



REVATHI EQUIPMENT LIMITED

Listing Department BSE Limited 25 th Floor, PJ Towers, Dalal Street, Mumbai – 400 001. Scrip Code: 505368	Listing Department National Stock Exchange Limited Exchange Plaza, C-1 Block G, Bandra Kurla Complex, Bandra, East Mumbai – 400 051. Scrip Code: REVATHI
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Dear Sirs,

28-01-2021

Sub : Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Postal Ballot Notice / Electronic Voting together with Explanatory Statement dated 22nd January, 2021, for seeking approval of the Members to the special business as contained in the said Notice.

The said Postal Ballot Notice together with the Explanatory Statement being sent to the shareholders of the Company whose names appear on the Register of Members as on Friday, 22nd January, 2021 (i.e. Cut-off Date).

The Postal ballot Notice is also available on the website of the company at www.revathi.in.

We request you to take this information on record.

Thanking you,

Yours faithfully,

For Revathi Equipment Limited

(K. Maheswaran)

Company Secretary and Compliance Officer

Revathi Equipment Limited

331, Pollachi Road, Coimbatore - 641 050. India. Phone : 0422 - 6655100, Fax : 0422 - 6655199 CIN

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

REVATHI EQUIPMENT LIMITED

CIN: L29120TZ1977PLC000780

Regd. Off.: Pollachi Road, Malumachampatti P.O, Coimbatore – 641050.

Phone: 0422-6655111 Fax: 0422-6655199

Email: compliance.officer@revathi.in Website: www.revathi.in

NOTICE OF POSTAL BALLOT / ELECTRONIC VOTING (E-VOTING)

[Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Shareholder(s),

Notice is hereby given pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“the Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions, if any, of the Act and Rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) and the General Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020 respectively, issued by the Ministry of Corporate Affairs, Government of India (hereinafter collectively referred to as “MCA Circulars”), as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for seeking approval of the shareholders by way of the following Special Resolution (as indicated) through postal ballot (“Postal Ballot”) only through remote e-voting;

- a) Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”).

Based on the approval of the Board of Directors of the Company, at their meeting held on 22nd January, 2021, has approved the above matter, subject to, inter alia, the requisite approval of the shareholders of the Company and such other authorities as may be required.

The statement setting out the material facts concerning the resolution set out in Item No. 1 of the Postal Ballot Notice dated 22nd January, 2021 pursuant to Section 102(1) of the Companies Act, 2013 is annexed and form part of this notice. The Postal Ballot Notice dated 22nd January, 2021 is also placed on the website of the Company www.revathi.in.

In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the aforesaid MCA Circulars and pursuant to Section 110 of the Companies Act, 2013 and the Rules made thereunder, the Company will send Postal Ballot Notice by email to all its shareholders, who have registered their email addresses with the Company or depository/depository participants and the communication of assent/dissent of the members will only take place through the remote e-voting system. This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and shareholders are requested to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company, vide their resolution passed on 22nd January, 2021 has appointed Mr.M.D.Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the Postal Ballot voting through electronic means in a fair and transparent manner and for ascertaining the requisite majority in compliance with Rule 22(5)&(6) of the Companies (Management and Administration) Rules, 2014.

Pursuant to Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the Rules and the MCA Circulars, the Company has provided electronic voting (“e-voting”) facility only. The Company has engaged the services of Link Intime India Private Limited (“LIPL”) to provide e-voting facility to the Members of the Company through their Instavote platform at the link <https://instavote.linkintime.co.in>. Please refer the instructions for e-voting given hereinafter for the process and manner in which e-voting is to be carried out.

The e-voting platform will be opened for tendering your votes **from 9:00 AM on 29th January, 2021 to 5.00 PM on 27th February, 2021**. Members are requested to read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of business hours at 5.00 p.m. on **27th February, 2021**. The Scrutinizer shall submit his report to the Executive Chairman, or any other director authorized by him. The result of the postal ballot shall be announced on or before the close of business hours (i.e., 5.00 PM) on 1st March, 2021 and the same shall be displayed on the website of the Company, Link Intime India Private Limited (LIPL) and communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.

In the event, the resolution as set out under Item No.1 below is assented by the requisite majority of the members by means of Postal Ballot process, it shall be deemed to have been duly passed as Special Resolution, as the case may be, at the General Meeting of the Company and it shall be deemed to have been passed on 27th February, 2021, being the last date specified by the Company for e-voting.

