr.V.V.Subramanian (DIN: 05232247) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 29th May 2017 and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five consecutive years with effect from 29th May 2017, not liable to retire by rotation.

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

RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 and the Companies (Audit & Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. P.Mohan Kumar & Co., (Firm Registration No.18692), Cost Accountants, Coimbatore, appointed as Cost Auditors by the Board of Directors of the Company, as recommended by the Audit Committee of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2018, on a remuneration of ₹ 1,00,000/- (Rupees One Lakh only) plus applicable service tax and re-imbusement of travelling and out of pocket expenses incurred by them for the purpose of audit be and are hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

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

RESOLVED THAT pursuant to Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration committee the consent of the Company be and is hereby accorded for payment of commission to the non-executive Directors of the Company of a sum not exceeding 1% of the Net Profits of the Company for the financial year 2016-17 computed in the manner as specified under Section 198 of the Companies Act, 2013 to be paid and distributed amongst the Non Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company and such payments shall be made with respect to the profits of the Company for each year.

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

RESOLVED THAT pursuant to Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration committee, the consent of the Company be and is hereby accorded for payment of commission to Mr.Abhishek Dalmia, Executive Chairman of the Company of a sum not exceeding 2% of the Net Profits (apart from remuneration already drawn by him) of the Company computed in the manner as specified under Section 198 of the Companies Act, 2013 for the financial year 2016-17.

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

RESOLVED THAT pursuant to Sections 196, 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force) and as recommended by the Nomination and Remuneration committee, the consent of the Company be and is hereby accorded to the reappointment of Mr.S.Hariharan (DIN: 06363724) as the Whole-time Director of the Company from 01.08.2017 to 08.06.2018, the date of his retirement and payment of remuneration for the above period with effect from 01.08.2017 on the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors at their Meeting held on 29th May 2017 which has been set out in the explanatory statement.

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

The Board of Directors of the Company vide resolution passed on 29th May 2017 has appointed Mr.V.V.Subramanian (DIN: 05232247) as an Additional Director of the Company with effect from 29th May 2017. The qualification and expertise of Mr.V.V.Subramanian has been detailed in the annexure attached. The Company has received a notice in writing from a member along with a deposit of ₹ 1,00,000/- proposing Mr.V.V.Subramanian for the office of Independent director of the Company pursuant to the provisions of Section 160 of the Companies Act, 2013.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Mr.V.V.Subramanian being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 29th May 2017. Further, the Company has received a declaration from Mr.V.V.Subramanian that he meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

In the opinion of the Board, Mr.V.V.Subramanian fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Director of the Company and is independent of the Management. Copy of the draft letter for appointment of Mr.V.V.Subramanian as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the resolution in relation to appointment of Mr.V.V.Subramanian as an Independent Director, for the approval of the members of the Company.

Except Mr.V.V.Subramanian, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No.4.

Item No.5

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of M/s. P.Mohan Kumar & Co., (Firm Registration No.18692), Cost Accountants, Coimbatore, as Cost auditors to conduct the audit of cost records of the Company for the Financial Year 2017-18. In accordance with the provision of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing of an Ordinary Resolution as set out in Item No.5 of the notice for ratification of the remuneration of the cost auditor for the financial year 2017-2018.

None of the Directors or Key Managerial Personnel of your Company and their relatives are concerned or interested financially or otherwise in the above resolution.

Item No.6

The Board of Directors of the Company, subject to the approval of the members at the Annual General Meeting have approved the payment of Commission to Non-Executive Directors of the Company, at the rate of 1% of the net profits to be distributed

amongst the Non-Executive Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be decided by the Board of Directors of the Company.

Accordingly necessary resolution pursuant to the provisions of Section 197, 198, Schedule V and other applicable provisions of the Companies Act, 2013 have been proposed in Item No.6 of the Notice for the approval of the members for payment of commission to the Non-Executive Directors of the Company. The Directors recommend passing of the resolution set out in Item No. 6 of the agenda of the notice.

Except all Non-Executive Directors being the recipient of commission and Mr.Abhishek Dalmia, Executive Chairman a relative of Mr.Chaitanya Dalmia and Mrs.Deepali Dalmia, 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. 6.

Item No. 7

In view of untiring efforts put in by Mr. Abhishek Dalmia, Executive Chairman of the Company, the Board of Directors at their meeting held on 29th May 2017 has approved the payment of commission payable to him, of a sum not exceeding 2% per annum of the net profits of the Company (apart from remuneration already drawn by him) for the financial year 2016-17.

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

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

Item No. 8

The Board of Directors of the Company at their meeting held on 29th May 2017 have re-appointed Mr.S.Hariharan (DIN: 06363724), as the Whole-time Director of the Company from 01.08.2017 to 08.06.2018, the date of his retirement, on such remuneration as recommended by the Nomination and Remuneration Committee. The terms and conditions of his appointment are as set out below.

