

REVATHI EQUIPMENT INDIA LIMITED

(Formerly known as Renaissance Corporate Consultants Limited)

CIN: U74999TZ2020PLC033369

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

E-mail: compliance.officer@revathi.in | Website: www.revathi.in | Phone No.: 0422 - 6655111

NOTICE TO MEMBERS

NOTICE is hereby given that the Fifth Annual General Meeting of the members of Revathi Equipment India Limited (Formerly known as Renaissance Corporate Consultants Limited) will be held on Friday, 27th September 2024, at 02:30 PM (IST) at the Registered Office of the Company at Pollachi Road, Malumachampatti Post, Coimbatore – 641050, to transact the following business(es):

Ordinary Business:

1. To receive, consider, and adopt the Audited Standalone Financial Statements of the Company for the financial year ending 31st March 2024, together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint Mrs. Deepali Dalmia (DIN: 00017415), who retires by rotation as the Director of the Company at this Annual General Meeting and being eligible, offers herself for re-appointment.

Special Business:

3. **Appointment of Mr Abhishek Dalmia (DIN: 00011958) as Chairman & Managing Director of the Company and approval of remuneration of Managing Director**

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

“RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Companies Act, 2013, consent of the members be and is hereby accorded for the appointment of Mr Abhishek Dalmia (DIN: 00011958), as a Chairman and Managing Director (MD) of the Company for a term of 5 (five) years effective from 28th July 2023, not liable to retire by rotation on the following terms and conditions:

TERMS AND CONDITIONS:

a) Salary, Perquisites and Allowances per annum:

Rs in crores

| Particulars | Amount |
|--|--------|
| Salary along with perquisites and allowances | 3.00 |

The perquisites and allowances shall be evaluated, wherever applicable, as per the provisions of the Income-tax Act, 1961 or any rules thereunder or any statutory modification(s) or re-enactment thereof; in the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. The Managing Director is entitled to medical reimbursement as per the company policy for senior managerial executives.

b) Statutory Benefits:

The Company's contribution to provident fund, superannuation or annuity fund, if any, to the extent these singly or together are not taxable under the Income Tax law, gratuity payable, and encashment of leave, as per the rules of the Company and to the extent not taxable under the Income Tax law, shall not be included for computation of the overall ceiling of remuneration.

c) Reimbursement of Expenses:

Expenses incurred for travelling, boarding and lodging during business trips and provision of the car(s) for use on the Company's business and communication expenses at residence shall be reimbursed at actuals and not considered perquisites.

d) General:

- i. The MD shall devote his time and attention to the Company's business and carry out such duties as may be entrusted to him by the Board from time to time and separately communicated to him.
- ii. Subject to the superintendence, control and directions of the Board, the MD be entrusted with substantial powers of management which are in connection with and in the best interests of the business of the Company and the business of any one or more of its subsidiaries and/or associate companies, including performing duties as assigned by the Board from time to time by serving on the boards of such associate companies and/ or subsidiaries or any other executive body or any committee of such a company.
- iii. The Managing Director shall act in accordance with the Company's Articles of Association and shall abide by the provisions contained in Section 166 of the Act regarding the duties of Directors.
- iv. The terms and conditions of the said appointment may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, irrespective of the limits stipulated under Schedule V to the Companies Act 2013 or any amendments made hereafter in this regard in such manner as may be agreed to between the Board and the MD, subject to such approvals as may be required.
- v. The Managing Director shall adhere to the Company's Code of Conduct.
- vi. The office of the Managing Director may be terminated earlier by the Company or by him by giving 6 (Six) months prior notice in writing.

"RESOLVED FURTHER THAT in case of the adequacy of profits, considering the performance of Mr Abhishek Dalmia, he will be paid such commission which shall not exceed 5% of the net profits of the Company on a standalone basis calculated in accordance with the provisions of section 198 of the Companies Act, 2013."

"RESOLVED FURTHER THAT in the event of any loss or inadequacy of profits in any financial year during his tenure, the Company considering the performance of Mr Abhishek Dalmia shall pay the minimum remuneration by way of salary, perquisites, commission or any other allowances as specified in this resolution."

"RESOLVED FURTHER THAT Mr Abhishek Dalmia be and is hereby designated as Chairman & Managing Director of the Company as per the applicable Act and regulations that are in force for the time being."

"RESOLVED FURTHER THAT Mr Abhishek Dalmia, Chairman & Managing Director, shall not be paid sitting fees for attending meetings of the Board of Directors or any Committee(s) thereof."

"RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorised to take all such steps as may be necessary and/or give such directions as may be necessary, proper and expedient to give effect to the above resolution without being required to seek any further consent or approval of the members and the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

4. Appointment of Mr P Muthusekhar (DIN 05146301) as a Non-Executive Non-Independent Director

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

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr P Muthusekhar (DIN 05146301), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company, with effect from 28th July 2023 under Section 161 of the Act and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting of the Company and in respect of whom the Company has received a Notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company, being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.”

5. Ratification of Cost Auditors’ Remuneration

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

RESOLVED THAT pursuant to Section 148 (3) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration payable to M/s. P. Mohankumar & Co, Cost Accountants (Firm Registration Number: 100490), who the Board of Directors has appointed as Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on 31st March 2024 and for the financial year ending on 31st March, 2025, on remuneration of Rs 1,15,000 (Rupees One lakh fifteen thousand only) plus Goods and Services Tax for each year excluding out of pocket expenses incurred by him in connection with the Audit and applicable taxes, be and is hereby ratified.

6. Remuneration to Non-Executive Directors (including Independent Directors)

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 and approved by the Audit Committee and Board of Directors at their respective meetings held on 30th July 2024, the consent of the members 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 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 (including any Committees thereof) of the Company, for a term of three (3) financial years commencing from 1st April, 2023.

RESOLVED FURTHER THAT the commission payable to the Non-Executive Directors of the Company as mentioned above shall be in addition to the sitting fees payable for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to take all such steps as may be necessary and/or give such directions as may be necessary, proper or expedient, to give effect to the above Resolution without being required to seek any further consent or approval of the Members and the Members shall be deemed to have given their approval thereto expressly by the authority of this Resolution.

7. Approval of powers of the Board under Section 180 (1) (a) of the Companies Act, 2013.

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

RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at the Extra Ordinary General Meeting of the members of the company held on 5th June 2020 and pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) (including any statutory modifications or reenactment thereof for the time being in force), and the Articles of Association of the Company and subject to such other approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and/ or undertaking or the substantial assets of the Company both present and future, and to create such charges, mortgages and hypothecations on the movable and/or immovable properties and / or undertaking or the substantial assets of the Company both present and future in such manner as the Board may deem fit, provided that the total value of such movable and/or immovable properties and/ or undertaking or the assets of the Company both present and future as mentioned in this resolution shall not at any point of time exceed an amount of Rs 250 Cr (Rupees Two hundred and Fifty crore only) over and above the aggregate of the paid-up share capital and free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments, agreements and writings as may be required in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

