

REMI ELEKTROTECHNIK LIMITED

39TH ANNUAL REPORT

2018 - 19



MOTORS



REMI **commercio**
THE LEVELS OF EXCELLENCE



REAL ESTATE



LABORATORY EQUIPMENTS



Board of Directors:	<p>Shri Vishwambhar C. Saraf</p> <p>Shri Rajendra C. Saraf</p> <p>Shri Sunil Saraf</p> <p>Shri Ritvik V. Saraf</p> <p>Shri Shyam Jatia</p> <p>Shri Ashish Kanodia</p> <p>Shri Mahendra Chirawawala</p> <p>Shri Harkishan Zaveri</p> <p>Smt. Archana Bajaj</p>	<p>Chairman and Managing Director</p> <p>Director</p> <p>Whole-Time Director</p> <p>Whole-Time Director & Chief Financial Officer</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p>
Company Secretary	Ms. H. H. Joshi	
Bankers:	STATE BANK OF INDIA	
Auditors:	M/s. Shankarlal Jain & Associates LLP, Chartered Accountants, 12, Engineering Building, 265, Princes Street, Mumbai- 400 002	
Registered Office:	REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-2685233	
CIN:	L51900MH1988PLC047157	
Works:	Survey No.65, Village Waliv, Vasai (East), Thane – 401 208	
Wind Power:	Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra	

NOTICE

To
The Members,
REMI ELEKTROTECHNIK LIMITED

NOTICE is hereby given that the 39th Annual General Meeting of the Company will be held at the Company's Registered Office on **Monday, the 30th September, 2019**, at 2.00 P.M. to transact the following business:

Ordinary Business:

- 1) To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon;
- 2) To re-appoint Shri Rajendra C. Saraf (DIN: 00161412) as Director, who retires by rotation.

Special Business : Ordinary Resolution

- 3) To ratify the remuneration of Cost Auditors.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, remuneration payable to M/s Kejriwal & Associates, Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company for the year 2019-20, to conduct the audit of the cost records of the Company, on a remuneration of Rs.60,000/- (Rupees Sixty Thousand only) be and is hereby ratified and confirmed.”

Special Business - Special Resolutions:

- 4) To reappoint Shri Sunil Saraf (DIN:00157244), as a Whole-Time Director of the Company.

“**RESOLVED THAT** Shri Sunil Saraf (DIN:00157244) be and is hereby re-appointed as the Whole-Time Director of the Company for three years from the 1st October, 2019, on the following terms and conditions:

- i. Basic Salary Rs.3,96,200/- per month.
- ii. House Rent Allowance within a ceiling of 25% of the basic salary per month
- iii. Medical Expenses Rs.14,000/- per month.
- iv. Bonus as per the rules of the Company with a ceiling of 20% of the annual basic salary.
- v. Children's Education allowance Rs.14,000/- per month
- vi. Leave Travel allowance Rs.14,000/- per month
- vii. Telephone at residence including Mobile Phone on Company's Account.
- viii. Gratuity as per the rules of the Company.
- ix. Car for office use.
- x. Provident Fund as per the rules of the Company.
- xi. Encashment of Leave as per the rules of the Company.

“**FURTHER RESOLVED THAT** the Board of Directors of the Company shall have power to grant annual increments to the Whole-Time Director upto a limit of 20% of the total emoluments of the previous financial year. However the overall remuneration shall not exceed the limits specified in Section II, Part II of Schedule V to the Companies Act, 2013.”

- 5) To approve re-appointment of Shri Shyam Jatia (DIN:00049457), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Shyam Jatia (DIN:00049457), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September,2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

- 6) To approve re-appointment of Shri Harkishin Zaveri (DIN:00401107), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Harkishin Zaveri (DIN:00401107) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September,2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

- 7) To approve re-appointment of Shri Ashish Kanodia (DIN:02591999), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Ashish Kanodia (DIN:02591999), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September,2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

- 8) To approve re-appointment of Smt. Archana Bajaj (DIN:06957519), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Archana Bajaj (DIN:06957519), as an Independent Director of the Company, whose term shall not be

subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September, 2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

By order of the Board
For **REMI ELEKTROTECHNIK LIMITED**

Registered Office

REMI House,
Plot No.11, Cama Industrial Estate,
Goregaon (E), Mumbai - 400 063,

Dated : 14th August, 2019

Sd/-

(VISHWAMBHAR C. SARAF)
CHAIRMAN & MANAGING DIRECTOR
(DIN:00161381)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, the 23rd September, 2019 to Monday, the 30th September, 2019**, both days inclusive.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M. up to the date of the Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s. Bigshare Services Private Limited / Company.

