

**NOTICE**

To

The Shareholders

Notice is hereby given that Pursuant to Section 192A of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, to transact the following Special Business by members of **Revathi Equipment Limited** by passing the following Resolutions through Postal Ballot:

**SPECIAL BUSINESS****1. To consider and if thought fit, to pass with or without modification the following resolution as a Special resolution.**

"RESOLVED that pursuant to Section 17 and other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force) Clause III (C) – Other Object Clause of the Memorandum of Association of the Company be and is hereby altered by incorporating the following new sub clauses 72 and 73 after the existing sub clause 71 of Clause III (C) of the Memorandum of Association:

72. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the Field of Architecture, Architectural Engineering, Mechanical Engineering, Electrical Engineering, Electronics Telecommunication Engineering, Foundation Engineering, Civil Engineering, Structural Engineering, Chemical Engineering, Computer Engineering and Drafting Services, Urban planning, Landscaping Architecture, Bridge and Highway Engineering, Public Health Engineering, Environmental Engineering, Irrigation Engineering in all its branches, descriptions and kinds, in India or any part of the world.

73. To carry on the business of Consulting Engineers, Technical Advisers, Specialists and Consultants in the Field of Interior Designing, Heating, Lighting, Ventilation and Air conditioning Engineering, Acoustical Engineering, Plumbing Engineering, Fire Fighting Engineering, Construction Management, Preparation of Construction and Contracting documents, Administration of contracting documents, in all its branches, descriptions and kinds, in India or any part of the world.

**2. To Consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution.**

"RESOLVED THAT in accordance with Section 149(2A) and other applicable provisions of the Companies Act, 1956 the Company do hereby approves the commencement of new business as enumerated in the newly introduced sub-clause 72 and 73 of Object Clause III(C) of the Memorandum of Association of the Company as amended upon the said sub-clause becoming effective".

By Order of the Board

**M.N.SRINIVASAN**

Company Secretary

Coimbatore  
31<sup>st</sup> March, 2011**Explanatory Statement pursuant to provisions of Section 173(2) of the Companies Act, 1956.****Item No.1.**

The Board of Directors have proposals to venture into the business of multi-disciplinary engineering consultancy services in the field of civil, foundation, structural design, public health engineering and heating, ventilation and air conditioning services. To enable the company to pursue the new avenues, the Object Clause of the Memorandum of Association of the Company is being amended as set out in Item No.1 of the Agenda.

The Board of Directors recommend the Resolution as set out in the Notice for the approval of the members by postal ballot. The Resolution requires the consent of the Members by Postal Ballot pursuant to Section 192 of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001.

Copies of the Memorandum & Articles of Association is available for inspection at the Registered Office of the Company on all working days during usual business hours.

None of the Directors of the Company is concerned or interested in the said resolution.

**Item No.2**

To enable the Company to undertake the new business as mentioned in Item No.1 of this notice, it would be necessary for the members under Section 149(2A) of the Companies Act, 1956 to accord their approval to the Company for commencing and undertaking the business as set out in the proposed sub - clause 72 and 73 of Object Clause III (C) upon the said clause(s) becoming effective.

A copy of Memorandum and Articles of Association of Company is available for inspection of the members at the registered office of the Company during business hours on any working day.

None of the Directors are in any way concerned or interested in the resolution.