8. Approval of the overall Borrowing Limits under Section 180(1)(c) of the Companies Act, 2013:

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

RESOLVED THAT in supersession of the earlier resolution passed by the members of the Company at the Extra Ordinary General Meeting of the members of the company held on 5th June 2020 and pursuant to the provisions of Section 180(1)(c), and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof), to borrow any sum or sums of money from time to time at its discretion, for the purpose of the business of the Company, from any one or more Banks, Financial Institutions and other Persons, Firms, Bodies Corporate exceeding the aggregate of the paid-up share capital, free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company provided that the monies to be borrowed together with the monies already borrowed by the Company (apart from

temporary loans obtained from the Company's Bankers in the ordinary course of business) may, at any time, shall not at any point of time exceed an amount of Rs 250 Cr (Rupees Two hundred and Fifty crore only) over and above the aggregate of the paid-up share capital and free reserves and securities premium of the Company."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby empowered and authorised to create charge/ provide security on the assets of the Company for the sum borrowed on such terms and conditions and in such form and manner and with such ranking as to priority to secure the borrowings made by the Company and to arrange or fix the terms and conditions of all such monies to be borrowed from time to time as to interest, repayment, security or otherwise as the Board in its absolute discretion thinks fit."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and things and to execute all such documents, instruments, agreements and writings as may be required in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

9. Approval to advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with rules made thereunder (including any statutory modifications, clarifications, substitutions or re-enactments thereof for the time being in force), the consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall be deemed to include any committee thereof) to advance any loans including any loans represented by way of book debt, and/or to give any guarantees, and/or to provide any securities in connection with any loan taken/to be taken by any person in which any of the Directors of the Company are interested as specified in the explanation to Section 185(2) of the Act, provided that the loans, guarantees, and/or securities provided in connection with any loan taken/to be taken by such person shall not at any point of time shall exceed Rs. 200 Crores [Rupees Two Hundred Crores only] and such loans are utilized by the borrowing company for its principal business activities.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps as may be necessary and to decide and finalise the terms and conditions while giving loans/ guarantees or providing securities and execute such documents, deeds, writings, papers and/or agreements as may be required to complete the same."

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all acts, deeds and things in their absolute discretion that may be considered necessary, proper and expedient or incidental for the purpose of giving effect to this resolution in the interest of the Company.

10. Approval to increase in the threshold of loans/ guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013:

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

RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rules framed thereunder (including any statutory modification or re-enactment thereof for the time being in force), and such other approvals as may be required in that behalf, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board) to give any loans to any person or other body corporate and / or to give guarantee and / or to provide security in connection with a loan to any other body corporate and to make investment or acquire by way of subscription, purchase or otherwise the securities of any other body corporate whether Indian or overseas, and to take decisions and steps in respect of such loans, guarantees, securities and investment including the timing, amount and other terms and conditions and varying the same either in part or in full as it may deem appropriate, provided that the aggregate amount of all the loans or guarantees or providing any security or the acquisition of securities shall not exceed an aggregate amount of Rs300 Crores (Rupees Three Hundred Crores only) at any point of time."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps as may be necessary and to decide and finalise the terms and conditions while giving loans/ guarantees or providing securities and/or making investments and execute such documents, deeds, writings, papers and/or agreements as may be required to complete the same."

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.

11. Material Related Party Transaction(s) of the Company with Semac Consultants Limited, an entity falling within the definition of 'related party' under the Companies Act 2013 and SEBI LODR.

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

RESOLVED THAT pursuant to the provisions of Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time (Listing Regulations) and the applicable provisions, if any, of the Companies Act, 2013 (Act), read with rules made thereunder (including any statutory amendments or modifications or re-enactments thereof for the time being in force) and pursuant to the approval of the Audit Committee and on the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the Company, to enter/ continue to enter into agreement/ contract/ business transactions/ arrangements with Semac Consultants Limited (Formerly Revathi Equipment Limited), an entity falling within the definition of 'related party' under Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations for an amount not exceeding Rs. 50 Crores (Rupees Fifty Crores only) from the date of this Annual General Meeting till the date of Annual General Meeting to be held in the year 2024, and on such terms and conditions as detailed in the explanatory statement to this resolution, notwithstanding the fact that such transactions either taken individually or together with previous transactions during the financial year may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements or such other materiality threshold as may be specified under applicable laws/ regulations from time to time.

RESOLVED FURTHER THAT Board of Directors (including its Committee thereof) be and are hereby severally authorised to do all such acts, deeds, matters and things, to finalise the terms and conditions of the transactions with the related party, and to execute or authorise any person to execute all such documents, instruments and writings as may be considered necessary, relevant, usual, customary, proper and/or expedient for giving effect to this resolution.

By Order of the Board
For Revathi Equipment India Limited
Nishant Ramakrishnan
Company Secretary

Place: Coimbatore

Date: 27th August 2024

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

ITEM NO. 3

Mr Abhishek Dalmia (DIN: 00011958) held the position of Chairman & Managing Director of Revathi Equipment Limited (Presently Semac Consultants Limited), which was engaged in the drilling equipment business before demerger. He spearheaded the implementation of the Composite Scheme of Arrangement whereby Revathi Equipment Limited was demerged, and all the drilling equipment business, along with the associated assets and liabilities, were transferred to the Company. His vision, foresight and leadership qualities were instrumental in the growth of the drilling equipment business. Considering his familiarity, experience and contribution to the growth of the Company and after taking into account the results shown and the efforts made by him for the improvement of the performance of the Company, the Board of Directors at their meeting held on 28th July 2024 decided to appoint Mr Abhishek Dalmia as Chairman & Managing Director of the Company for a period of 5 (five) years effective from 28th July 2024 to 27th July 2029. The Board is of the view that the appointment of Mr Abhishek Dalmia is appropriate and is in the best interest of the Company.

The approval of the members is being sought for the appointment of Mr. Abhishek Dalmia as Chairman & Managing Director on such terms and conditions including remuneration payable to him. The actual pay-out of the remuneration shall be after the review of his performance by the Nomination and Remuneration Committee of the Board as per the Company's Policy. In the event of any loss or inadequacy of profits in any financial year during his tenure, the Company shall pay to the Chairman & Managing Director the remuneration by way of salary, perquisites, commission or any other allowances in accordance with the limits and conditions specified in the resolution, as minimum remuneration.

Mr Abhishek Dalmia satisfies all the conditions set out in Part-I of Schedule V to the Act and conditions set out under Section 196(3) of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

The resolution seeks the approval of the members in terms of Sections 196 and 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the rules made thereunder for the appointment of Mr Abhishek Dalmia as Chairman & Managing Director of the Company for a period of 5 (five) years effective from 28th July 2024 to 27th July 2029. Accordingly, the Board recommends the necessary resolution set out in Item No. 3 of the Notice of Annual General Meeting for the approval of the members.

Except Mr Abhishek Dalmia, being the beneficiary and Mrs. Deepali Dalmia -Director, being his relatives along with their relatives are deemed to be concerned or interested in the proposed resolution.

Save, and except the above, none of the other Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Directors or KMPs are in any way concerned or interested financially or otherwise in the proposed resolution.

The general information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) and the details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a brief resume of Mr Abhishek Dalmia and other disclosures as per Secretarial Standard 2 are furnished and forms a part of this notice.

Item No. 4

The Board of Directors of the Company, at its Meeting held on 28th July 2023 approved the appointment of Mr P Muthusekkar (DIN 05146301) as an Additional Director (Non-Executive and Non-Independent) of the Company with effect from 28th July 2023 to hold office up to the date of the next Annual General Meeting of the Company pursuant to Section 161 of the Companies Act, 2013 ("the Act").

Mr P L Muthusekkar is a certified independent Corporate Director with a demonstrated history of working in the machinery industry. He is a strong business development professional with a Bachelor of Engineering (B.E.-Mechanical) and post-graduation in Marketing and sales management (focused on mechanical engineering) from Bengaluru University. He is a recipient of various Indian and international awards, including the Udyog Rattan Award.