5. Green Initiative :

Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at rei_igrd@remigroup.com or to M/s. Bigshare Services Private Limited or with the concerned depositories.

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 39th Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The Notice is

available on the website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

7. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A member may participate in the AGM even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. In case Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
8. The remote e-voting period shall commence at 9.00 a.m. on **25th September, 2019** and will end at 5 p.m. on **29th September, 2019**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. As directed by SEBI, for payment of Dividend, Members are requested to provide the bank account number and the details required for making ECS payment to the respective depository participant in case of shares held in demat and to share transfer agent of the Company in case of shares held in physical.
10. **The details procedure for remote e-voting is set out below:**

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***
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5. Your password details are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **relscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on **23rd September, 2019** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
12. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **23rd September, 2019**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
13. Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com**. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
14. The Company has appointed Shri Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, to act as the Scrutinizer, to scrutinize the entire ballot voting/ e-voting process in a fair and transparent manner.
15. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
16. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer’s report of the

total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.

17. The results declared along with the consolidated Scrutinizer's Report shall be placed on the Company's website i.e. www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him .The result shall also be forwarded to The Bombay Stock Exchange Limited.
18. An Explanatory Statement relating to the item of special businesses set out in items Nos. 3 to 8 accompanies.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 –
ANNEXURE TO THE NOTICE**

Item No. 3

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.3 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

Item No.4

Shri Sunil Saraf has been Whole-Time Director for the last three years and he is to be reappointed for another term of three years from the 1st October, 2019, within the limits of remuneration as specified in Schedule V, Part II section II (A) of the Companies Act, 2013.

The following additional information as required by Schedule V to the Companies Act, 2013 is given below:

- (i) The Remuneration Committee of Directors had approved of his remuneration.
- (ii) The Company has not made any default in repayment of its debts.
- (iii) Your approval is sought to be obtained by a Special Resolution.
- (iv) Additional information are as under:-

I. General Information:

1. Nature of Industry : Manufacture of Electrical Motors, Laboratory and Medical Equipments and allied items.
2. Commencement of commercial production : 1970
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not a new Company
4. Financial performance : The Company has a turnover of Rs.10736.46 Lacs and net profit of Rs.760.38 Lacs, for the financial year ended 31st March, 2019.
5. Foreign investments or collaborations : None

II. Information about the Appointee:

Shri Sunil Saraf (60), is a commerce graduate from Nagpur University, after his graduation he joined REMI Group where he has been all these years. From the position of Management Trainee, by his sheer ability and concentration on the duties assigned to him, he rose to this position of the Company. The Company is rewarding him for his sincere contribution to the growth of the Company. He was first appointed on the board of the director on 31/01/2007. He holds 100 equity shares in the Company. He attended 3 (Three) meetings of the Board of Directors during the year 2018-19. He is on Board of Rajendra Finance Private Limited.

1. Past remuneration : Rs.3.74 Lacs per month plus other benefits and perquisites.
2. Recognition or awards : ----
3. Job profile and his suitability : He is in-charge of production, sales and other administrative matters of laboratory equipment division of the Company.
4. Remuneration Proposed : As set out in the Special Resolution.
5. Comparative Remuneration profile : In similar Companies, this package is the norm.
6. Pecuniary relationship : ----

- III. Other information** : (i) Reason for inadequate profit: Due to slow down in economy in General and capital goods industry and Real estate in particular.
- (i) Steps taken for Improvement: The Company has taken various steps for cost cutting and improvement in productivity.
- (ii) It is impractical to measure the productivity and profits due to volatility in the market.