The resolution for the purpose as stated herein below are proposed to be passed by Postal Ballot/remote e-voting:

SPECIAL BUSINESS

Item No.1:

Approval for Voluntary Delisting of the Equity Shares of the Company from the BSE Limited (“BSE”) and the National Stock Exchange of India Limited (“NSE”).

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

“RESOLVED THAT pursuant to (i) the letter dated 03rd January, 2021 received from Renaissance Advanced Consultancy Limited (RACL) (**“Promoter”**) and Hari Investments Private Limited (**Hari**), member of the promoter and promoter group of the Company, as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the members of the Promoter and Promoter Group collectively hold 22,25,954 equity shares of the Company of a face value of Rs. 10/- each (**“Equity Shares”**) representing 72.58% of the paid-up equity share capital of the Company as on January 3, 2021, wherein RACL and Hari have conveyed their intention to: (a) acquire, either individually, or together with one or more members of the promoter group including its subsidiaries (**“Promoter Group”**), all the equity shares held by the public shareholders of the Company, as defined under the Securities and Exchange Board of India (Delisting of Equity Shares), Regulations 2009, as amended from time to time (**“Delisting Regulations”**) (**“Public Shareholders”**); and consequently (b) voluntarily delist the equity shares of the Company (**“Equity Shares”**) from the BSE Limited (**“BSE”**) and the National Stock Exchange of India Limited (**“NSE”**) (the NSE together with the BSE is referred to as the **“Stock Exchanges”**) in accordance with the Delisting Regulations, by making a delisting offer in accordance with the Delisting Regulations; and (ii) the approval of the Board of Directors of the Company accorded in its meeting held on 22nd January, 2021 for the voluntary delisting of the Equity Shares of the Company from the Stock Exchanges, and subject to the applicable provisions of the Companies Act, 2013 and rules made thereunder, the Delisting Regulations and other such applicable provisions of laws, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and receipt of the necessary approvals from the Stock Exchanges and such other approvals as may be required under applicable law and subject to the terms of such approvals, and subject to such conditions and modifications as may be prescribed or imposed by any authority or third party, the approval of the members of the Company be and is hereby accorded to the proposed voluntary delisting of the Equity Shares of the Company from the Stock Exchanges pursuant to the proposed acquisition by the Promoter, either by itself or along with any member of the Promoter Group, of 8,40,989 Equity Shares listed in the Stock Exchanges and held by the

Public Shareholders of the Company representing 27.42% of the total equity issued and paid-up share capital of the Company, in accordance with the provisions of the Delisting Regulations (**"Delisting Proposal"**) after providing an exit opportunity to the existing public shareholders as provided in Delisting Regulations."

"RESOLVED FURTHER THAT the Board of Directors of the Company (**"the Board"**), which term shall be deemed to include, unless the context otherwise requires, any committee of the Board which the Board may have constituted or may hereinafter constitute, or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution) be and is hereby authorized on behalf of the Company to do, either by themselves or through delegation to any person, as they may in their absolute discretion deem fit, all such acts, deeds, matters and things as they may at their discretion deem necessary or expedient for such purpose and to make all necessary filings to facilitate the Delisting Proposal in accordance with the conditions specified in the Delisting Regulations and the applicable provisions of the Companies Act, 2013, including making applications to the Stock Exchanges for seeking the in principle and final approval for the Delisting Proposal, and to execute all such deeds, documents or writings as are necessary or expedient, to settle any questions, difficulties or doubts that may arise in this behalf or delegate the aforesaid authority to any person or to engage any advisor, lawyers, consultant, agent or intermediary, as they may in their absolute discretion deem fit."

"RESOLVED FURTHER THAT any one of the Directors of the Company or Chief Financial Officer or Company Secretary of the Company, be and are hereby severally authorised to file all such deeds, applications, documents and other related correspondence as maybe required before any regulatory authority and to appear before, represent, negotiate, discuss and respond to all queries as may be requested for by any regulatory authority in connection with the aforesaid resolution, including in connection with any reporting that needs to be made to the Reserve Bank of India."

"RESOLVED FURTHER THAT all actions taken or required to be taken by the Board in connection with any matter referred to above or contemplated in the foregoing resolutions are hereby approved, ratified and confirmed in all respects."

"RESOLVED FURTHER THAT any Director or the Company Secretary of the Company be and are hereby authorized to issue a certified true copy of the aforesaid resolution wherever necessary."

