



REVATHI EQUIPMENT LIMITED

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
'G' Block, Bandra-Kurla Complex,
Bandra (East), Mumbai - 400051

December 17, 2014

Dear Sirs,

Sub: Notice of Postal Ballot

We wish to inform you that the Board of Directors at their meeting held on 25th November 2014 have approved the Notice of Postal Ballot to consider the following:-

Appointment of Mr.M.Poongavanam (DIN 01865262) as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013.

Appointment of Mr.Kishore Sidhwani (DIN 02428735) as an Independent Director of the Company pursuant to Section 149 of the Companies Act, 2013.

The Board of Directors have appointed Mr.M.D.Selvaraj, MDS & Associates, Practicing Company Secretaries, Coimbatore for conducting Postal Ballot voting process in a fair transparent manner. The voting including e-voting will commence on Saturday, the 20th December 2014 and end on Monday, 19th January 2015. The Scrutinizer will submit the report to the Chairman / Company Secretary after completion of the scrutiny of the Postal Ballot Forms. The results thereof will be announced before 5.30 P.M. on Thursday 22nd January 2015 at the Registered Office of the Company and shall also be displayed on the Company's website.

Three copies of Notice & Postal ballot form sent to the shareholders is enclosed herewith for your reference.

Thanking you

Yours faithfully
For Revathi Equipment Ltd.,

(M.N.Srinivasan)
Company Secretary

Revathi Equipment Limited

Pollachi Road, Coimbatore - 641 050, India. Phone : 0422 - 2610851 Fax : 0422 - 2610427

CIN No. : L29120TZ1977PLC000780 E-mail : admin@revathi.in Website : www.revathi.in

POSTAL BALLOT NOTICE

To

The Shareholders

Notice is hereby given that pursuant to Section 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“Rules”) other applicable provisions of the Act and Rules made thereunder and Clause 35B of the Listing Agreement with Stock Exchanges, the below mentioned Ordinary Resolutions are proposed to be transacted/ passed by Postal Ballot in respect of appointment of Independent Directors.

You are requested to send your assent or dissent for the Resolution in either of the following modes:-

- by filing in the necessary details in the Postal Ballot form enclosed, signing the same at the marked place and returning the same in the enclosed postage pre-paid business reply envelope; or
- by E-voting through the platform provided by Central Depository Services (India) Limited (“CDSL”), the e-voting agency appointed by us for the purpose.

The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer for conducting the postal ballot.

Postal Ballot Form has to be returned so as to reach the Scrutinizer on or before Monday 19th January 2015 prior to the closing of working hours (17.00 hours). Your assent / dissent received after 17.00 hours on Monday, 19th January 2015 would be strictly treated as if a reply from you has not been received. The postage on the enclosed self-addressed postage pre-paid envelope shall be borne and paid by the Company.

As required under the provisions of Sections 108,110 and other applicable provisions, if any, of the Companies Act, 2013 and the rules as applicable in this regard and Clause 35B of the listing agreement, the Company is providing e-voting facility as an alternative to sending physical Ballot form. Accordingly, instead of returning Postal Ballot Form, members may choose to cast their vote electronically through the CDSL e-voting platform. **E-voting platform will be open for tendering your votes from 09.00 hours on Saturday, 20th December 2014 to 17.00 hours on Monday, 19th January 2015. Members opting for e-voting may follow the procedure, as recommended by CDSL, under “E-voting instructions” of this notice.**

The Scrutinizer shall submit his report to the Chairman / Company Secretary of the Company. The result of the Postal Ballot shall be:

- ❖ Announced on or before the close of business hours on Thursday 22nd January 2015
- ❖ Displayed on the Company’s website Friday 23rd January 2015 and
- ❖ Communicated to the stock exchanges on which the Company’s shares are listed.

In the event of the resolutions as set out below if assented by the requisite majority of the shareholders by means of Postal Ballot shall be deemed to have been passed as an Ordinary Resolution at the General Meeting of the Company. The date of announcement of the result shall be considered to be the date of the General Meeting and the date of passing of the said resolution.