**Notes:**

- 1 In the event the resolution as set out herein above is assented to by the requisite majority of shareholders by means of Postal Ballot, it shall be deemed to have been passed as a Special Resolution at the General Meeting of the Company. The date of announcement of the results of the Postal Ballot shall be considered to be the date of General Meeting and the date of passing of the said resolution. Reasons necessitating the resolution are annexed hereto pursuant to Section 192A (2) of the Companies Act, 1956. The same be deemed to be the Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956.
- 2 The Board of Directors have appointed Sri. M.D. Selvaraj, FCS, Company Secretary in Practice as Scrutiniser for conducting the Postal Ballot voting process in a fair and transparent manner.
- 3 The approval of shareholders is being sought through the Postal Ballot, as required under Section 192A of the Companies Act, 1956 read with Companies (Passing of Resolution by Postal Ballot) Rules, 2001 for which a separate ballot paper is circulated to the members along with this notice.
- 4 You are requested to carefully read the instructions printed on the attached Postal Ballot Form and return the Form duly completed in the enclosed self-addressed, prepaid postage envelope, so as to reach the Scrutiniser before the close of working hours on or before **9<sup>th</sup> May, 2011**. No other form or photocopy of the form is permitted.
- 5 The Scrutiniser will submit the report to the Chairman / Managing Director & CEO after completion of the scrutiny of the Postal ballot forms.
- 6 A self addressed pre-paid envelope is enclosed. Please use the same after you mark your votes in favour of or against the ordinary resolution in the postal ballot.
- 7 Postal ballot forms received after the said last date will be rejected.
- 8 Votes will be considered invalid on the following grounds.
  - a. if the member's signature does not tally
  - b. if the member has marked both in favour and also against the ordinary resolution(s).
  - c. if the Postal ballot is unsigned.
  - d. if the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for Scrutiniser to identify either the member or the number of votes or as to whether the votes are in favour or against or if the signature could not be checked or on one or more of the above grounds.
9. Mr. K. Sunil Kumar, Managing Director & CEO and Mr. M.N. Srinivasan, Company Secretary of the company are the officers authorised to ensure smooth conduct of the postal ballot process. Members requiring any clarification may contact Mr. M.N. Srinivasan, Company Secretary.
10. The results thereof will be announced by the Managing Director & CEO or in his absence by any other person authorized by the Managing Director & CEO at 4.00 p.m on 13<sup>th</sup> May 2011 at the Registered office of the Company. Members who wish to be present at the time of declaration of result may do so at the above venue at the appointed time.

Coimbatore  
31<sup>st</sup> March, 2011

Encl : Postal Ballot Form  
Postage Pre-paid self addressed Envelope.

By Order of the Board  
**M.N. SRINIVASAN**  
Company Secretary



# REVATHI EQUIPMENT LIMITED

Regd. Office: Pollachi Road,

Malumachampatti Post, Coimbatore – 641 021.

## POSTAL BALLOT FORM

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

Serial No.

1. Registered Folio No./ DP ID No. & Client ID No.\*

\*(Applicable to investors holding shares in dematerialized form)

2. Name and Registered Address of the sole/first named Member and Name(s) of the Joint Member(s), if any (in block letters)

3. Number of shares held

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through postal ballot for the amendment of the Object Clause of the Memorandum of Association and commencement of new business as per the text resolution with explanatory statement by conveying my/our assent or dissent to the said resolution by placing the tick (✓) mark at the appropriate box below:

Item No.	Description	No. of Shares	I/We assent the resolution (FOR)	I/We dissent the resolution (AGAINST)
1.	Special Resolution for amendment of Object Clause of the Memorandum of Association - Addition of new sub - clause 72 and 73 under clause III (C) - Other Objects enabling the Company to venture into the business of multi-disciplinary engineering consultancy services in the field of Civil, Foundation, Structural design etc.			
2.	Commencement of new business as enumerated in the newly introduced sub-clause 72 and 73 of Object Clause III(C) of the Memorandum of Association of the Company as amended upon the said sub-clause(s) becoming effective.			

Place :

Date :

Signature of the Member.  
(As per specimen signature registered with Company / Depository)

(PTO)

**Instructions:**

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutiniser in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered member will also be accepted.
- b) Please convey your assent/ dissent in this Postal Ballot Form. The assent/ dissent received in any other form shall not be considered valid.
- c) This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named member and in his absence, by the next named member.
- d) The Postal Ballot Form shall not be exercised by a Proxy.
- e) In case of shares are held by companies, trusts, societies, etc. the duly completed Postal ballot form should be accompanied by a certified true copy of Board Resolution/Authority.
- f) Incomplete, unsigned or incorrectly ticked Postal Ballot Form will be rejected.
- g) Duly completed Postal Ballot Form should reach the Scrutiniser not later than the close of working hours on Monday, the **09<sup>th</sup> day of May, 2011**. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such a member has not been received.
- h) Voting rights shall be reckoned on the paid up value of the shares registered in the name of the member on the date of the Notice enclosed with this form.
- i) Members are requested not to send any other paper along with the postal ballot form in the enclosed self-addressed postage prepaid envelope in as much as all such envelopes will be sent to the Scrutiniser and any extraneous paper found in such envelope would be destroyed by the Scrutiniser.
- j) A member is neither required to cast all his/her votes nor he/she is required to vote in the same manner.
- k) There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
- l) The Scrutiniser's decision on the validity of a Postal Ballot Form will be final.

**Notes:**

The Scrutiniser will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on Friday, the 13<sup>th</sup> day of May, 2011 at 4.00 PM at the Registered Office of the Company.