IV. Disclosure :

- (1) Remuneration Package : Set out in the Special Resolution
- (2) Report under the heading 'Corporate Governance' in Directors' Report
 - (i) Salary etc. of all other Directors : stated in the Corporate Governance Report.
 - (ii), (iii) and (iv) : Not Applicable.

Shri Sunil Saraf is to be deemed to be interested in this item of business.

The remuneration being paid to him as per Schedule V, Part II section II (A) of the Companies Act, 2013.

Item No. 5 to 8

At the 34th AGM of the Company held on 30th September, 2014, the Members had approved the appointment of Shri Shyam Jatia, Shri Harkishin Zaveri, Shri Ashish Kanodia, and Smt. Archana Bajaj for a term of five years with effect from 30th September, 2014. In accordance with Section 149(10) of the Act, an Independent Director shall hold office for a term upto five years on the Board and shall be eligible for reappointment on passing a Special Resolution Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms of five years each. Taking into consideration their skills, experience, knowledge and their valuable contribution to the Company and based on their performance evaluation, it is desirable to continue to avail their services and reappoint them for a second term of five years to hold office with effect from 30th Septebmer, 2019.

Accordingly, the Board of Directors have at the Meeting held on 14th August, 2019, based on the recommendation of the Nomination and remuneration Committee, recommended the reappointment Shri Shyam Jatia, Shri Harkishin Zaveri, Shri Ashish Kanodia, and Smt. Archana Bajaj as Independent Directors of the Company for second term, as aforesaid. Independent

Directors, are not liable to retire by rotation. They also have given declaration that they are not disqualified from being reappointed as Independent Director in terms of Section 164 of the Act and have given their consent to act as an Independent Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Shri Shyam Jatia, Shri Harkishin Zaveri, Shri Ashish Kanodia, and Smt. Archana Bajaj have also given declaration that they are not debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. The terms and conditions of reappointment of Independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief profile of Shri Shyam Jatia, Shri Harkishin Zaveri, Shri Ashish Kanodia, and Smt. Archana Bajaj are also given in this Notice. Shri Shyam Jatia, Shri Harkishin Zaveri, Shri Ashish Kanodia, and Smt. Archana Bajaj and their relatives are interested in the Resolutions set out at Item Nos. 5 to 9 respectively of the Notice with regard to their individual appointments. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of Management.

❖ **Shri Shyam Jatia (DIN:00049457):**

Shri Shyam Jatia (67) is an industrialist. He is having vast experience to his credit in diversified business activities. His appointment on the board of the company is of great help for the growth of the company. He is on board of Apposite Trading Private Limited, Manju Vidhan Agriculture Private Limited, Cheerful Commercial Private Limited, SVJ Investments Private Limited and VSJ Investments Private Limited. He is member of the Audit Committee of the Company. He does not hold any shares in the Company. He has attended 4 (Four) Board Meetings during the year.

❖ **Shri Harkishin Zaveri (DIN:00401107):**

Shri Harkishin Zaveri (80) is a graduate. He joined his family business of gems and jewellery in the year 1957. He is having work experience of nearly 52 years to his credit in various business areas. He is on board of Prahar Jewellery Impex Pvt. Ltd. He does not hold any shares in the Company. He has attended 3 (Three) Board Meetings during the year.

❖ **Shri Ashish Kanodia (DIN:02591999):**

Shri Ashish Kanodia (47) is a commerce graduate and a Chartered Accountant in Practice. He is doing practice in Mumbai for last 13 years. He is the Chairman of the Audit Committee of the Company. He does not hold any shares in the Company. He has attended 3 (Three) Board Meetings during the year.

❖ **Smt. Archana Bajaj (DIN:06957519):**

Smt. Archana Bajaj (62) is a Graduate from Mumbai University in Economic (Hons.), securing 1st Rank in the College. She has an excellent academic record. She has sound knowledge and work experience in the Mutual Funds, Equities, Govt. and PSU bonds, and various other important parameters of financial Market, Insurance and others. The Company will benefit from her experience. She is on board of Remi Sales and Engineering Ltd. She does not hold any shares in the Company. She has attended 4 (Four) Board Meetings during the year. Notice has been received proposing candidature of the Director.