A. SALARY:

Basic salary of Rs 1,87,570- (Rupees One lakh eighty seven thousand five hundred and seventy only) per month with effect from August 01, 2017 subject to such annual increments not exceeding 20% and such other conditions as the board at its sole discretion may decide.

B. ALLOWANCES/PERQUISITES:

In addition to the above basic salary, the Whole-time Director shall be entitled, to the following by way of perquisites and allowances not exceeding 100% of the basic salary in such form and in such manner as the Board may decide:

- The perquisites and allowances shall, inter alia, include expenses on house, gas, electricity, house maintenance including hard and soft furnishing, LTA, medical expenses including premiums paid and any other perquisite by whatever name called.
- Rent free accommodation up to 30% of basic salary or house rent allowance (HRA) upto 30% of basic salary in lieu thereof. The perquisite value shall be equal to the rent paid by the company in case of rent free accommodation.
- The Whole-time Director is entitled to incur expenses on other perquisites up to 70% of basic salary.
- The Whole-time Director is entitled to claim more than or less than the limit of 30% of basic salary set for house related perquisite provided however that the sum total of house rent and all other perquisites shall not exceed 100% of basic salary.

Perquisites will be valued as per income tax rules wherever applicable and in the absence of such rules at actual costs.

C. PERFORMANCE INCENTIVE :

Performance incentive at such percentage or amount as may be decided by the Board, at its absolute discretion, in accordance with such performance parameters as may be given to the Whole-time Director by the Executive Chairman/Board.

D. RETIREMENT BENEFITS:

- i) The retirement age is 60 years.
- ii) Contribution to Provident Fund and Superannuation Fund as applicable to other managers of the company.
- iii) He shall be entitled for Gratuity at the rate of 15 days salary for each completed year of service.

E. OTHER BENEFITS

In addition to above 100% perquisite ceiling, he will be entitled to the following other benefits:

- iv) Personal accident insurance premium of ₹ 10,000/- per annum.

- v) Group term insurance policy as applicable to senior management team.
- vi) Provision of car for use on Company's business, mobile phone and telephone at residence, including long distance calls shall not be considered as perquisites.
- vii) The Whole-time Director shall be entitled to reimbursement of travelling expenses and entertainment expenses actually incurred in the course of the company's business in accordance with company policy
- viii) He will be entitled for privilege leave, casual and sick leave as applicable to other managers of the company. Encashment of privilege leave outstanding on the date of his retirement, ie., 08.06.2018 is allowed which shall be based on full pay (basic salary plus perquisites)
- ix) Salary, perquisites and performance incentive shall be subject to the overall ceiling under Section 196, 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013
- x) The Whole-time Director shall not be entitled to any sitting fees for attending the meetings of the Board or a committee thereof.
- xi) In the event of absence or inadequacy of profits during the tenure of the Whole-time Director, the remuneration payable to the Whole-time Director shall be subject to the limits mentioned in Section II of Part II of Schedule V of the Companies Act 2013.

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

Except Mr.S.Hariharan, Whole-time Director being the appointee none of the other Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the "meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the company.

The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty-eight hours before the commencement of the meeting. A proxy form for the Annual General Meeting is enclosed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. 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. Details under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standards issued by ICSI in respect of the Director seeking re-appointment at the Annual General Meeting is furnished and forms a part of the notice.
5. The register of members and share transfer books of the company will remain closed from 19.09.2017 to 25.09.2017 (both days inclusive).
6. 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.
7. Members holding shares in physical form are requested to notify immediately any change in their address along with respective address proof and Bank particulars to the Company or its Registrar & Share Transfer Agent and in case their shares are held in dematerialized form, this information should be passed on directly to their respective Depository Participants and not to the Company / Registrars & Share Transfer Agent.

