

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

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

E-mail: [compliance.officer@revathi.in](mailto:compliance.officer@revathi.in) Website: [www.revathi.in](http://www.revathi.in)

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

NOTICE TO MEMBERS

NOTICE is hereby given that the 41st Annual General Meeting of the Shareholders of the Company will be held on Tuesday, the 25th September 2018 at 2.00 p.m. at Pollachi Road, Malumachampatti Post, Coimbatore – 641 050, the Registered Office of the Company to transact the following business:

**Ordinary Business**

1. To receive, consider and adopt standalone and consolidated Annual Financial Statements including Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows and the Statements of changes in Equity for the financial year ended 31st March, 2018, the Balance Sheet as at that date, the Report of the Board of Directors and the Auditors thereon.
2. To appoint a Director in the place of Mrs. Deepali Dalmia (holding DIN: 00017415) who retires by rotation and being eligible offers herself for re-appointment.
3. To continue the appointment of Auditors and to fix their remuneration and in this regard to pass the following resolution as an

**Ordinary Resolution:**

RESOLVED THAT in partial modification of the Ordinary Resolution passed at the Annual General Meeting held on 21st December 2015 and in accordance with the Section 139 (as amended) and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit & Auditors) Rules, 2014 (including any statutory modifications or reenactments thereof for the time being in force), the approval of the Members be and is hereby accorded to continue the appointment of Messrs. S.S. Kothari Mehta & Co (Firm Registration No. 000756N) Chartered Accountants, New Delhi as the Statutory Auditors of the Company on such remuneration as may be decided by the Board of Directors on the recommendation of the Audit Committee, to hold office till the conclusion of the 43rd Annual General Meeting and that the said appointment shall not be subject to ratification at every subsequent Annual General Meeting.

**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 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), Mr. Sunil Puri (DIN: 08088386) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 5th March 2018 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 a Director of the Company.

5. 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 appointment of Mr. Sunil Puri (DIN: 08088386) as the Executive Director of the Company for a period of 5 (five) years and payment of remuneration for a period of 3 (Three) years with effect from 01.04.2018 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 5th March 2018 which has been set out in the explanatory statement.

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

RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules and regulations made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) the regulations contained in the new set of Articles of Association as placed on the Company's website "www.revathi.in" are hereby approved and adopted as the Articles of Association of the Company in place of, in substitution for, and to the entire exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question, difficulty or doubt that may arise in this regard as the Board in its absolute discretion may deem necessary or desirable and its decision shall be final and binding.

## STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

### Item No.4

The Board of Directors of the Company vide resolution passed on 5th March 2018 has appointed Mr.Sunil Puri (DIN: 08088386) as an Additional Director of the Company with effect from 1st April 2018. The qualification and expertise of Mr.Sunil Puri has been detailed in the annexure attached.

In accordance with the provisions of Section 161 of the Companies Act, 2013, Mr.Sunil Puri holds his office as the Director of the Company upto the date of this Annual General Meeting. Further a notice has been received from a member signifying his intension to propose Mr.Sunil Puri as a candidature for the office as a Director of the Company.

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

Except Mr.Sunil Puri, 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 of the Company at their meeting held on 5th March 2018 have appointed Mr.Sunil Puri (DIN: 08088386), as Executive Director of the Company for a period of 5 years and payment of remuneration for a period of 3 years with effect from 01.04.2018 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:

Yearly basic salary of Rs 21,11,400 (Rupees Twenty One Lakh Eleven Thousand Four Hundred only) with effect from 01.04.2018 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 Executive Director shall be entitled, for each year, to the following allowance:

	Amount in Rs.
House Rent Allowance 35% of the basic salary	7,38,990
Manager Special Allowance 54% of the basic salary	11,40,156
Special Allowance	12,04,200
Educational allowance	2,400
Medical allowance 8.33% of the basic salary	1,75,880
Other allowance	3,57,000

#### 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 Executive Director by the Executive Chairman/Board.

#### D. RETIREMENT BENEFITS:

- The retirement age is 60 years.
- Contribution to Provident Fund and Superannuation Fund as applicable to other managers of the company.
- 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, he will be entitled to the following other benefits:

- Personal accident insurance premium of Rs.10,000/- per annum.
- Medical Insurance premium of Rs 12,000/ per annum.
- Leave Travel Allowance of Rs 12,000/ per annum.
- Hard furnishing Allowance of Rs 5,000/ per annum.
- Group term insurance policy as applicable to senior management team.
- 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.
- The Executive 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 the company policy.