The Board recommends passing of special resolutions as set out in item nos. 5 to 8 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives of the Company are concerned or interested in the said resolutions except themselves.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI ELEKTROTECHNIK LIMITED

Dear Shareholders,

The Directors are pleased to present herewith the Annual Report and Audited Statements of accounts of the Company for the year ended 31st March, 2019.

(₹ in Lacs)

Financial Results	2018 – 2019		2017 – 2018	
Gross Turnover	10736.46		10606.23	
Profit before Finance Cost, Depreciation and Tax (EBIDTA)	1331.78		1021.14	
Finance Cost	56.18		154.29	
Depreciation	251.82		190.29	
Taxation	254.00	562.00	159.28	503.86
Profit for the period	<u>769.78</u>		<u>517.28</u>	
Other comprehensive income	<u>(9.40)</u>		<u>3.78</u>	
Profit for the period (including other comprehensive income)	760.38		521.06	
Balance brought forward	<u>2978.16</u>		<u>2582.10</u>	
	<u>3738.54</u>		<u>3103.16</u>	
<u>Appropriations</u>				
Transfer to General Reserve	100.00		125.00	
Net surplus in the Statement of Profit & Loss	<u>3638.54</u>		<u>2978.16</u>	
	<u>3738.54</u>		<u>3103.16</u>	

OPERATIONS:

The Company achieved a net turnover of Rs.107.36 Crores during the year as against Rs.106.06 Crores in previous year. The Company achieved EBIDTA and net profit of Rs.13.32 Crores and Rs.7.70 Crores respectively during the year as against Rs.10.21 crores and Rs.5.17crores respectively in previous year.

Revenue as well as profitability of electrical motor division has improved during the year. Revenue and profitability of instrument division has also improved. The Company has leased out 35,539 Sq.Ft. of commercial space and received rent of Rs.2.71 crores during the year.

During the year, the Company transferred a sum of Rs.1.00 Crore to the General Reserves. There are no changes in the share capital during the year.

The Board of Directors express their inability to declare any dividend.

There are no Companies which have become or ceased to be its Subsidiaries, Joint Ventures or Associate Companies.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As stipulated under Section 135 of the Companies Act, 2013 the Company has constituted 'Corporate Social Responsibility Committee' (CSR Committee) comprising of Shri Vishwambhar C. Saraf (DIN:00161381), Shri Rajendra C. Saraf (DIN:00161412), and Shri Shyam Jatia (DIN:00049457), Chairman.

The Company has formulated a Corporate Social Responsibility policy. The Annual Report on CSR activities is annexed as "**Annexure A**" and forms part of this report and is also available at the website of the Company i.e. www.remigroup.com.

DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and Regulation of SEBI (LODR) Regulations, 2015.

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT:

Shri Rajendra C. Saraf (65) (DIN:00161412), Director, who is retiring by rotation, is to be re-appointed. The brief resume of the Directors is given herebelow:

Shri Rajendra C. Saraf is a commerce graduate from the University of Bombay. He hails from a family of business people of more than sixty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 40 years of business experience. He is on the Board of Remi Edelstahl Tubulars Limited., Remi Process Plant and Machinery Ltd., 3P Land Holdings Ltd. and Calplus Trading Pvt. Ltd.

INDEPENDENT DIRECTORS

The Board has recommended reappointment of Shri Shyam Jatia, Shri Shri Ashish Kanodia, Shri Harkishin Zaveri and Smt. Archana Bajaj as Independent Directors for second term of five years subject to approval by members by way of special resolutions and brief profile of Independent Directors is stated in the Notice of ensuing AGM.

Shri Vishwambhar C. Saraf and Shri Rajendra C. Saraf are brothers and Shri Ritvik Saraff is son of Shri. Vishwambhar C. Saraf. Saraf. Apart from this, there is no relationship between the Directors inter-se.

BOARD MEETINGS:

During the year, 4 (Four) Board Meetings were held, with gap between Meetings not exceeding the period prescribed under the Act. Details of Board and Committee meetings held during the year are given in the Corporate Governance Report.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining qualifications, positive attributes and independence of a Director and also a policy for remuneration of Directors, Key Managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

FINANCIAL STATEMENTS:

Audited Financial Statements are prepared in accordance with Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies act, 2013 read with the rules made thereof.