The Board believes that Mr P L Muthusekkar infuses energy and new ideas into the Company, and the Company will gain from his insights. Details of Mr P L Muthusekkar pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "Annexure" to the Notice.

Mr P L Muthusekkar is qualified to be appointed as Directors in terms of Section 164 of the Companies Act, 2013 ("the Act") and have given his consent to act as Directors. The Company has also received declarations from him, confirming that he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The Company has also received notices under Section 160 of the Act from a member proposing the candidature of Mr P L Muthusekkar for the office of Non-Executive Director of the Company.

In accordance with the provisions of Section 152 of the Act and applicable provisions of the Listing Regulations, the appointment of a director requires the approval of members of the company by way of an ordinary resolution. Accordingly, the approval of Members is sought for the appointment of Mr P L Muthusekkar as Non-Executive Director of the Company, liable to retire by rotation.

Save and except Mr P L Muthusekkar and his relatives to the extent of their shareholding interest, if any, in the Company, none of the other Directors, Key Managerial Personnel ("KMP") of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 4 of the Notice. Mr P L Muthusekkar is not related to any other Director / KMP of the Company.

The Board recommends the Ordinary Resolution set out at Item No. 4 of the Notice for approval of the Members.

Item No. 5

The Board of Directors, at its Meeting held on 30th July 2024, upon the recommendation of the Audit Committee, approved the appointment of M/s. P. Mohankumar & Co, Cost Accountants (Firm Registration Number 100490) as the Cost Auditor of the Company for conducting the audit of the cost records of the Company for the Financial Year ending 31st March 2025, at a remuneration of Rs 1,15,000 (Rupees One lakh fifteen thousand only) plus goods and services tax and out-of-pocket expenses.

M/s. P. Mohankumar & Co, Cost Accountants (Firm Registration Number 100490) has also conducted the audit of the cost records of the Company, for the Financial Year ending 31st March 2024 wherein the Annual General Meeting of the Company was already convened before giving effect to the scheme/ demerger.

Pursuant to section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, Members of the Company are required to ratify the remuneration to be paid to the cost auditors of the Company. Accordingly, consent of the Members is sought for passing an Ordinary Resolution as set out at Item No. 5 of the Notice for ratification of the remuneration payable to the Cost Auditors for conducting the audit of the cost records of the Company for the Financial Year ending 31st March 2024 and for the Financial Year ending 31st March 2025.

None of the Directors, Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out in Item No. 5 of the Notice.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval of the Members.

Item No. 6

The Company's Non-Executive Directors are leading professionals with a high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, research & innovation, amongst others. With the complexity of managing business increasing by the day, the Non-Executive Directors are nowadays required to devote considerable time and effort towards the business activities of the Company. The Company's Non-Executive Directors have been shaping and steering the long-term strategy and making invaluable contributions towards the Company's group-level strategy, monitoring of risk management and compliances.

Considering the above, the Board of Directors, at its meeting held on 30th July 2024, on the recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee and subject to the approval of the members of the Company by means of passing a special resolution, have approved the payment of Commission to Non-Executive Directors of the Company, at the rate of 1% of the net profits to be computed in accordance with Section 198 of the Companies Act 2013. The Commission to Non-Executive Directors of the Company will 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 (including any Committees thereof) of the Company, for a term of three (3) Financial Years commencing from 1st April 2023.

The commission payable to the Non-Executive Directors of the Company as mentioned above shall be in addition to the sitting fees payable for attending the meetings of the Board of Directors, Committees thereof and meeting of Independent Directors. Pursuant to Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the consent of the Members is required to be obtained for payment of commission to the Non-Executive Directors of the Company. Hence, the necessary Special Resolution has been set out under Item No. 6 of the Notice and is being placed before the members for approval.

The disclosures, as required under Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2, are furnished and form a part of his Notice.

As provided in the Board's Report, the Company has already applied for listing of the Company's shares in the stock market and the Company expects its shares to get listed before the ensuing Annual General Meeting. Hence the Company is also seeking approval of members under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All the Directors and Key Managerial Personnel other than Company Secretary & Chief Financial Officer of the Company and their relatives are concerned or interested, financial or otherwise, in the Resolution set out at Item No.6.

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

Item No. 7

The Company, in order to meet its financial requirements and to fund the expansion of its business, avails financial/ credit facilities from Banks and various financial institutions, which are secured by a charge on the Company's movable and immovable properties and assets in favour of the Lenders. The Banks and financial institutions insist that the Board should have the power to sell, lease, or otherwise dispose of the movable and immovable properties and assets charged in favour of the Banks and financial institutions in order to secure the due payment in respect of borrowings of the Company.

Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 and Regulation 37A(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the sale, lease or otherwise disposal of the whole or substantially the whole of an undertaking of the Company or where the Company owns more than one undertaking, of the whole or substantially the whole of any such undertaking, requires the consent of the Company by way of a special resolution. This approval is primarily required due to creation of charge on the Company's movable and immovable properties and assets in favour of Banks and various financial institutions. Further this approval enables the Board to lease out the idle assets/ unutilized assets of the Company in order to generate additional revenue.

In view of the above and as an abundant caution, the Board of Directors, at their meeting held on 30th July 2024 has decided to seek the approval of the members by means of passing a Special Resolution under Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 and Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to grant powers to the Board of Directors to sell, lease or otherwise dispose of the whole or substantially the whole of the such movable and/or immovable properties and/ or undertaking or the substantial assets of the Company both present and future, if required and in such manner as the Board may deem fit. Such approval of the shareholders will enable the Board to negotiate and avail credit facilities from Banks and Financial Institutions at favourable terms and conditions.

Further, pursuant to proviso to Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the special resolution shall be acted upon only if the votes cast by the public shareholders in favour of the proposal exceeds the votes cast against the resolution.

As provided in the Board's Report, the Company has already applied for listing of the Company's shares in the stock market and the Company expects its shares to get listed before the ensuing Annual General Meeting. Hence the Company is also seeking approval of members under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 7 of the Notice.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval of the Members.

Item No. 8

The members of the Company at their Extra-Ordinary General Meeting held on 5th June 2020, had approved by way of a Special Resolution passed under 180(1)(c) of the Companies Act, 2013 to borrow over and above the aggregate of the paid-up share capital and free reserves of the Company provided that the total amount of such borrowings together with the amounts already borrowed and outstanding at any point of time shall not be in excess of Rs. 200 crores (Rupees Two Hundred Crores only).

The Company is expediting its plan to scale up its capacity and coverage. Keeping in view the Company's business requirements and growth plans and taking into account the Company's long term strategic and business objectives, the Company is desirous of meeting its financial requirements by raising finance from various Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as it may be considered fit.

Considering the Company's existing and future financial requirements and anticipating the need for additional funds and as an abundant caution, the Board of Directors, at their meeting held on 30th July 2024, has decided to seek the approval of the members by means of passing a Special Resolution under Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 to increase the maximum borrowing limits to Rs 250 Cr (Rupees Two hundred and Fifty crores only) over and above the aggregate of the paid-up share capital and free reserves (that is to say reserves not set apart for any specific purpose) and securities premium of the Company.

The Board is of the view that obtaining approval of Members for such transactions on each occasion is a cumbersome process. The Board, therefore, recommends the approval of the Members by a Special Resolution for the proposed borrowings up to a limit of Rs 250 Cr (Rupees Two hundred and fifty crores only) over and above the aggregate of the paid-up share capital and free reserves (that is to say reserves not set apart for any specific purpose) and securities premium.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommend the Special Resolution as set out under Item No. 8 of the Notice for the approval of members.