- xi) He will be entitled for privilege leave, casual and sick leave as applicable to other managers of the company. Encashment of 15 days privilege leave per year is allowed which shall be based on full pay (basic salary plus allowance/perquisites). Maximum such leave encashment in any one year shall not exceed 30 days.
- xii) 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
- xiii) The Executive Director shall not be entitled to any sitting fees for attending the meetings of the Board or a committee thereof.
- xiv) In the event of absence or inadequacy of profits during the tenure of the Executive Director, the remuneration payable to the Executive 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.5 of the Notice for the approval of the members.

Except Mr.Sunil Puri, 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.5.

#### Item No.6

The existing regulations of the Articles of Association of the Company were framed based on the provisions contained in the Companies Act, 1956. However, with the commencement of the Companies Act, 2013, most of the regulations contained in the existing Articles of Association of the Company are not in line with the provisions of the Companies Act, 2013.

Therefore, the Board of Directors of the Company at their meeting held on 6th August 2018 has approved the proposal of replacement of the existing Regulations of the Articles of Association with a new set of Regulations which are in line with the provisions of the Companies Act, 2013.

Further, pursuant to Section 14 of the Companies Act, 2013, alteration of the Articles of Association of the Company requires the approval of the members by a special resolution.

The Board recommends the Special Resolution as set out in Item No.6 of the Notice for approval of the Members.

A copy of the draft Articles of Association of the Company is available in the website of the Company and can be viewed by the members through the web-link "www.revathi.in". Both the existing and the new set of Articles of Association of the Company are available for inspection at the registered office of the Company during business hours on any working day up to the date of the Annual General Meeting.

None of the 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. 6 of the Notice.

#### 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 19.09.2018 to 25.09.2018 (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. Members holding shares in physical form are further requested to note that in accordance with the amended Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, with effect from December 5, 2018, the requests for effecting the transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository.
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 SKDC 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.SKDC 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 SKDC 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 2018, the Notice of the 41st 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 2018 is being sent in the permitted mode.
16. Members are requested to note that the venue of the 41st Annual General Meeting is Pollachi Road, Malumachampatti Post, Coimbatore – 641 050, the Registered Office of the Company 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 41st Annual General Meeting and the Annual Report 2017-18 will be available on the Company's website at [www.revathi.in](http://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 41st 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 shareholders voting electronically are as under:

  - i. The voting period begins on Saturday the 22nd September 2018 at 09.00 AM and ends on Monday the 24th September 2018 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 18.09.2018 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
  - 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](http://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:

PAN	<p>For Members holding shares in Demat Form and Physical Form</p> <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"> <li>● 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.</li> <li>● 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>● 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).</li> </ul>

- 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](http://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](mailto: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](mailto: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](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 of 18th September 2018.
- 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 Annual General Meeting.
- 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](http://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.Sunil Puri, Chief Executive Officer and Executive Director of the Company as per Schedule V of the Companies Act, 2013**

**I. GENERAL INFORMATION**

- Nature of Industry  
Engineering Industry
- 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
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus  
Not Applicable
- Financial performance based on given indicators (Amount in Lakhs)

Particulars	2017-18	2016-17
Sales & other income	4700.47	13271.70
Profit/ (Loss) before tax	194.25	1529.93
Profit/ (Loss) after tax	(590.91)	1442.34
Paid-up equity capital	306.69	306.69
Reserves and Surplus	14643.38	15222.85
Basic Earning per share	(19.27)	47.03

- Foreign Investments or collaborations, if any.  
Nil

**II. INFORMATION ABOUT THE APPOINTEE**

- Background details

Mr.Sunil Puri aged 54 years is the Chief Executive Officer of the Company for the past 2 years. He is a Mechanical Graduate with twenty five years of experience in marketing of mining equipment. He had exposure to domestic and global markets for mining equipment, particularly drilling rigs.