AUDITORS:

M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W) were appointed as the statutory auditors of the Company for a term of consecutive five years i.e. from the conclusion of the 37th annual general meeting till the conclusion of the 42nd Annual General Meeting by the shareholders of the Company. They have confirmed that they are not disqualified from continuing as auditors of the Company.

The statutory audit report for the financial year ended 31st March, 2019 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors.

COST AUDITORS:

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company required to be audited by cost auditors. The Board has on the recommendation of the Audit Committee, appointed M/s. Kejriwal & Associates, Cost Accountants to audit the cost records of the Company for the financial year 2019-20 on a remuneration of Rs.60,000/- (Rupees Sixty

Thousand only) subject to ratification by members. Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s. Kejriwal & Associates, Cost Accountants, is included in the Notice convening the Annual General Meeting.

SECRETARIAL AUDITOR:

Shir Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, was appointed to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2018-19 forms part of the Annual Report as "Annexure - B" to the Board's report. There is no qualification, reservation or adverse remark in the report.

LOANS, GUARANTEES OR INVESTMENTS:

Details of Loans, Guarantees and Investments, if any covered under the provisions of Section 186 of the Act are given in the notes to the Financial Statements.

RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013 and Regulation of SEBI (LODR) Regulations, 2015, the Board has formulated Policy on Related Party Transactions and the same is available on the website of the Company at www.remigroup.com. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required. Pursuant to Schedule V of the SEBI ((Listing Obligations and Disclosure Requirements) Regulation, 2015, there are no transaction with any person or promoter/ promoters group holding 10% or more shareholding.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than payment of sitting fees to them.

Your Directors draw attention of the members to Note 40 to notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

A) Conservation of energy:

- i. the steps taken or impact on conservation of energy; : All efforts are being made to conserve energy.
- ii. the steps taken by the company for utilising alternate sources of energy; : The Company is having Windmill and has also installed Solar power system for utilizing alternate source of energy.
- iii. the capital investment on energy conservation equipments; : The Company makes investment on energy conservation equipments on continuous basis.

(B) Technology absorption:

- i. the efforts made towards technology absorption; : The Company does not have any foreign collaboration for manufacturing. The Company is continuously modernizing its production and testing machineries and equipments.
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; : This is continuous process and the laboratory instruments are import substitutes.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)

- (a) the details of technology imported; : N.A.
- (b) the year of import; : N.A.
- (c) whether the technology been fully absorbed; : N.A.
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : N.A.
- iv. the expenditure incurred on Research and Development : Rs.18.08 Lacs

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earnings	₹ 701.70 Lacs
Outgo	₹ 250.26 Lacs

AUDIT COMMITTEE:

The Composition of the Audit Committee are stated in the Corporate Governance Report.

RISK MANAGEMENT:

The Company has laid down a risk management policy identifying core areas of Risk including, Business Risk. The senior management team reviews and manages risks in a systematic manner, including regular monitoring of exposures, proper advice from market experts, etc.

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS, BOARD, COMMITTEES AND DIRECTORS:

Pursuant to the provisions of the Act and Regulation of SEBI (LODR) Regulations, 2015, the Board had carried out performance evaluation of its own, the Board Committees and of the Individual Directors. Independent Directors at a separate meeting evaluated performance of the Non-Independent Directors, Board as a whole and of the Chairman of the Board. The manner in which the evaluation has been carried out has been detailed in the Corporate Governance Report.

DEPOSITS:

The Company has not accepted any deposits from the public falling within the purview of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

INTERNAL CONTROL SYSTEM:

The Company has in place adequate internal financial controls with reference to financial statements. The internal financial controls are adequate and are operating effectively.

SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

VIGIL MECHANISM:

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. No personnel has been denied access to the Audit Committee. The same is posted on the website of the Company.