Item No. 9

The Company, during the course of its business, may be required to provide financial support to the Company's subsidiary(ies) / group companies/ associates / JV Companies, which may be by way of loan (including any loan represented by a book debt) or guarantees or providing any security in connection with any loan taken by such parties. Pursuant to the provisions Section 185 of the Companies Act, 2013 (the Act), the approval of the shareholders of the Company by way of a Special Resolution is required for the company to advance any such loan, including any loan represented by a book debt or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the Director of the Company is interested.

In view of the above and as an abundant caution, the Board of Directors, at their meeting held on 30th July 2024, decided to seek the approval of the members by means of passing a Special Resolution under Section 185 of the Companies Act, 2013 to enable the Board of Directors to advance any loan(s) and/or give any guarantee(s), and/or to provide any securities in connection with any loan taken/ to be taken by any person in which any of the Director of the Company is interested, as specified in the explanation to Section 185(2) of the Act up to an amount not exceeding Rs. 200 Crores [Rupees Two Hundred Crores only].

The members may note that the Board of Directors would carefully evaluate the proposals before providing such loans, guarantees or securities in connection with any loan taken/ to be taken by the above-mentioned parties and will ensure that the same will be utilised only for the principal business activities of the persons. The funds will be deployed by the Company from internal resources/accruals and/or any other appropriate sources from time to time.

Save, and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution except to the extent of their shareholding, if any, in the Company.

The Board recommends the Special Resolution set out at Item No. 9 of the Notice for approval of the Members.

Item No. 10

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

As per the provisions of Section 186 of the Companies Act, 2013 (hereinafter referred to as "the Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (includes any amendments or modifications thereto), the approval of the Members of the Company by a Special Resolution is required for the Board of Directors to make any loan, investment or give guarantee or provide any security beyond the prescribed limit of;

- i. Sixty per cent of the aggregate of the paid-up capital and free reserves and securities premium account or,
- ii. Hundred per cent of its free reserves and securities premium account, whichever is more.

Considering the growth and expansion of the Company, the Company may explore the possibility of acquisition of new companies or entering into new areas of businesses through its Subsidiary/ Associates Companies. Further the Company can generate additional revenues by providing loans and guarantees which would help in better utilization of idle funds or assets of the Company.

In view of the above and as an abundant caution, the Board of Directors, at their meeting held 30th July 2024 decided to seek the approval of the members by means of passing a Special Resolution under Section 186 of the Companies Act, 2013 to enable the Board of Directors to advance any loan(s) and/or give any guarantee(s), and/or to provide any security(ies) upto an amount not exceeding Rs300 Crores (Rupees Three Hundred Crores only).

The members may note that the Board of Directors would carefully evaluate the proposals before investing or providing loans, guarantees or security in connection with the loan. The Board will ensure that the funds would be deployed out of internal resources / accruals and / or any other appropriate sources, from time to time.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the special resolution set out at Item No. 10 of the Notice.

The Board recommends the Special Resolution set out at Item No. 10 of the Notice for approval of the Members.

Item No. 11

As provided in the Board's Report, the Company has already applied for listing of the Company's shares in the stock market and the Company expects its shares to get listed before the ensuing Annual General Meeting. Hence the Company is also seeking approval of members under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the proviso to Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), a transaction with a related party shall be considered "material" if the transactions entered into individually or taken together with previous transactions during a financial year with such related party exceeds Rs. 1,000 Crores or 10% of the total consolidated turnover of the Company as per the last audited financial statements, whichever is lower (Materiality Threshold).

The Company extends/ avails support and services from/ to Semac Consultants Limited (Formerly Revathi Equipment Limited), a related party (group company), in relation to the business enhancement, on arms' length basis and the transactions proposed to be entered by the Company with the related party may exceed 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

The Audit Committee at their meeting held on 29th July 2023 have also granted their approval for the related party transactions to be entered into by the Company with the above-mentioned related party.

The details of the transactions with the above-mentioned related party as required pursuant to SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated 22nd November, 2021 is as follows:

| | | |
|--|--|---------------|
| Name of the Related Party | Semac Consultants Limited (Formerly Revathi Equipment Limited) | |
| Type, material terms and particulars of the transaction | Availing and rendering of any services in the ordinary course of business and on arm's length basis | |
| Relationship with the listed entity, including nature of its concern or interest, financial or otherwise | Mr Abhishek Dalmia, Chairman and Managing Director, Mr V. V. Subramanian, Independent Director and Mrs. Deepali Dalmia, Director of the Company who are interested as directors. | |
| | • Purchase of goods | |
| | • Availing / rendering of engineering and non-engineering services | |
| | • Investments made | |
| | • Inter-corporate deposits taken / given | |
| Tenure of the transaction | For the period from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting. | |
| Value of the transaction | Availing and rendering of any services, transactions and borrowing/ granting of loans/ advances/ Inter Corporate Deposit | Rs. 50 Crores |

| | | |
|---|---|--|
| The percentage of the listed entity's annual turnover for the immediately preceding financial year, i.e., represented by the value of the proposed transaction | Availing and rendering of any services, transactions and borrowing/ granting of loans/ advances/ Inter Corporate Deposit | 23.54% based on audited financials for the year ended 31st March, 2023 |
| Justification for why the proposed transaction is in the interest of the listed entity | The proposed related party transactions, not only help smoothen business operations but also ensure a consistent flow of desired quality and quantity of goods and services without interruptions, optimum capacity utilization and generation of revenue and business of the Company | |
| | The Company may also place ICDs with the Company to earn interest income on surplus funds and support working capital requirements of the Company. | |
| Nature of the proposed contract/ arrangement | The transaction is in normal course of business with terms and conditions that are generally prevalent in the industry segment in which the Company operates. The proposed transactions are also at arm's length. | |
| Details of the valuation report or external party report relied upon | The Company has not relied upon the valuation or any external report in relation to the transaction. | |
| Any other information that may be relevant | Nil | |
| Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary: | | |
| Details of the source of funds in connection with the proposed transaction | Own share capital / Internal accruals and liquidity of the Company | |
| Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: - Nature of indebtedness - Cost of funds and - Tenure | Not applicable | |
| Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security | Inter-corporate deposits given aggregating to, not exceeding ₹ 50 crore. | |
| | • Lock in Period of 2 days and thereafter on 'demand to pay basis' | |
| | • Tenure: upto 12 months. | |
| | • Interest rate: up to 10%; linked to the Company's short-term borrowing rate. | |
| | • Repayment Schedule: Not Applicable. | |
| • The above inter-corporate deposits are under unsecured category. | | |

| | |
|--|--|
| The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT | To meet working capital requirements of the Company |
| Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder. | The pricing mechanism would be as per Arm's Length criteria based on the market price or alternative pricing method of relevant materials and/or services. Valuation report or other external report, as may be applicable, shall be obtained by the parties concerned. |

Pursuant to Regulation 23(4) of Listing Regulations, the prior approval of the shareholders of the Company by way of an ordinary resolution would be required for the transactions entered with a related party in excess of 10% of the annual consolidated turnover of the Company as per the last audited financial statements.

Accordingly, the Board of Directors recommends and seeks the approval of the shareholders for the transactions proposed to be entered into with the above-mentioned related party as per the details given above.

Except for Mr Abhishek Dalmia, Chairman and Managing Director, Mr V. V. Subramanian, Independent Director and Mrs. Deepali Dalmia, Director of the Company, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested financially or otherwise, in the resolution as set out in Item No. 11 of this Notice.

The Members may please note that in terms of the provisions of the Listing Regulations, no related party(ies) as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall vote to approve the resolution under Item No. 11 of this Notice.