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

1. 30,66,943 equity shares of Revathi Equipment Limited (**"Company"**), each having a face value of Rs. 10/- each (**"Equity Shares"**), are presently listed on the BSE Limited (**"BSE"**) and the National Stock Exchange of India Limited (**"NSE"**) (collectively, the **"Stock Exchanges"**).
2. The Board of Directors of the Company (**"Board"**) has received a letter on 03rd January, 2021 (**"Letter"**) from Renaissance Advanced Consultancy Limited (RACL) (**"Promoter"**) and Hari Investments Private Limited (**Hari**), member of the promoter and promoter group of the Company, as defined under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, wherein RACL and Hari have expressed their intention to make a voluntary delisting offer to: (i) either individually, or together with one or more members of the promoter group including its subsidiaries (**"Promoter Group"**) acquire all fully paid up equity shares of the Company (**"Equity Shares"**) that are held by the Company's public shareholders (as defined under the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (as amended from time to time) (**"Delisting Regulations"**)) (**"Public Shareholders"**); and consequently, (ii) voluntarily delist the Equity Shares from the recognized stock exchanges where the Equity Shares are presently listed, i.e. BSE Limited (**"BSE"**) and the National Stock Exchange of India Ltd. (**"NSE"**) (collectively, the **"Stock Exchanges"**), in accordance with the Delisting Regulations (the **"Delisting Proposal"**).
3. As on 22nd January, 2021 the Cut-off Date, the Promoter holds 22,25,954 Equity Shares, representing 72.58% of the total equity issued and paid-up share capital of the Company and the Public Shareholders hold 8,40,989 Equity Shares representing 27.42% of the total equity issued and paid-up share capital of the Company.
4. The Promoter has specified the following objectives for the Delisting Proposal:

- a. For the Promoter and Promoter Group to obtain full ownership of the Company which will in turn provide increased operational flexibility to support the Company's business. The Promoter and Promoter Group has also stated that delisting would also help in cost savings and allow the management to dedicate more time to focus on the Company's business as reduction in time and requirement of resources dedicated to listing compliances; and
 - b. To provide the Public Shareholders an opportunity to realize immediate and certain value for their Equity Shares at a time of elevated market volatility.
5. Pursuant to the receipt of the Delisting Proposal, the Board, by way of resolution in its meeting dated 07th January, 2021, took on record the Delisting Proposal and appointed Inga Ventures Private Limited, having SEBI Registration No. INM000012698 as the merchant banker under Regulation 8(1A)(ii) of the Delisting Regulations ("**Merchant Banker**"), for the purposes of carrying out due diligence in terms of Regulation 8(1A)(iii), Regulation 8(1A)(iv) and Regulation 8(1D) of the Delisting Regulations. The Merchant Banker issued its due diligence report on 21st January, 2021.
6. Further, the Board, in its meeting held on 22nd January, 2021, took on record the due diligence report dated 21st January, 2021 submitted by the Merchant Banker, and as per the requirement of Regulation 8(1B) of the Delisting Regulations, relying on information available with the Company, the due diligence report dated 21st January, 2021 submitted by Inga Ventures Private Limited, the secretarial audit report by the practicing company secretary dated 14th August, 2020 the confirmations received by the Company including the rationale for the delisting provided by the Promoter, the Board certified that: (i) the Company is in compliance with the applicable provisions of securities laws; (ii) The Promoter, group companies of the Promoter, and their related entities are in compliance with sub-regulation (5) of Regulation 4 of the Delisting Regulations; and (iii) the Delisting Proposal is in the interest of the shareholders. Thereafter, the Board approved the Delisting Proposal in terms of Regulation 8(1)(a) of the Delisting Regulations subject to approval of the shareholders of the Company through a Postal Ballot in accordance with the Delisting Regulations and subject to any other requirement under applicable laws, including any conditions as may be prescribed or imposed by any authority while granting any approvals. In this regard the Board accepted and took on record the certificate provided by M/s. NSBP & Co, Chartered Accountants (FRN: 001075N), independent chartered accountant, which set out the floor price of the Delisting Proposal ("Floor Price") to be Rs.461.05 per Equity Share, which is arrived at in accordance with Regulation 15 of the Delisting Regulations read with Regulation 8 of the Securities and Exchange Board of India (substantial Acquisition of Shares and Takeover) Regulations, 2011 during the Board meeting held on 22nd January, 2021.
7. The Public Shareholders of the Company may tender their Equity Shares during the reverse book building process at the Floor Price or any such price above the Floor Price as they deem fit. The members are requested to note that the Floor Price is neither a ceiling nor the maximum price. If the Equity Shares are delisted in accordance with the Delisting Regulations, the remaining Public Shareholders, who either do not tender their Equity Shares or whose Equity Shares are not accepted because the price quoted by them was higher than the final exit offer price, are permitted to tender their Equity Shares up to a period of 1 (one) year from the date of delisting of Equity Shares of the Company and, in such a case, the Promoter Group shall accept such Equity Shares at the same final price at which the earlier acceptance of Equity Shares was made.
8. The exit offer price will be determined in accordance with the reverse book building process as set out in the Delisting Regulations ("**Discovered Price**"). The Floor Price is not a ceiling for the purpose of the reverse book building process and the Public Shareholders may offer their respective Equity Shares at any price higher than the Floor Price. The final price for the proposed delisting will be the price at which shares accepted through eligible bids during the reverse book building process will take the shareholding of the Promoter Group to 90% of the issued and outstanding Equity Shares. However, the Promoter has the sole discretion to accept or reject the Discovered Price, or provide a counter offer to the Public Shareholders in accordance with the provisions of Regulation 16 of Delisting Regulations.
9. In terms of regulation 8(1)(b) of the Delisting Regulations, the Delisting Proposal requires approval of the members of the Company by way of a special resolution passed through a Postal Ballot in accordance with the Companies Act, 2013 and the rules thereunder. In addition, as per regulation 8(1)(b) of the Delisting Regulations, the special resolution passed by the members of the Company shall be acted upon if the votes cast