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in form MGT-9 is placed on the Company's website at www.remigroup.com.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

The information required pursuant to Section 197 read with Rule, 5(1) & 5(2) of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, will be provided upon request. In terms of Section 136 of the Act, the Report and Accounts are being sent to the Members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the Members at the Registered Office of the Company during business hours on working days of the Company up to the date of the ensuing Annual General Meeting.

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT:

To the best of their knowledge and belief and according to the information and explanations obtained by them, your Directors confirm that:

- a. in the preparation of the annual accounts for the year ended 31st March 2019, the applicable Accounting Standards have been followed along with proper explanation relating to material departures, if any;
- b. the Directors have selected accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year ended 31st March 2019 and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts/ financial statements on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls are adequate and were operating effectively ; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

APPRECIATION:

Your Directors place on record their sincere thanks for the financial support from its bankers and Govt. Departments. They also place on record their appreciation for the dedicated services of the executives, staff and workers of the Company. Your Directors also appreciate the faith you have reposed in the Company and are confident that the Company can depend upon your continued support in its endeavour to grow.

Registered Office:

REMI House, Plot No.11,
Cama Industrial Estate, Goregaon (East),
Mumbai – 400 063

Dated: 14th August, 2019

ON BEHALF OF THE BOARD

Sd/-

**VISHWAMBHAR C. SARAF
CHAIRMAN
(DIN:00161381)**

MANAGEMENT DISCUSSION AND ANALYSIS:

a) Industry structure and Development, Opportunities and Threats, Performance, Outlook, Risks and Concerns:

The slowing down of the economy in general and capital goods industry in particular continue to be in downtrend and consequently there is not much growth in electrical motor division. Company's Laboratory Instrument division has performed well during the year as Central government and State Governments are focusing on healthcare. The company had completed its real estate project in previous year and the remaining inventory was capitalized and is being let out.

b) Internal Control Systems and their adequacy:

The Company has adequate internal control systems in technical and financial fields.

c) Financial Performance:

The Financial Performance of the Company has improved during the year.

d) Human Resources/ Industrial Relations:

The Company has maintained good industrial relations and is continuously adding to the human resources of the Company.

e) Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations may be "forward looking statements" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand and supply, finished goods prices in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revive any forward looking statements on the basis of any subsequent developments, information or events.

f) Details of significant changes in Key Financial Ratios:

Sr. No.	Particulars	2018-19	2017-18	Remarks
1)	Inventory Turnover Ratio	6.80	2.47	The ratio has improved during FY 2019 as inventory of real estate business was either sold or capitalized and consequently inventory has reduced substantially.
2)	Interest Coverage Ratio	19.18	5.59	The interest coverage ratio has improved substantially during FY 2019 as debt has substantially reduced on sale of real estate investment and internal accruals.
3)	Current Ratio	2.32	1.78	The current ratio has improved during the FY 2019 as borrowing pertaining to real estate business has reduced substantially.
4)	Debt-Equity Ratio	0.10	0.28	The debt equity ratio has substantially improved due to substantial reduction in borrowing.

5)	Net Profit Margin	7.17	4.88	The net profit margin has improved during FY 2019 as there was improvement in profitability of Motor and laboratory instrument divisions and other income in form of capital gains and rent income.
6)	Return on Net Worth	8.38	6.15	The return on net worth has improved during FY19 as the company earned higher profit due to capital gains and rent income.

There was no significant change in Debtors turnover ratio and operating profit margin ratio

CORPORATE GOVERNANCE

1. COMPANY'S BASIC PHILOSOPHY:

The Company's philosophy – Remi for Reliability – is to undertake its business with integrity, fairness, transparency and accountability and to ensure that adequate internal control systems are devised and put in place so that the interests of shareholders, employees, suppliers and those associated with the Company are protected. The manufacturing is quality and customer focus.

2. BOARD OF DIRECTORS:

During the year, the Board of Directors met 4 (Four) times on 30/05/2018, 14/08/2018, 14/11/2018 and 08/02/2019.