Special Business

- To consider and if thought fit, to give ASSENT/DISSENT to the following resolution to be passed 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. M. Poongavanam (DIN 01865262) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 25th November 2014 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 22nd January 2015, not liable to retire by rotation.

- To consider and if thought fit, to give ASSENT/DISSENT to the following resolution to be passed 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. Kishore Sidhwani (DIN 02428735) who was appointed by the Board of Directors as an Additional Director of the Company at the Board Meeting held on 25th November 2014 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 22nd January 2015, not liable to retire by rotation.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 1**

The Board of Directors of the Company vide resolution passed on 25th November 2014 has appointed Mr. M. Poongavanam as an Additional Director of the Company with effect from 25th November 2014. The qualification and expertise of Mr. M. Poongavanam 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. M. Poongavanam 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. M. Poongavanam being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 22nd January 2015.

In the opinion of the Board, Mr. M. Poongavanam 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. M. Poongavanam 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. M. Poongavanam as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. M. Poongavanam, 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. 1.

Item No. 2

The Board of Directors of the Company vide resolution passed on 25th November 2014 has appointed Mr. Kishore Sidhwani as an Additional Director of the Company with effect from 25th November 2014. The qualification and expertise of Mr. Kishore Sidhwani 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. Kishore Sidhwani 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. Kishore Sidhwani being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years from 22nd January 2015.

In the opinion of the Board, Mr. Kishore Sidhwani 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. Kishore Sidhwani 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. Kishore Sidhwani as an Independent Director, for the approval by the shareholders of the Company.

Except Mr. Kishore Sidhwani 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. 2.

ANCE OF CLAUSE 49(VIII) (E) OF THE LISTING AGREEMENT)

DETAILS OF DIRECTORS SEEKING APPOINTMENT (IN PURSU-

Name	Mr. M. Poongavanam	Mr. Kishore Sidhwani
Date of Birth	01.03.1951	17.04.1952
Year of induction to the Board	2014	2014
Qualification	B.E., M.B.A., (IIM Bangalore)	Bachelor of Engineering, Masters in Management Science.
Experience / Expertise	Has an experience of around 40 years in Mining and Construction Business.	38 years' of experience in Construction and Mining Industry Expertise in International . Operations, Strategy Development, Acquisition Integration.
Shareholding	Nil	Nil
Directorships - Name of Company	Nil	Nil
Other Committee Membership	Nil	Nil

Notes:

1. The Board of Directors have appointed Mr. M.D. Selvaraj FCS, of MDS & Associates, Company Secretaries, Coimbatore as Scrutinizer for conducting the Postal Ballot voting process in a fair and transparent manner.
2. The approval of shareholders is being sought through the Postal Ballot, as required under Section 110 of the Companies Act, 2013 read with rule 22 of the Companies (Management and Administration) Rules, 2014, for which a separate ballot paper and other communication is circulated to the members along with this notice.
3. Voting period commences from Saturday, 20th December 2014 (09.00 hours) and ends on Monday, 19th January 2015 (17.00 hours) for the members exercising their voting either by Postal Ballot or through E-voting.
4. The Notice is being sent to all the Shareholders, whose names appear on the Register of Members / List of Beneficial Owners as received from the Depositories [viz. Central Depository Services (India) Limited ("CDSL") & National Securities Depository Limited ("NSDL")] as on Friday 12th December 2014.
5. The members whose names appear in the Register of Members / Record of Depositories as on Friday 12th December 2014 will

- only be considered for voting. Voting rights are frozen for the shares held in Revathi Equipment Limited unclaimed shares account.
6. Members have the option either to vote through the E-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website www.revathi.in.
7. You are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed with the Assent (For) Dissent (Against) in the attached Business Reply envelope so as to reach the Scrutinizer on or before 17.00 hours on Monday, 19th January 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the member. Hence the members are requested to send the duly completed Postal Ballot Form well before Monday, 19th January 2015, providing sufficient time for postal transit.
8. The result of the Postal Ballot shall be announced before 17.30 hours on Thursday 22nd January 2015 at the Registered Office of the Company and shall also be displayed on the Company's website besides being communicated to the stock exchanges on which the shares of the Company are listed.