by the Public Shareholders in favour of the Delisting Proposal amount to at least two times the number of votes cast by Public Shareholders against it.

10. In the event that this special resolution is passed by the members as set out above, subject to receipt of in-principle approval of the Stock Exchanges, and other applicable statutory approval as may be deemed necessary from time to time, a public announcement of the Delisting Proposal will be made by the Promoter in accordance with the Delisting Regulations followed by dispatch of the letter of offer to all the Public Shareholders. Thereafter, the Delisting Proposal will be conducted in accordance with the Delisting Regulations.
11. The acquisition by the Promoter and Promoter Group of all Equity Shares held by the Public Shareholders shall be conditional upon the following: (i) approval of the shareholders of the Company by way of a special resolution through Postal Ballot in accordance with Regulation 8(1)(b) of the Delisting Regulations and other applicable laws; (ii) the Promoter Group accepting the Discovered Price or providing a counter – offer, in accordance with Regulation 16 of the Delisting Regulations; (iii) the number of Equity Shares validly tendered in the Delisting Proposal is sufficient enough to result in the Delisting Proposal being successful as per the Delisting Regulations; (iv) the Promoter/Promoter group/Company having obtained all the necessary regulatory and statutory approvals, including from the Stock Exchanges, as may be required under applicable laws including the Delisting Regulations; (v) receipt of the approvals of relevant third parties, including any lenders, as may be applicable; and (vi) such other terms and conditions as may be set out in the public announcement or the letter of offer to be dispatched to Public Shareholders.
12. The approval of the members is sought for the aforesaid special resolution to make the Delisting Proposal to the members of the Company in accordance with the provisions of the Delisting Regulations. The Board, therefore, places the proposed resolution for your consideration and recommends that it be passed as a special resolution.
13. Mr. Abhishek Dalmia, Mrs. Deepali Dalmia and Mr. Harivansh Dalmia, Directors of the company are interested in this resolution. None of the other directors or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested in this resolution except to the extent of their shareholding in the company.