3. COMPOSITION AND CATEGORY OF DIRECTORS:

Name of Director	Category	Attendance Particulars		Other Boards		
		Annual General Meeting	Board Meetings	Directorship	Committee Chairmanship	Committee Membership
Shri Vishwambhar C. Saraf	Promoter Chairman-MD	Yes	4	6	3	3
Shri Rajendra C. Saraf	Promoter	No	2	4	2	2
Shri Sunil Saraf	Executive	Yes	3	1	---	1
Shri Ritvik V. Saraf	Promoter Executive	Yes	3	1	---	---
Shri Shyam Jatia	Independent Non-Executive	No	4	5	---	1
Shri Ashish Kanodia	Independent Non-Executive	Yes	3	1	1	---
Shri Mahendra Chirawawala	Independent Non-Executive	No	4	2	1	---
Shri Harkishan Zaveri	Independent Non-Executive	No	3	1	---	---
Smt. Archana Bajaj	Independent Non-Executive	No	4	1	---	1

4. CATEGORY AND OTHER DIRECTORSHIP IN OTHER LISTED ENTITIES

Name of Director	Name of the Company	Category of Directorship
Shri Vishwambhar Saraf	Remi Edelstahl Tubulars Ltd.	Director
	Remi Process Plant & Machinery Ltd.	Director
	Technocraft Industries (India) Limited	Independent Director

Shri Rajendra Saraf	3P Land Holdings Limited	Independent Director
	Remi Edelstahl Tubulars Limited	Director
	Remi Process Plant And Machinery Limited	Director
Smt. Archana Bajaj	Remi Sales and Engineering Ltd.	Independent Director
Shri Sunil Saraf, Shri Ritvik Saraf, Shri Shyam Jatia, Shri Mahendra Chirawawala, Shri Harkishin Zaveri and Shri Ashish Kanodia are not director in any other listed Company except Remi Elektrotechnik Ltd.		

5. **CORE SKILLS / EXPERTISE /COMPETENCIES AVAILABLE WITH THE BOARD**

The Board comprises highly qualified members who possess required skills, expertise and competence that allow them to make effective contributions to the Board and its Committees. The Company has a competent Board having Leadership / Operational experience, skills of Strategic Planning, Industry Experience, Research & Development and Innovation, Financial, regulatory, Legal & Risk Management, Corporate Governance and also finance, accounts and general administration. These skills, expertise and competence have been identified for the effective functioning of the Company and are currently available with the Board.

6. **AUDIT COMMITTEE:**

The Audit Committee has two qualified, independent and non-executive directors and provides assistance to the Board of Directors in fulfilling its responsibilities.

The functions of the audit committee include:

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Discussing the adequacy of internal control systems, the scope of audit, internal audit reports and the compliance thereof.
- Recommending the fixation of the audit fee and also approval for payment for any other services of the Auditors.
- Reviewing with management the quarterly and annual financial statements, before submission to the Board.

Attendance of the members at the Audit Committee Meetings held during 2018-2019.

Committee Members	Designation	No. of Meetings	
		Held	Attended
Shri Ashish Kanodia	Chairman	4	3
Shri Vishwambhar C. Saraf	Member	4	4
Shri Shyam Jatia	Member	4	4

The Company Secretary of the Company, Ms. H.H. Joshi acts as a secretary of the Committee.

7. **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee Comprise of Shri Ashish Kanodia (Chairman), Shri Harkishan Zaveri and Shri Mahendra Chirawawala, three non-executive directors and provides assistance to the Board of Directors in fulfilling its responsibilities.

Committee Members	Designation	No. of Meetings	
		Held	Attended
Shri Ashish Kanodia	Chairman	1	1
Shri Harkishan Zaveri	Member	1	1
Shri Mahendra Chirawawala	Member	1	1

The Terms of reference of the committee comprise various matters provided under Regulation of SEBI (LODR) Regulations, 2015 and section 178 of the Companies Act, 2013, and other matters referred by the Board from time to time. The Chairman of the Committee is Non-executive Independent Director.

In terms of the Section 178 of the Companies Act, 2013 and the Regulation of SEBI (LODR) Regulations, 2015, the Remuneration Policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management of the Company had been formulated by the N&RC of the Company and approved by the Board of Directors. The Nomination and Remuneration Committee, has designed the remuneration policy in order to attract, motivate and retain the executive talent needed to achieve superior performance in a competitive market. The remuneration policy of the Company is directed towards rewarding performance, based on review of achievements on a periodic basis.