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

**Place: Coimbatore
Date: 27th August 2024**

**Nishant Ramakrishnan
Company Secretary & Compliance Officer**

General information as required under Part II of Section II of Schedule V of the Companies Act, 2013 (as amended) relating to the Special Resolution under Item No. 3:

| A.General information | | | |
|---|---|---------------|---------------|
| Nature of industry | The Company is engaged in the manufacturing of drilling equipments. | | |
| Date or expected date of commencement of commercial production | The Company was incorporated on 22/01/2020 and commenced commercial production subsequently in the name of Company from 10th July 2023. | | |
| 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 | Rs in crores | | |
| | Particulars | FY2024 | FY2023 |
| | Total income | 221.13 | 113.95 |
| | Profit/ (Loss) before tax | 40.71 | 19.63 |
| | Profit/ (Loss) after tax | 31.05 | 13.38 |
| | Paid-up equity capital | 3.06 | 3.06 |
| | Reserves and Surplus | 103.51 | 72.54 |
| | Basic Earnings Per Share | 101.24 | 43.64 |
| Foreign investments or collaborations, if any | Nil | | |
| B. Information about the appointee: | | | |
| Background details | Mr Abhishek Dalmia aged 54 years is the Chairman and Managing Director of the Company. He has expertise in identifying low risk and reasonably rewarding opportunities in the area of investment. | | |
| Past remuneration | Rs. 1.94 crores | | |
| Recognition or awards | Nil | | |
| Job profile and his suitability | Mr Abhishek Dalmia as Chairman and Managing Director of the Company shall have all powers and duties as the Board may determine from time to time subject to the provisions of the Companies Act, 2013 and SEBI Regulations. He has been associated with the Company for the past 20 years and he is instrumental to the growth of the Company. | | |
| Remuneration proposed | As set out in Item No. 3 of the Notice | | |

| 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 profile of Mr Abhishek Dalmia, responsibility shouldered by him as well his contribution to the growth of the Company, the industry standard and the size of the Company, the remuneration paid is commensurate with the remuneration packages paid to Managerial Personnel in similar other companies. | | | | | | | | | | |
|---|---|---------------------|---------------------------------------|---------------------------------------|------------|-------|-----------------|------|------|------|------|
| Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any | Mr Abhishek Dalmia, Chairman and Managing Director of the Company, is one of the promoters of the Company. He is related to Mrs. Deepali Dalmia, Director of the Company. Besides the remuneration being received, he does not have any pecuniary relationship with the company. | | | | | | | | | | |
| C. Other information | | | | | | | | | | | |
| Reasons of loss or inadequate profits | Not applicable as the Company has earned a profit during the year. | | | | | | | | | | |
| Steps taken or proposed to be taken for improvement | The Company is continuously taking various cost control measures which would result in increased profitability in the ensuing years. | | | | | | | | | | |
| Expected increase in productivity and profits in measurable terms | The expected increase in productivity and profits in measurable terms at this stage is difficult to ascertain by the Company. | | | | | | | | | | |
| D. Disclosures | | | | | | | | | | | |
| The following disclosures shall be mentioned in the Board of Director's report under the heading "Corporate Governance", if any, attached to the Financial statement: | <table border="1" data-bbox="781 1192 1490 1465"> <thead> <tr> <th data-bbox="781 1192 914 1255">Name</th> <th data-bbox="922 1192 1055 1308">Salary & allowances</th> <th data-bbox="1063 1192 1196 1381">Perquisites and contribution to funds</th> <th data-bbox="1205 1192 1338 1266">Commission</th> <th data-bbox="1346 1192 1490 1224">Total</th> </tr> </thead> <tbody> <tr> <td data-bbox="781 1381 914 1465">Abhishek Dalmia</td> <td data-bbox="922 1381 1055 1413">1.23</td> <td data-bbox="1063 1381 1196 1413">0.77</td> <td data-bbox="1205 1381 1338 1413">2.05</td> <td data-bbox="1346 1381 1490 1413">4.05</td> </tr> </tbody> </table> <p data-bbox="781 1539 1498 1612">There is no separate provision for payment of severance fees.</p> <p data-bbox="781 1623 1498 1665">Not Applicable</p> | Name | Salary & allowances | Perquisites and contribution to funds | Commission | Total | Abhishek Dalmia | 1.23 | 0.77 | 2.05 | 4.05 |
| Name | | Salary & allowances | Perquisites and contribution to funds | Commission | Total | | | | | | |
| Abhishek Dalmia | | 1.23 | 0.77 | 2.05 | 4.05 | | | | | | |
| a. All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors | | | | | | | | | | | |
| b. Details of fixed component and performance linked incentives along with the performance criteria | | | | | | | | | | | |
| c. Service contracts, notice period, severance fees | | | | | | | | | | | |
| d. 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 | | | | | | | | | | | |

Additional information on Directors recommended for re-appointment / revision of remuneration 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 Abhishek Dalmia |
| DIN | 00017415 | 00011958 |
| Date of Birth/ Nationality | 29.10.1970/ Indian | 06.05.1969/ Indian |
| Date of appointment on the Board | 22/01/2020 | 22/01/2020 |
| Inter-se relationship with other directors | Mrs. Deepali Dalmia is related to Mr Abhishek Dalmia, Chairman & Managing Director. | Mr Abhishek Dalmia is related to Mrs. Deepali Dalmia, Director of the Company. |
| Qualification | B A History (Hons) | B.Com (H), FCA, AICWA |
| Ex p e r i e n c e / Expertise in functional areas | Mrs. Deepali Dalmia is a Business Strategist. She has been associated with the Revathi Equipment Limited (Demerged Company), a Company engaged in manufacturing of Drilling Equipment for 8 years. | <p>Mr Abhishek Dalmia 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.</p> <p>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 model, where he tends to hold his investments permanently, with some exceptions. He considers himself as a value investor.</p> <p>He provides strategic direction to the investee companies. He also guides the senior management teams of these companies on various aspects of the business. His expertise is identifying low-risk and reasonable rewarding opportunities in the area of investment.</p> <p>He has been deeply influenced by the writings and work of Warren Buffett, Charlie Munger and Ben Graham. It is his endeavor to compound capital at high rates for long periods of time. After acquiring majority stakes in a few companies and minority in a few, he has been shepherding those investments.</p> |

| Name | Mrs. Deepali Dalmia | Mr Abhishek Dalmia |
|--|---|--|
| | | <p>He has been deeply influenced by the writings and work of Warren Buffett, Charlie Munger and Ben Graham. It is his endeavor to compound capital at high rates for long periods of time. After acquiring majority stakes in a few companies and minority in a few, he has been shepherding those investments.</p> <p>Revathi Equipment and Semac Consultants were amongst the investments made by him.</p> <p>He provides strategic direction to the investee companies. He also guides the senior management teams of these companies on various aspects of the business. His expertise is identifying low-risk and reasonable rewarding opportunities in the area of investment.</p> |
| Skills and capabilities required for the role and the manner in which the proposed person needs such requirements | Experience in the drilling equipment manufacturing industry and the knowledge on market and customer base. Having been associated as Director of the demerged company for a long time has good industry experience and exposure to the functioning of the Company and knowledge on customer base. | Experience in the drilling equipment manufacturing industry and the knowledge on market and customer base. Having been associated as Director of the demerged company for a long time has good industry experience and exposure to the functioning of the Company and knowledge on customer base. |
| No. of shares held | NIL | NIL |
| Board position held | Director | Chairman and Managing Director |
| Terms and conditions of re-appointment / revision of remuneration | Retire by rotation | Payment of remuneration as set out in Item No. 3 of the Notice |
| Remuneration sought to be paid | As set out in Item No. 3 of the Notice | As set out in Item No. 3 of the Notice |
| Remuneration last drawn | Rs. 0.080 crores | Rs. 4.05 crores |
| Number of Board meetings attended during the year | Entitled : 7 Attended : 6 | Entitled : 7 Attended : 7 |

