



REVATHI EQUIPMENT LIMITED

Regd. Office : Pollachi Road,
Malumachampatti Post, Coimbatore - 641 050

NOTICE OF POSTAL BALLOT

Pursuant to Section 192A of the Companies Act, 1956.

Dear Member(s),

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, 2011, the below mentioned Ordinary Resolution is proposed to be passed by Postal Ballot in respect of grant of authority to the Board of directors to create Mortgage/ Charge the properties of the Company in favour of lenders.

As per section 192A of the Companies Act, 1956, read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, any resolution under section 293(1)(a) of the Companies Act, 1956 for the grant of authority to the Board of Directors to create Mortgage/ Charge on the properties of the Company in favour of lenders requires the approval of the shareholders by means of postal ballot. The Board has appointed Mr. M.D. Selvaraj, FCS, Company Secretary, in Whole - time Practice as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

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

Ordinary Business

To consider and if thought fit, to give assent / dissent to the following resolution as an Ordinary Resolution.

"RESOLVED THAT the consent of the Company be and is hereby granted in terms of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956, (including any statutory modification or re-enactment thereof, for the time being in force), to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the moveable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the Lender(s), Agent(s) and Trustee(s) for securing the borrowings availed/to be availed by the Company and/or any of the Company's holding/subsidiary/affiliate/associate company, by way of loan(s) (in foreign currency and/or rupee currency) and Securities (comprising fully/partly Convertible Debenture and/or Non Convertible Debentures with or without detachable or non-detachable Warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments), issued /to be issued by the Company, from time to time, subject to the limits approved under Section 293(1)(d) of the Companies Act, 1956, together with interest at the respective agreed rates, additional interest, compound interest in case of default, accumulated interest, liquidated damages, commitment charges, premia on prepayment, remuneration of the Agent(s)/Trustees, premium (if any) on redemption, all other costs, charges and expenses, including any increase as a result of devaluation/revaluation/ fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Lender(s)/Agent(s) and Trustee(s), in respect of the said loans/borrowing/debentures and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lender(s)/Agent(s) and Trustee(s)".

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board and/or its duly constituted Committee be and are hereby authorized to finalize, settle and execute such documents/deeds/writings/papers/agreements as may be required and do settle all difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid."

Explanatory Statement Under Section 173(2) of the Companies Act, 1956

The borrowings by a Company, in general, is required to be secured by mortgage or charge on all or any of the movable/immovable properties of the Company in such form, manner and ranking as may be determined by the Board of Directors of the Company from time to time, in consultation with the lender(s).

The mortgage and/or charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company, to secure borrowings of the Company or of any of its holding, subsidiary, affiliate or associate company, with a power to the charge holders to take over the management of the business and concern of the Company in certain events of default, may be regarded as disposal of the Company's undertaking(s) within the meaning of Section 293(1)(a) of the Companies Act, 1956. Hence it is necessary for the Members to pass a resolution under the said section.

Pursuant to the provisions of Section 192A of the Companies Act, 1956 and the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, the Ordinary Resolution for creating Mortgage/ Charge in Favour of lenders is required to be passed by way of Postal Ballot.

Your approval is sought for voting by Postal Ballot in terms of the provisions of Section 192A of the Companies Act, 1956 read with the provisions of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011.

The Board of Directors accordingly recommend the resolution for the approval of the Members.

None of the Directors are any way concerned with or interested in the resolution except in the capacity as member of the company.

Notes:

1. 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, 2011 for which a separate ballot paper and other communication is circulated to the members along with this notice. **Please note that, no provision has been made for voting by electronic mode and the voting is to be done by Postal Ballot alone.**
2. 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, postage prepaid envelope, so as to reach the Scrutinizer before the close of working hours on or before **24th September, 2013**. Any other form or photocopy of the form is not permitted.
3. The Board of Directors has appointed Mr. M.D. Selvaraj, Practicing Company Secretary, Coimbatore as the Scrutinizer (the "Scrutinizer") for conducting the Postal Ballot process in a fair and transparent manner.
4. The Scrutinizer will submit the report to the Whole Time Director after completion of the scrutiny of the Postal Ballot forms.
5. A self - addressed postage 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.
6. Postal Ballot forms received after the said last date will be rejected.
7. Votes will be considered invalid on the following grounds.
 - ❖ if the member's signature does not tally
 - ❖ if the member has marked both in favour and also against the Ordinary Resolution
 - ❖ if the Postal Ballot is unsigned.
 - ❖ If the ballot paper is received torn or defaced or mutilated to an extent that it is difficult for scrutinizer 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.
8. The result thereof will be announced by the Whole Time Director or in his absence by any other Director/Person authorized by the Whole Time Director at 4.00 PM on 27th September, 2013 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.

Place : Coimbatore

Date : 16.08.2013.

Enclosure:

1. Postal Ballot Form
2. Postage prepaid envelope.

By order of the Board,
For Revathi Equipment Limited

Sd/-

M N Srinivasan,
Company Secretary

INSTRUCTIONS

- a) A member desiring to exercise vote by postal ballot may complete the Postal Ballot Form and send it to the Scrutinizer in the attached self-addressed envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder 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 shareholder. In case of joint holding, this form should be completed and signed (as per specimen signature registered with the company) by the first named shareholder and in his absence, by the next named shareholder.
- 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) In terms of provisions of Rule 6 (b) of the Companies (Passing of Resolution by Postal Ballot) Rules, 2011, Mr. M.D. Selvaraj, Practicing Company Secretary, Coimbatore has been appointed as Scrutinizer for conducting the postal ballot. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on Tuesday, **the 24th day of September, 2013**. 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 as on 16th August 2013.
- 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 Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
- 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 Scrutinizer's decision on the validity of a Postal Ballot Form will be final.
- m) The Scrutinizer will submit his report after completion of the scrutiny and the results of the Postal Ballot will be announced on **Friday, the 27th day of September 2013 at 4.00 PM** at the Registered Office of the Company. The date of declaration of Postal Ballot result will be taken to be the date of passing resolution.



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Regd. Office : Pollachi Road,
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Serial No.

POSTAL BALLOT FORM

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

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

*(Applicable to investors holding shares in dematerialized form)

2. Name and Registered Address of the sole/first named Shareholder / Beneficial owner, including Joint holder(s), if any (in block letters)

3. Number of shares held

I/we hereby exercise my/our vote in respect of the Ordinary Resolution to be passed through postal ballot for the business stated in the Notice of the Company dated 16.08.2013 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:

Description	No. of Shares	I / We assent to the resolution (FOR)	I / We dissent to the resolution (AGAINST)
Ordinary Resolution pursuant to section 293 (1) (a) of the Companies Act, 1956 for Authority to create a mortgage and / or charge over all the movable and immovable properties of the Company.			

Place :

Date :

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