2. Past remuneration

The total remuneration paid to Mr.Sunil Puri for the Year 2017-18 is Rs.62,19,532/-.

3. Recognition or awards

Nil

4. Job profile and his suitability

Mr.Sunil Puri as Chief Executive Officer and Executive Director of the Company shall have all powers and duties as the Board may determine from time to time. He has been associated as Chief Executive Officer of the Company for the past 2 years.

5. Remuneration proposed

Details of proposed remuneration have been disclosed in Item No. 5.

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.Sunil Puri, 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.

Due to GST transition, business was slowed down and orders are not materialised during financial year 2017-18.

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

During the year under review, the Company has received good enquiries 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 2018-19.

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	Mrs.Deepali Dalmia	Mr.Sunil Puri
DIN	00017415	08088386
Date of Birth/Nationality	29.10.1970 / Indian	14.03.1964 / Indian
Date of appointment on the Board	08.08.2014	01.04.2018
Inter-se relationship with other directors	She is related to Mr.Abhishek Dalmia, Executive Chairman of the Company	Mr.Sunil Puri is not related to any of the Directors on the Board of the Company
Qualification	B A History (Hons)	Mechanical Engineer
Experience/Expertise in functional areas	Business Strategist	Marketing of Mining Equipments
No. of shares held	Nil	Nil