| Name | Mrs. Deepali Dalmia | Mr Abhishek Dalmia |
|--|---|---|
| Directorships held in other companies | <ul style="list-style-type: none"> • Semac Construction Technologies India LLP • Renaissance Living Spaces LLP • Priyadarshany Agri Farms Private Limited • SWBI Design Informatics Private Limited • Renaissance Consultancy Services Limited • Semac Consultants Limited (Former Revathi Equipment Limited) | <ol style="list-style-type: none"> 1. SWBI Design Informatics Private Limited 2. Renaissance Consultancy Services Limited 3. Rajratan Global Wire Limited 4. Semac Consultants Limited 5. Aditya Infotech Limited 6. Alpha Alternatives Holdings Private Limited 7. Alpha Alternative Fund- Infra Advisors Private Limited 8. Ashiana Housing Limited |
| Membership in other Committees (only Audit Committee and Stakeholders Relationship Committee considered) | Nil | Nil |
| Names of listed entities in which the person has resigned in the past three years | Nil | Nil |

| | | |
|--|--|---|
| Name | Mr B.V. Ramanan | Mr V.V. Subramanian |
| DIN | 00934602 | 05232247 |
| Date of Birth/ Nationality | 03.03.1960 / Indian | 19.07.1955/ Indian |
| Date of appointment on the Board | 25/05/2023 | 22/01/2020 |
| Inter-se relationship with other directors | Mr B. V. Ramanan is not related to any of the Directors on the Board of the Company | Mr V. V. Subramanian is not related to any of the Directors on the Board of the Company |
| Qualification | B.Tech., M.S., (Chemical Engineering) | B. Com, ACA, ACS, ACMA |
| E x p e r i e n c e / Expertise in functional areas | <p>More than 3 decades in Engineering & Mining industry and he held positions as Chairman, Confederation of Indian Industry, Trichy Zone and Member of Board Governors, National Institute of Technology, Trichy.</p> <p>1984-85 - Project Manager, Chemfab Group: He was instrumental in setting up the first Membrane Cell Caustic Soda manufacturing plant in India at Pondicherry. Also set up a Potassium and Sodium Chlorate plant in Pondicherry.</p> <p>1986-87: As part of Chemfab Group, he was involved with the Government of India in preparing the preliminary work for building a facility to produce Cryogenic Fuel for Rockets and Military applications.</p> <p>1988 Onwards: Chairman & Managing Director of Livia Polymer Bottles Pvt. Ltd., Mandaiyur Salai, Mandaiyur, Pudukkottai District, Tamil Nadu.</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> |
| Skills and capabilities required for the role and the manner in which the proposed person needs such requirements | <p>Experience in the drilling equipment manufacturing industry and the knowledge on market and customer base. Having been associated as Director of the demerged company for a long time has good industry experience and exposure to the functioning of the Company and knowledge on customer base.</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> |
| No. of shares held | NIL | 5 |
| Board position held | Independent Director | Independent Director |

| Name | Mr B.V. Ramanan | Mr V.V. Subramanian |
|--|--|---|
| Terms and conditions of re-appointment / revision of remuneration | Payment of commission as set out in Item No, 6 of the Notice | Payment of commission as set out in Item No, 6 of the Notice |
| Remuneration sought to be paid | As set out in Item No, 6 of the Notice | As set out in Item No, 6 of the Notice |
| Remuneration last drawn | Sitting fees of Rs. 0.021 crores | Sitting fees of Rs. 0.062 crores and Commission of Rs. 0.07 crores |
| Number of Board meetings attended during the year | Entitled : 5 Attended : 2 | Entitled : 7 Attended : 6 |
| Directorships held in other companies | <ul style="list-style-type: none"> Livia Polymer Products Private Limited Eye Foundation Limited | <ul style="list-style-type: none"> Semac Consultants Limited (Former Revathi Equipment Limited) Orange Owl Textiles Private Limited Orange Owl Textiles Inc. |
| Membership in other Committees (only Audit Committee and Stakeholders Relationship Committee considered) | Nil | 2 (Two) Audit Committee and Stakeholders Relationship Committee of Semac Consultants Limited (Former Revathi Equipment Limited) |
| Names of listed entities in which the person has resigned in the past three years | Semac Consultants Limited (Former Revathi Equipment Limited) | Nil |

| | | |
|--|---|--|
| Name | Mr S. Sundarasamy | Mr P Muthusekhar |
| DIN | 08829760 | 05146301 |
| Date of Birth/ Nationality | 15/02/1964/ Indian | 18/05/1965 Indian |
| Date of appointment on the Board | 25/05/2023 | 28/07/2023 |
| Inter-se relationship with other directors | MrS.Sundarasamy is not related to any of the Directors on the Board of the Company | Mr P Muthusekhar is not related to any of the Directors on the Board of the Company |
| Qualification | BE Mechanical Engineering and Post-Graduation Diploma in Business Administration. | Graduation in Bachelor of Engineering (B.E.-Mechanical) and post graduation in Marketing & sales management (focused in mechanical engineering) from Bengaluru University |
| E x p e r i e n c e / Expertise in functional areas | Three decades of experience in the field of manufacturing / production / product support / product management and marketing | Mr P L Muthusekhar is an certified independent Corporate Director with a demonstrated history of working in the machinery industry. He is an recipient of various Indian & International awards including Udyog Rattan Award and is an mentor for many aspiring CEO's and leaders. |
| Skillsandcapabilities required for the role and the manner in which the proposed person needs such requirements | Experience in the drilling equipment manufacturing industry and the knowledge on market and customer base. Having been associated as Director of the demerged company for a long time has good industry experience and exposure to the functioning of the Company and knowledge on customer base. | Mr P L Muthusekhar is an certified independent Corporate Director with a demonstrated history of working in the machinery industry. He is also experienced and well versed on the functioning of Automotive sector. |
| No. of shares held | Nil | Nil |
| Board position held | Independent Director | Non-Executive - Non-Independent Director |
| Terms and conditions of re- a p p o i n t m e n t / revision of remuneration | Payment of commission as set out in Item No, 6 of the Notice | Payment of commission as set out in Item No, 6 of the Notice |
| R e m u n e r a t i o n sought to be paid | As set out in Item No, 6 of the Notice | As set out in Item No, 6 of the Notice |
| Remuneration last drawn | Sitting fees of Rs. 0.062 crores and Commission of Rs. 0.07 crores | Sitting fees of Rs. 0.04 crores |

| | | |
|---|--|------------------------------|
| Name | Mr S. Sundarasamy | Mr P Muthusekhar |
| Number of Board meetings attended during the year | Entitled : 5 Attended : 4 | Entitled : 3 Attended : 3 |
| Directorships held in other companies | <ul style="list-style-type: none"> • S P I N AQM Technologies India Private limited • Sunkov Drives & Controls Private Limited • Cossmo Lifestyle Private Limited | Nil |
| Membership in other Committees (only Audit Committee and Stakeholders Relationship Committee considered) | Nil | Nil |
| Names of listed entities in which the person has resigned in the past three years | Semac Consultants Limited (Former Revathi Equipment Limited) | Nil |

By Order of the Board
For Revathi Equipment Limited

Place: Coimbatore

Date: 27th August 2024

Nishant Ramakrishnan
Company Secretary & Compliance Officer

NOTES:

- 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 per cent of the total share capital of the company carrying voting rights. A member holding more than ten per cent of the total share capital of the company carrying voting rights may appoint a single person as a proxy, and such person shall not act as a proxy for any other person or shareholder.

