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**Secretarial Compliance Report of M/s. Revathi Equipment Limited  
for the year ended 31<sup>st</sup> March 2021**

*[Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February 2019]*

I, **M D Selvaraj (FCS 960 / CP.No.411)** of **M/s. MDS & Associates, Company Secretaries**, have examined:

- (a) all the documents and records made available to us and explanation provided by **M/s.Revathi Equipment Limited** (CIN: L29120TZ1977PLC000780) ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to BSE Limited and National Stock Exchange of India Limited ("the stock exchanges"),
- (c) website of the listed entity
- (d) any other document / filing, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March 2021 ("Review Period") in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI")

The specific Regulations as applicable to the listed entity, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (d) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
- (e) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and
- (f) circulars/ guidelines issued thereunder

and based on the above examination, I hereby report that, during the Review Period:



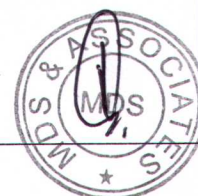
- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

S. No.	Compliance Requirement (Regulation/Circulars/ Guidelines including specific clause)	Deviation	Observations/Remarks
1.	Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 stipulates that the Board of Directors of top 2000 listed entities shall comprise of not less than six directors with effect from 1 <sup>st</sup> April 2020.	The Board comprised of only five (5) directors instead of six (6) directors for the period from 01.04.2020 to 14.06.2020	The Company has appointed Mr. Harivansh Dalmia as a Non-Executive Non-Independent Director with effect from 15 <sup>th</sup> June 2020. Accordingly, the composition of Board was not in compliance with Regulation 17(1)(c) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period from 01.04.2020 to 14.06.2020

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:



S. No.	Action taken by	Details of violation	Details of action taken e.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	National Stock Exchange of India Limited	The Board of Directors of the Company did not comprise of a minimum of 6 directors during the period from 1 <sup>st</sup> April 2020 to 14 <sup>th</sup> June 2020 as required under Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	A fine of Rs.4,42,500/- was imposed by the National Stock Exchange of India Limited vide their letter No. NSE/LIST-SOP/CG/FINES/101661 dated 20 <sup>th</sup> August 2020.	Pursuant to a request made by the Company, the National Stock Exchange of India Limited vide their letter No NSE/LIST/SOP/REVATHI dated 13 <sup>th</sup> April 2021, waived the fine levied for non-compliance of Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
2	BSE Limited	The Board of Directors of the Company did not comprise of a minimum of 6 directors during the period from 1 <sup>st</sup> April 2020 to 14 <sup>th</sup> June 2020 as required under Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	A fine of Rs.4,42,500/- was imposed by the BSE Limited vide their email dated 20 <sup>th</sup> August 2020	Pursuant to a request made by the Company, BSE Limited vide their email dated 16 <sup>th</sup> April 2021, waived the fines levied for the non-compliance of Regulation 17(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015



- (d) There were no observations made in the previous report pertaining to the financial year ended 31<sup>st</sup> March 2020 and hence, reporting under this clause (d) does not arise.
- (e) During the period under review, M/s. S.S. Kothari Mehta & Co., Chartered Accountants, (Firm Registration No. 000756N), New Delhi were re-appointed as the Statutory Auditors of the Company for a period of 5 years from the financial year 2020-21 to 2024-25 and the terms of their appointment is in compliance of Para 6(A) and 6(B) of Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October 2019 issued by the Securities and Exchange Board of India.

Place : Coimbatore

Date : 18.06.2021



A handwritten signature in black ink, appearing to read 'M.D. Selvaraj', written over a horizontal line.

M D Selvaraj

MDS & Associates

Company Secretaries

FCS. No: 960; CP. No: 411

UDIN: F000960C000478855