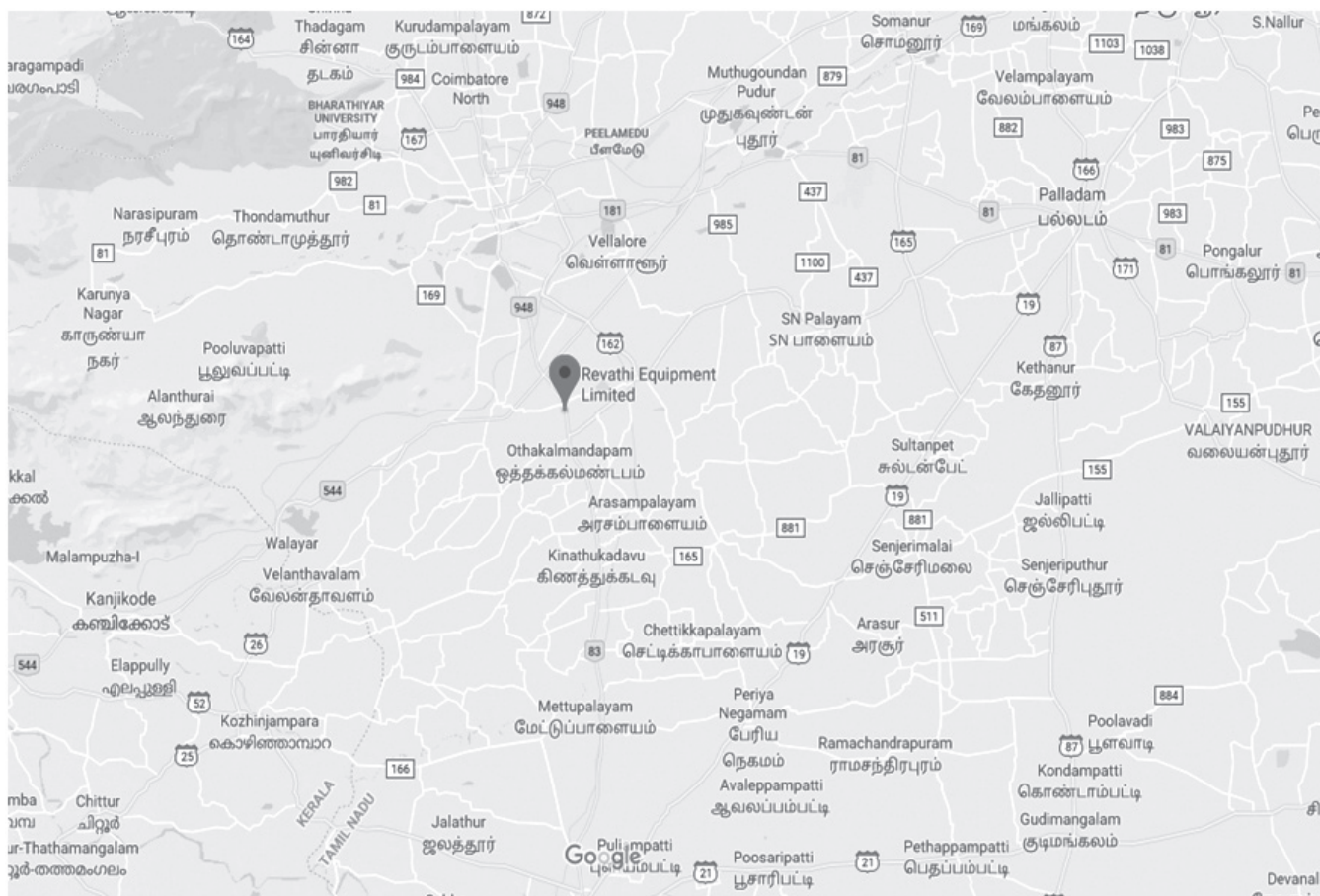
Board position held	Director	Executive Director
Terms and conditions of appointment / re-appointment	Retire by rotation	Appointment as Executive Director from 01.04.2018
Remuneration sought to be paid	Sitting fees	As per Agenda No.5
Remuneration last drawn	Sitting fees of Rs.2,00,000/-	Rs.62,19,532/-
Number of Board meetings attended during the year	4(Four)	N.A.
Directorships held in other companies	i. . Sunglow Agriculture Farms Private Limited ii. SWBI Design Informatics Pvt Ltd iii. Priyadarshany Agri Farms Private Limited iv. Sohna Agri Farms Private Limited v. Renaissance Asset Management Company Private Limited vi. Renaissance Advanced Consultancy Ltd vii. Semac Consultants Pvt Ltd	Nil
Membership in other Committees	Nil	Nil

By Order of the Board  
For Revathi Equipment Limited

New Delhi  
06.08.2018

**Abhishek Dalmia**  
Executive Chairman  
(DIN : 00011958)

#### ROUTE MAP OF AGM VENUE







# *41<sup>st</sup> Annual Report*

**2017-2018**

### Acquisition Criteria

We use this space to communicate with potential sellers and their representatives, what we look for in a potential acquisition. If you, the reader, have no personal connection with a business that might be of interest to us but have a friend who does, perhaps you could pass this message on to him.

Here's the sort of business we are looking for:

1. Enterprise value in the region of Rs. 100 crores (Rs. 1 billion),
2. Demonstrated consistent earning power (future projections are of little interest to us, nor are "turnaround" situations),
3. Business earning good returns on equity while employing little or no debt,
4. Management in place,
5. Simple businesses,
6. An offering price.

We will not engage in unfriendly takeovers. We can promise complete confidentiality and a very fast as to whether we are interested. We prefer to buy for cash, but will consider issuing stock when we receive as much in intrinsic business value as we give.

Our favorite form of purchase is one where the company's owner-managers generate significant amounts of cash, sometimes for themselves, but often for their families or inactive shareholders. At the same time, these managers wish to remain significant owners who continue to run their companies just as they have in the past. We think we offer a particularly good fit for owners with such objectives. We invite potential sellers to check us out by contacting people with whom we have done business in the past.