2. Members may note that M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N) Chartered Accountants, New Delhi, the Statutory Auditors of the company, were appointed by the shareholders at their Annual General Meeting (AGM) held on 02nd June 2023, to hold office for a period of 5 years till the conclusion of AGM to be held during the year 2028. Hence, no resolution is being proposed for the appointment of statutory auditors at this 05th Annual General Meeting.
3. The Members may note that the Company has already applied for listing of the Company's shares in the stock market and is waiting for the regulatory approvals. The Company expects its shares to get listed before the ensuing Annual General Meeting. Hence this Notice and Explanatory Statement has been prepared after taking into account the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further the approval of members has been sought for certain items exclusively covered under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
4. The statement pursuant to Section 102(1) of the Companies Act, 2013, with respect to the Special Business set out in the Notice is annexed.
5. The Notice of the AGM along with the Integrated Annual Report 2023-24 is being sent to those Members whose e-mail addresses are registered with the Company/NSDL and Central Depositories Services (India) Limited ('CDSL'), (collectively 'Depositories')/Registrar & Transfer Agent ('RTA'), and to those Members who has requested for a physical copy of the same. Members may also note that the Notice of the AGM and the Annual Report will be available on the Company's website, <https://www.revathi.in/investor-relations/>. Physical copies of these documents will also be available at the Company's Registered Office for inspection during normal business hours on working days.
6. Corporate members intending to send their authorised representatives to attend the Meeting pursuant to Section 113 of the Companies Act 2013 are requested to send to the Company a certified true copy of the Board Resolution together with their respective specimen signatures authorising their representative to attend and vote on their behalf at the Meeting. The authorised representative(s) shall enjoy all the rights of a Member present in person.
7. Members / Proxies should bring the attendance slips duly filled and signed, along with PAN/ DP ID & Client ID/ Folio No, for attending the meeting.
8. 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 appointment / re-appointment / payment of remuneration at the Annual General Meeting are furnished and form a part of the notice.
9. The register of members and share transfer books of the company will remain closed from 21st September 2024 to 27th September 2024 (both days inclusive).
10. Members whose shareholding is in the electronic mode are requested to update bank account details (Bank Account Number, Name of the Bank, Branch, IFSC, MICR code and place with PIN Code) to their respective Depository Participant(s) and not with the Company or to the RTA. Regular updation of bank particulars is intended to prevent fraudulent encashment of dividend warrants.
11. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised to not leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.
12. Members are requested to notify immediately any changes in their address to their Depository Participant(s) ("DPs") in respect of the shares held in electronic form and to the Company or its RTA in respect of the shares

held in physical form together with a proof of address viz, Aadhaar Card /Electricity Bill/ Telephone Bill/Ration Card/Voter ID Card/ Passport etc.

13. Pursuant to SEBI Circular dated 3rd November 2021 read with SEBI Circulars dated 14th December 2021 and 25th January 2022 on Common and Simplified Norms for processing Investor's Service, the shareholders holding shares in Physical mode are mandatorily required to record their PAN, Address with PIN code, Email address, Mobile Number, Bank Account details, Specimen Signature and Nomination with the Company/ Registrar & Share Transfer Agent (RTA) of the Company. To mitigate unintended challenges on account of freezing of folios, SEBI vide its Circular No. SEBI/HO/MIRSD/POD1/P/ CIR/2023/181 dated November 17, 2023, has done away with the provision regarding freezing of folios not having PAN, KYC, and Nomination details. Further, Members are requested to refer to process detailed on <https://linkintime.co.in/home-KYC.html> and proceed accordingly.
14. The relevant formats for Nomination and updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14, and SEBI circular are available on the Company's website as well as the website of Link Intime India Private Limited, the Registrar and Share Transfer Agent of the Company. Original cancelled cheque leaf bearing the name of the first holder, failing which the first security holder is required to submit a copy of the bank passbook/statement attested by the bank, which is mandatory for registering the new bank details.
15. 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.
16. 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.
17. The Company has entered into agreements with National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL"). The Depository System envisages the elimination of several problems involved in the scrip-based system, such as bad deliveries, fraudulent transfers, fake certificates, thefts in postal transit, delays in transfers, mutilation of share certificates, etc. Simultaneously, the Depository System offers several advantages like exemption from stamp duty, elimination of the concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc. Members, therefore, now have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
18. SEBI vide its notification dated January 24, 2022 has amended Regulation 40 of the SEBI Listing Regulations and has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, Members are advised to dematerialize the shares held by them in physical form. Members can contact the Company or M/s Link Intime India Pvt. Ltd, the Company's Registrar and Share Transfer Agent, for assistance in this regard.
19.
 - a) The Securities and Exchange Board of India has mandated that the transfer of securities held in physical form, except in cases of transmission or transposition, shall not be processed by the listed entities / Registrars and Share Transfer Agents, effective from 1st April 2019. Therefore, members holding share(s) in physical form are requested to dematerialise their shareholding in the Company. Necessary prior

intimation in this regard was provided to the shareholders. Members are encouraged to convert their holdings to electronic mode.

- b) Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022, has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz., Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, the format of which is available on the Company's website at <https://www.revathi.in/investor-relations/> and on the website of the Company's RTA's at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
20. As per the provisions of Section 72 of the Act, the facility for submitting nominations is available for members with respect to the shares they hold. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from <https://www.revathi.in/investor-relations/>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form and to the Company's RTA in case the shares are held in physical form.
21. The Securities and Exchange Board of India (SEBI) has mandated the submission of a Permanent Account Number (PAN) by every participant in the 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 Link Intime India Pvt. Ltd, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028.
22. The members are requested to forward their communications directly to the Registrar and Share Transfer Agent of the Company M/s. Link Intime India Pvt. Ltd, "Surya" 35, Mayflower Avenue, Behind Senthil Nagar, Sowripalayam Road, Coimbatore – 641028
23. 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.
24. Relevant documents referred to in the Notice and the accompanying statements are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturdays and Sundays, during business hours of the Company up to the date of the Meeting.
25. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of Dividends are requested to write to the Company or its Registrar and Share Transfer Agents.
26. The Company in-accordance with NCLT order dated 14th June 2023 implemented the demerger of Semac Consultants Limited (former Revathi Equipment Limited) and issued and allotted shares to the shareholder of demerged company as on 03rd May 2024. In-accordance with the SEBI circular, the eligible shares entitled to the physical shareholders of Semac Consultants Limited along with the unclaimed shares was credited to a demat Suspense Escrow Demat Account opened by the Company for this purpose. The Suspense Escrow Demat Account shall be held by the Company entity purely on behalf of the share holders who are entitled to the shares of the Company. The shares held in Suspense Escrow Demat Account will not be transferred in any manner whatsoever except for the purpose of moving the securities from Suspense Escrow Demat Account

to the security holder's/ claimant's demat account as and when the security holder/ claimant approaches the Company.