By order of the Board,
For Revathi Equipment Limited

Sd/- **M N Srinivasan**,
Company Secretary

Place : Coimbatore
Date : 25.11.2014.

Enclosure:

1. Postal Ballot Form
2. Postage prepaid envelope.

Serial No.

POSTAL BALLOT FORM

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

1. Registered Folio No./ DP ID No. & Client ID No. * *(Applicable to investors holding shares in dematerialized form)
2. Name and Registered Address of the sole/first named Member
3. Name(s) of the Joint-Holder(s)/ Member(s), if any
4. Number of shares held

I/we hereby exercise my/our vote in respect of the Ordinary Resolutions to be passed through postal ballot for the business stated in the Notice of the Company dated 25.11.2014 as per the text resolution with explanatory statement by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
1.	Ordinary Resolution under Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, for appointment of Mr. M. Poongavanam (DIN 01865262) as an Independent Director of the Company for a period of five consecutive years with effect from 22 nd January 2015.			
2.	Ordinary Resolution under Section 149, 150, 152, 161 and other applicable provisions of the Companies Act, 2013, for appointment of Mr. Kishore Sidhwani (DIN 02428735) as an Independent Director of the Company for a period of five consecutive years with effect from 22 nd January 2015.			

Place :

Date :

Signature of the Member.
(Refer instruction No.c. over leaf)

EVS (Electronic Voting Sequence Number)	*Default PAN

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

Notes : (i) If the voting rights are exercised electronically, there is no need to use this form.
(ii) Last date for receipt of Postal Ballot Form by Scrutinizer is Monday, 19th January 2015.

INSTRUCTIONS

For Voting through Physical Postal Ballot Form

- A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.
- The Postal Ballot Form shall not be exercised by a Proxy.
- In case of shares are held by companies, trusts, societies, etc. the duly completed Postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
- Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- In terms of the provisions of Rule 22 of the Companies (Management and Administration) Rules 2013, Mr. M.D. Selvaraj FCS of MDS & Associates, Company Secretaries, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (ie. 5.00 PM) on Monday, 19th January 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such a member has not been received.
- Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- The Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- Members who have received Postal Ballot Form and are desirous of casting their votes by e-voting may follow e-voting procedure given hereunder.

For E-voting Facility

Pursuant to Section 110 of the Companies Act, 2013 and applicable rules there under and Clause 35B of the Equity Listing Agreement, the Company is pleased to offer e-voting facility for the members to enable them to cast their votes electronically. For this purpose, the Company has signed an agreement with the Central Depository Services (India) Limited ("CDSL") for facilitating e-voting. Members have option to vote either through e-voting or through the Postal Ballot Form. If a member has opted for e-voting, then he/she should not vote by Postal Ballot also and vice- versa. However, in case members cast their vote both via physical ballot and e-voting, then voting through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

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

- The voting period begins on Saturday 20th December 2014 at 9.00 AM and ends on Monday, 19th January 2015 at 5 PM.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 12th December 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should Log on to the e-voting website www.evotingindia.com
- Click on "Shareholders" tab.
- Now Enter your User ID
 - 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.
- Next enter the Image Verification as displayed and Click on Login.
- 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.
- 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)

- 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.

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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant REVATHI EQUIPMENT LIMITED on which you choose to vote.
- 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.
- Click on the "Resolutions File Link" if you wish to view the entire Resolutions details
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 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.
- Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- 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.

In case of members receiving Postal Ballot Form by Post and who wish to vote using e-voting facility :

- Please follow all steps from Sl. No. (i) to Sl. No. (xix) above, to cast vote. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can seek duplicate Postal Ballot Form from M/s. S.K.D.C. Consultants Limited, Kanapathy Towers, 3rd floor, 1391/A-1 Sathy Road, Ganapathy, Coimbatore-641006 fill in the requisite details and send the same to the Scrutinizer.

The Scrutinizer will submit his report after completion of scrutiny, on 21st January 2015. The Whole-time-Director, Mr. Hariharan will, or in his absence any other person so authorised by him will announce the results of the voting by Postal Ballot on Thursday 22nd January 2015, before 5.30 PM at the Registered Office of the Company.