By Order of the Board

For Revathi Equipment Limited

Sd/-

K. Maheswaran
Company Secretary

Place: Coimbatore
Date: 22nd January, 2021

Notes:

1. The Board of Directors of the Company have appointed Mr. M.D. Selvaraj, FCS of M/s. MDS & Associates, Company Secretaries, Coimbatore as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner and for the purpose of ascertaining the requisite majority.
2. The approval of the shareholders is being sought through the Postal Ballot, pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. The facility of voting by electronic means is being provided by Link Intime India Private Limited (LIPL) for which the required procedure is incorporated in the Postal Ballot Notice. Voting period commences from **9:00 AM on Friday, the 29th day of January, 2021 to 05.00 PM on Saturday, the 27th day of February, 2021 (both days inclusive).**
4. The Notice is being sent only by email to all those Members of the Company, whose names appear in the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (“NSDL”)/Central Depository Services (India) Limited (“CDSL”) as on **Friday, 22nd January, 2021** (“cut-off date”) and who have registered their email addresses in respect of electronic holdings with the Depository through the concerned

Depository Participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s.S.K.D.C. Consultants Limited ("RTA") in accordance with the provisions of the Companies Act, 2013, read with Rules made thereunder and Ministry of Corporate Affairs, Government of India's Circulars No.14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 22/2020 dated June 15, 2020, No.33/2020 dated September 28, 2020 and No.39/2020 dated December 31, 2020 ("MCA Circulars").

5. All the Members of the Company whose names are appearing on the Register of Members / List of Beneficial Owners as on the cut-off date i.e., **22nd January 2021** (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories / Depository Participants) shall be eligible for remote e-voting. A person who is not member as on the cut-off date should treat this notice for information purpose only.
6. Please note that e-voting module shall be disabled for voting by Link Intime India Private Limited after 5.00 PM on Saturday, the 27th day of February 2021. During voting period, the Members of the Company holding equity shares either in physical form or dematerialised form, as on 22nd January, 2021 ('cut-off date'), may cast their vote electronically. Once vote on a resolution is cast by the member, he/ she shall not be allowed to change it subsequently or cast the vote again.
7. On account of the threat posed by COVID-19 and in terms of the MCA Circulars, the Company will send this Notice in electronic form only and hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the shareholders for this postal ballot. Accordingly, the communication of the assent or dissent of the members would take place through the remote e-voting system. Therefore, those shareholders who have not yet registered their e-mail address are requested to get their e-mail addresses submitted by following the procedure given below:
 - i. In light of the MCA Circulars, for remote e-voting for this postal ballot, the shareholders whether holding equity shares in demat form or physical form and who have not submitted their email addresses and in consequence to whom the e-voting notice could not be serviced, may temporarily get their e-mail addresses registered with the Company's Registrar and Share Transfer Agent, M/s.S.K.D.C. Consultants Limited. Post successful registration of the e-mail address, the shareholder would get soft copy of this Notice and the procedure for e-voting along with the user-id and the password to enable e-voting for this postal ballot. In case of any queries, shareholder may write to the Company at compliance.officer@revathi.in or to Registrar and Transfer Agent at info@skdc-consultants.com.
 - ii. It is clarified that for permanent submission of e-mail address, the shareholders are however requested to register their email address, in respect of electronic holdings with the depository through the concerned depository participants and in respect of physical holdings with the Company's Registrar and Share Transfer Agent, M/s S.K.D.C. Consultants Limited, having its office at Kanapathy Towers, 3rd Floor, 1391/A-1, Sathy Road, Ganapathy, Coimbatore-641 006, Tamil Nadu, India (Tel: 0422-4958995), by following the due procedure.
 - iii. Those shareholders who have already registered their e-mail address are requested to keep their e-mail addresses validated with their depository participants / the Company's Registrar and Share Transfer Agent, M/s S.K.D.C. Consultants Limited to enable servicing of notices / documents / annual Reports electronically to their e-mail address.
8. Any query/grievance may please be addressed to Mr.K.Maheswaran, Company Secretary with respect to the voting by Postal Ballot including voting by electronic means at: Email id: compliance.officer@revathi.in or may contact Mr. Rajiv Ranjan, Assistant Vice President - e-voting, Link Intime India Private Limited at the designated email id: enotices@linkintime.co.in.

9. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India Private Limited through Instavote Platform, on all resolutions set forth in this Notice.
10. Members are requested to carefully read the instructions carefully while expressing their assent or dissent and cast votes via e-voting by not later than the close of working hours at 5.00 P.M. on Saturday, the 27th day of February 2021.
11. The result of the Postal Ballot shall be announced on or before 5:00 PM on Monday, the 1st day of March 2021 at the registered office of the Company and shall also be displayed on the Company's website www.revathi.in on the website of LIPL and will also be communicated to BSE Limited (BSE) and the National Stock Exchange of India Limited (NSE), the stock exchanges where the equity shares of the company are listed.
12. The Postal Ballot Notice have been placed on Company's website www.revathi.in and LIPL e-voting website <https://instavote.linkintime.co.in> and will remain on such website(s) until the last date of receipt of the Postal Ballot votes (through remote e-voting) from members.
13. The voting rights of members shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
14. A member cannot exercise his vote by proxy on Postal Ballot.
15. The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice /documents including Annual Report can be sent by e-mail to its members. To support this green initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to give their consent by providing their e-mail addresses to the Company or to S.K.D.C. Consultants Limited, Registrar and Share Transfer Agent of the Company.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 read with Rules framed thereunder, Regulation 44 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2), the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their vote electronically instead of dispatching the physical Postal Ballot form by post. For this purpose, the Company has signed an agreement with the Link Intime India Private Limited ("LIPL") for facilitating the e-voting.

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

- i. The voting period begins on 9:00 AM on Friday, the 29th day of January, 2021 to 05.00 PM on Saturday, the 27th day of February, 2021 (both days inclusive). During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22nd January, 2021 may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter.
- ii. The shareholders should log on to the e-voting website <https://instavote.linkintime.co.in>.
- iii. Click on "Login" tab, available under 'Shareholders' section.
- iv. Enter your User ID, password and image verification code (CAPTCHA) as shown on the screen and click on "SUBMIT"
- v. Your User ID details are given below:
 - a. **Shareholders holding shares in demat account with NSDL:** Your User ID is 8 Character DP ID followed by 8 Digit Client ID
 - b. **Shareholders holding shares in demat account with CDSL:** Your User ID is 16 Digit Beneficiary ID

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

vi. Your Password details are given below:

If you are using e-Voting system of LIPL: <https://instavote.linkintime.co.in> for the first time or if you are holding shares in physical form, you need to follow the steps given below:

Click on “Sign Up” tab available under ‘Shareholders’ section register your details and set the password of your choice and confirm (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).

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is shared to the members.
Date of Birth (DOB)	Enter the Date of Birth as recorded with your depository participant or in the Company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details (last 4 digits) as recorded in your demat account or in the Company records for the said demat account or folio to login. <ul style="list-style-type: none"> Please enter the DOB/DOI or Dividend Bank details in order to login. If the details are not recorded with the depository participants or Company please enter the member ID / folio number in the Dividend Bank details field as above mentioned in instruction v(c).

If you are holding shares in demat form and had registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier voting of any company then you can use your existing password to login.

If Shareholders holding shares in Demat Form or Physical Form have forgotten password:

Click on Forget password and Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on “SUBMIT”.

In case shareholder is having valid email address, Password will be sent to the shareholders registered e-mail address. Else, shareholder can set the password of his/her choice by providing the information about the particulars of the Security Question & Answer, PAN, DOB/ DOI, Dividend Bank Details etc. and confirm. (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)

NOTE: The password is to be used by demat shareholders for voting on the resolutions placed by the company in which they are a shareholder and eligible to vote, provided that the company opts for e-voting platform of LIPL.

For shareholders holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

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

vii. After successful login, you will be able to see the notification for e-voting on the home page of INSTA Vote. Select/ View “Event No” of the company, you choose to vote.

viii. On the voting page, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.

Cast your vote by selecting appropriate option i.e. Favour/Against as desired.

Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.

ix. If you wish to view the entire Resolution details, click on the 'View Resolutions' File Link.

x. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, 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.

xi. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

xii. You can also take the printout of the votes cast by you by clicking on “Print” option on the Voting page.

General Guidelines for shareholders:

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to e-Voting system of LIPL: <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’.
- They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian/Mutual Fund/Corporate Body**’ login for the Scrutinizer to verify the same.
- During the voting period, shareholders can login any number of time till they have voted on the resolution(s) for a particular “Event”.
- Shareholders holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.
- In case the shareholders have any queries or issues regarding e-voting, please refer the Frequently Asked Questions (“FAQs”) and Instavote e-Voting manual available at <https://instavote.linkintime.co.in>, under Help section or write an email to enotices@linkintime.co.in or Call us :- Tel : +91 22 49186000.

16. The Scrutinizer will submit his report after completion of scrutiny, on or Monday, 1st March, 2021. The Executive Chairman or any other Director duly authorized by him, will announce the results of the voting by Postal Ballot on or before 5.00 PM on Monday, 1st March, 2021, at the Registered Office of the Company.