We request shareholders whose shares are in Suspense Escrow Demat Account may claim the eligible shares by contacting the RTA at the below mentioned address:

Link Intime India Private Limited,
'Surya' 35, Mayflower Avenue,
Behind Senthil Nagar, Sowripalayam,
Sowripalayam, Coimbatore - 641 028
Telephone: 0422-6549995, 2539836
Fax: 0422-2539837, E-mail: coimbatore@linkintime.co.in

27. Compulsory transfer of Equity Shares to Investor Education and Protection Fund (IEPF) Authority:

There was no unpaid/unclaimed Dividend required to be transferred to the Investor Education and Protection Fund (IEPF) pursuant to the provisions of Sections 124 & 125 of the Companies Act, 2013 during the year under review. However Semac Consultants Limited, the demerged company had 609 (Six Hundred and Nine) equity shares of Rs.10/- (Rupees Ten only) each on which dividend had remained unclaimed for 7 years is remaining in the Demat Account identified by the IEPF Authority pursuant to Section 124(6) of the Companies Act, 2013, read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Consequent to the demerger, the Company issued/ allotted shares to the shareholders of Semac Consultants Limited as of 03rd May 2024 in a 1:1 ratio. As a result, 609 (Six Hundred and Nine) equity shares of Rs.10/- (Rupees Ten only) each have been credited to the above Demat Account identified by the IEPF Authority. The details of the unclaimed underlying shares liable to be transferred to IEPF are also available on the Company's website. The Members whose unclaimed dividends/ shares have been assigned to IEPF may claim the same by applying to the IEPF Authority, in Form No. IEPF-5 is available on www.iepf.gov.in.

Members who have a claim on the shares as mentioned earlier may claim the same from the IEPF Authority by sending the request letter along with the requisite documents to Link Intime India Private Limited and after that file an online application in the prescribed e-Form IEPF-5 upon receiving the entitlement letter from the Company. The e-Form IEPF-5 is available on the website of the IEPF Authority www.iepf.gov.in. No claims shall lie against the Company with respect to the dividends/shares so transferred. Members/claimants can file only one consolidated claim in a financial year as per the IEPF Rules.

28. Non-Resident Indian Members are requested to inform the Company's or its RTA or the concerned Depository Participants, as the case may be, immediately:

- a. Change in their residential status on account of returning to India for permanent settlement or
- b. Particulars of their NRE/ NRO account(s) maintained with a bank in India with complete name, branch, account type, account number and address of the bank with a pin code number, if not furnished earlier.

29. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs if the shares are held by them in demat form and to Company's RTA if the shares are held by them in physical form in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/ MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021.

30. The Register of Directors and Key Managerial Personal and their shareholding, maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members during the AGM.
31. Members are requested to note that the 05th Annual General Meeting will be held at Pollachi Road, Malumachampatti Post, Coimbatore – 641 050, the Registered Office of the Company. The route map containing the complete particulars of the venue is printed on this Notice.
32. SEBI vide Circular dated July 31, 2023 read with Master Circular dated December 28, 2023, has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to above mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.revathi.in/investor-relations/>
33. Voting through electronic means:
1. 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 by electronic means through remote e-voting and the business may be transacted through e-voting services provided by Link Intime India Private Limited (LIPL). Resolution(s) passed by members through e-voting is/are deemed to have been passed as if they have been passed at the AGM.
 2. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Annual General Meeting Notice and holding shares as of the cut-off date, i.e. 20th September 2024, may refer to this Notice of the Annual General Meeting, posted on Company's website <https://www.revathi.in/investor-relations/> for detailed procedure with regard to remote e-voting. Any person who ceases to be a member of the Company as of the cut-off date and is in receipt of this Notice shall treat this Notice for information purposes only.
 3. The facility for voting, either through the 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 the electronic voting system or polling paper at the Annual General Meeting.
 4. 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. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
 5. The voting period begins on Tuesday, 24th September, 2024 9.00 A.M. (IST) and ends on Thursday, 26th September 2024 at 5.00 P.M. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, 20th September, 2024 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
 6. In view of the aforesaid SEBI Circular dated December 9, 2020, individual members holding shares in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Members are advised to update their mobile number and e-mail ID in their demat accounts to access the e-voting facility.

Remote e-Voting Instructions for shareholders:

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter user id and password. Post successful authentication, click on “Access to e-voting”.
- c) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided with Login ID and password.
- d) After successful login, click on “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

- a) Visit URL: <https://www.evoting.nsdl.com/>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see “Access to e-voting”.
- e) Click on “LINKINTIME” or “evoting link displayed alongside Company’s Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 - If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com.
- b) Click on New System Myeasi
- c) Login with user id and password
- d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR**Users who have not registered for CDSL Easi/Easiest facility.**

- a) To register, visit URL: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided Login ID and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

- a) Visit URL: <https://www.cdslindia.com/>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.
- c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

- d) After successful authentication, click on “LINKINTIME” or “evoting link displayed alongside Company's Name” and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register with your following details:
 - A. User ID:** Enter your User ID
 - a) Shareholders holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID**
 - b) Shareholders holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID**
 - c) Shareholders holding shares in **physical form shall provide** Event No + Folio Number registered with the Company.
 - B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.
 - C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)
 - D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.
 - Shareholders holding shares in **NSDL demat account shall provide ‘D’ above**
 - Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above
 - ☞ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).
 - ☞ Click “confirm” (Your password is now generated).
3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select ‘View’ icon.
2. E-voting page will appear.

3. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
4. After selecting the desired option i.e. Favour / Against, click on 'Submit'. A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body/ Custodian/Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a. Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b. Click on "Investor Mapping" tab under the Menu Section
- c. Map the Investor with the following details:
 - a) 'Investor ID' -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b) 'Investor's Name - Enter full name of the entity.
 - c) 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.
 - d) 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.
- d. Click on Submit button and investor will be mapped now.
- e. The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on 'Votes Entry' tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter '16-digit Demat Account No.' for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.
- g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select 'View' icon for 'Company's Name / Event number '. E-voting page will appear.
- d) Download sample vote file from 'Download Sample Vote File' option.
- e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.
- f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 - 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

| Login type | Helpdesk details |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at: 022 - 4886 7000 and 022 - 2499 7000 |

| | |
|--|--|
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |
|--|--|

Forgot Password:**Individual shareholders holding securities in physical form has forgotten the password:**

If an Individual shareholder holding securities in physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- o Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter.

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- o Click on 'Login' under 'Corporate Body/ Custodian/Mutual Fund' tab and further Click 'forgot password?'
- o Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- ☞ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- ☞ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
 - ☞ During the voting period, shareholders/ members can login any number of times till they have voted on the resolution(s) for a particular “Event”.
7. The voting rights of shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as of the cut-off date of Friday, 20th September 2024.
 8. The Company has appointed Sri. M D Selvaraj, Managing Partner of MDS & Associates LLP, Company Secretaries, Coimbatore, as the Scrutinizer to scrutinise the remote e-voting and voting at the meeting in a fair and transparent manner and to ascertain the majority.
 9. The Chairman shall, at the 05th Annual General Meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting by way of an electronic voting system or polling paper for all those members who are present at the 05th Annual General Meeting but who have not cast their votes by availing remote e-voting facility.
 10. The Scrutinizer shall, after the conclusion of voting at the Annual General Meeting, first, count the votes cast during the AGM 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 shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
 11. The Results shall be declared within 2 days of the conclusion of the Annual General Meeting. The results declared along with the consolidated report of the Scrutinizer shall be placed on the website of the Company <https://www.revathi.in/investor-relations/> and the website of LIPL and communicated to the Stock Exchanges where the Company's shares are listed.

ROUTE MAP OF AGM VENUE