8. Members desirous and requiring any information on the accounts or operations of the Company are requested to forward his/her queries to the Company at least seven working days prior to the meeting, so that the required information may be made available at the meeting.
9. 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.
10. Members holding shares in Physical form are requested to convert their holdings to dematerialized form to eliminate all risks associated with Physical shares.
11. 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 S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
12. 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.S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore - 641006.
13. Members are requested to register / update their Email address in respect of shares held in dematerialized form with their respective Depository Participants and in respect of shares held in physical form with M/s S.K.D.C. Consultants Limited.
14. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote
15. Electronic copy of the Annual Report for 2017, the Notice of the 40th 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 Participant(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 2017 is being sent in the permitted mode.
16. Members are requested to note that the venue of the 40th Annual General Meeting is The Indian Chamber of Commerce and Industry Coimbatore, A.C.Hall, Chamber Towers, 8/732, Avinashi Road, Coimbatore 641018 and route map containing the complete particulars of the venue is printed to this Notice.
17. Pursuant to the provisions of Section 72 of the Companies Act, 2013, Members may file Nomination Forms in respect of their physical shareholdings. Any Member willing to avail this facility may submit to the Company's Registrar & Share Transfer Agent in the prescribed Statutory Form. Should any assistance be desired, Members should get in touch with the Company's Registrar & Share Transfer Agent.
18. Members may also note that the Notice of 40th Annual General Meeting and the Annual Report 2016-17 will be available on the Company's website at www.revathi.in
19. Voting through electronic means:
 - I. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to exercise their right to vote at the 40th 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 22.09.2017 at 09.00 AM and ends on 24.09.2017 at 5.00 PM. During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 18.09.2017 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	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the relevant REVATHI EQUIPMENT LIMITED on which you choose to vote.
- xii. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xvii. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app

from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

xix. Note for Non - Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

xx. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 18.09.2017.

V. Mr.M.D.Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

VI. The Scrutinizer shall immediately after the conclusion of the Annual General Meeting first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

VII. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.revathi.in and on the website of CDSL and communicated to the Stock Exchanges where the Company's shares are listed.

Statement of information relevant to Mr.S.Hariharan, Whole-time Director 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

Particulars	2016-17	2015-16
Sales & other income	11966.28	14149.89
Profit/ (Loss) before tax	1496.98	2616.80
Profit/ (Loss) after tax	1438.06	2334.33
Paid-up equity capital	30669.43	30669.43
Reserves and Surplus	15223.04	13784.98
Basic Earning per share	46.89	76.11

5. Foreign Investments or collaborations, if any.

Nil

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr. S.Hariharan aged 59 years and was the Whole-time Director of the Company from 1st August 2012. In his 34 years of corporate experience, he has worked in different functions of finance handling accounting, treasury, costing & cost control, tax planning & 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.

2. Past remuneration

The total remuneration paid to Mr.S.Hariharan for the Year 2016-17 was ₹ 6,207,084/-.

3. Recognition or awards

Nil

4. Job profile and his suitability

Mr. S. Hariharan as Whole-time Director of the Company shall have all powers and duties as the Board may determine from time to time. He has been associated as Whole-time Director of the Company for the past 5 years.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 8.

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.S.Hariharan, 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 Whole-time Director does not have any pecuniary relationship with the company. He is not related to any director of the Company.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

Not applicable as the company made adequate profits.

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

- Not applicable -

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

- Not applicable -.

IV. DISCLOSURES

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

(i) All elements of remuneration package such as salary, benefits, bonuses, stock options, pension etc. of all the directors
Disclosed in Corporate Governance Report attached

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

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

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

The Company has not issued any Stock option

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

Name	Mr.Chaitanya Dalmia	Mr.V.V.Subramanian	Mr.Abhishek Dalmia	Mr.S.Hariharan
DIN	00028402	05232247	00011958	06363724
Date of Birth / Nationality	20.07.1975 / Indian	19.07.1955 / Indian	06.05.1969 / Indian	09.06.1958 / Indian
Date of appointment on the Board	17.08.2002	29.05.2017	17.08.2002	01.08.2012
Inter-se relationship with other directors	Mr. Chaitanya Dalmia is related to Mr. Abhishek Dalmia, Executive Chairman of the Company.	Mr.V.V.Subramanian 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.	Mr.S.Hariharan is not related to any of the Directors on the Board of the Company
Qualification	MBA, B.Com. (H)	B.Com., A.C.A., A.C.S., A.C.M.A.,	B.Com(H), FCA, AICWA	B.Com, AICWA
Experience/Expertise in functional areas	<p>Chaitanya Dalmia did his MBA from International Management Institute, New Delhi and started his career in 1998 with OCL India Limited. He was a critical part of the decision making team during the takeover bid on GESCO Corporation. He is responsible for equity investing for the Renaissance Group since 2000. In 2003, he took a summer course covering 'Business Analysis and Valuation' and 'Financial Markets' at the London Business School to further enhance his under-standing of the equity markets.</p> <p>His expertise lies in investing in the secondary markets and corporate finance.</p>	<p>Career Finance Professional. Held several senior positions in multiple organizations. Specifically, have been responsible for some or all of these functions - Finance & Treasury, Direct & Indirect Taxation, Secretarial, M&A, Investor Relations, Information Technology, Commercial, Operations, Marketing - across different organisations in India and abroad.</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 & 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. He has been deeply influenced by the writings and work of Warren Buffett, Charlie Munger</p>	<p>In his 34 years of corporate experience, he has worked in different functions of finance handling accounting, treasury, costing & cost control, tax planning & 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>