The remuneration policy is as below:

The Executive Directors and other whole time directors are paid remuneration by way of salary, commission, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are entitled for sitting fees for attending meetings of the Board of Directors.

The Board of Directors are collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows defined criteria for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business; balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;
- personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

8. **REMUNERATION TO DIRECTORS:**

(₹ in Lacs)

NAME	DESIGNATION	SALARY	SITTING FEES
Shri Vishwambhar C. Saraf	Chairman and Managing Director	65.40	-
Shri Sunil Saraf	Whole-Time Director	87.41	-
Shri Ritvik V. Saraf	Whole-Time Director	39.85	-

Shri Rajendra C. Saraf	Executive Director (from 01/06/2017 to 03/08/2018)	6.50	0.03
Shri Shyam Jatia	Independent Non-Executive	-	0.16
Shri Mahendra Chirawawala	Independent Non-Executive	-	0.13
Shri Ashish Kanodia	Independent Non-Executive	-	0.13
Shri Harkishan Zaveri	Independent Non-Executive	-	0.10
Smt. Archnana Bajaj	Independent Non-Executive	-	0.13

9. **STAKEHOLDERS RELATIONSHIP COMMITTEE:-**

The Members of the Committee comprise of Shri Vishwambhar C. Saraf, Shri Mahendra Chirawawala and Shri Sunil S. Saraf. Shri Mahendra Chirawawala is the Chairman of the Committee. Ms. H. H. Joshi, Company Secretary, is Compliance Officer of the Company. The terms of reference of the Committee are as contained under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

The Company had not received any complaints during the year 2018-19.

10. **GENERAL BODY MEETINGS:**

The last 3 Annual General Meetings of the Company were held as under:

DATE	VENUE	TIME	NO. OF SPECIAL RESOLUTIONS
30/09/2016	Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai – 400 063	12.30 P.M	Two
28/09/2017	- do -	11.00 A.M.	Two
29/09/2018	- do -	1.00 P.M.	Two

11. **POSTAL BALLOT:**

During the last year, no resolution was passed through Postal Ballot and as on date no resolution is proposed to be passed through Postal Ballot.

12. **DISCLOSURES:**

Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.	:	Transactions with related parties are disclosed in Note No.40 to the accounts. These transactions are not in conflict with the interests of the Company
Details of non-compliances by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.	:	Nil
Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.	:	The Company has complied with all mandatory requirements of Corporate Governance and other requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable from time to time.

13. DETAILS OF FEES PAID TO THE STATUTORY AUDITOR AND ALL ENTITIES IN THE NETWORK FIRM/ NETWORK ENTITY OF WHICH THE STATUTORY AUDITOR IS A PART:

Particulars		Amount (in Rs.)
Audit fees	:	3,50,000/-
Certification fees	:	45,500/-

14. PERFORMANCE EVALUATION OF INDEPENDENT DIRECTOR BOARD, COMMITTEES AND DIRECTORS:

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of non-executive directors.

15. INDEPENDENT DIRECTOR'S FAMILIARISATION PROGRAMME:

As per requirements of Regulation of SEBI (LODR) Regulations, 2015, the Board members are provided with necessary documents/brochures, reports and internal policies to enable them to familiarize with the Company's procedures and practices. The details of such familiarization programme is placed on the Company's website at link:

http://remigroup.com/share_holder/rel/FAMILIARISATION%20PROGRAMMES%20FOR%20INDEPENDENT%20DIRECTORS.pdf

16. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS:

Name of Directors	Shareholding (Nos.)
Shri Shyam Jatia	--
Shri Mahendra Chirawawala	--
Shri Harkishin Zaveri	--
Shri Ashish Kanodia	--
Smt. Archana Bajaj	100

17. BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE-APPOINTMENT:

Shri Rajendra C. Saraf (65) is a commerce graduate from the University of Bombay. He hails from business family of more than sixty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 40 years of business experience. He is on the Board of Remi Process Plant and Machinery Limited, Remi Edelstahl Tubulars Limited, 3P Land Holdings Ltd. and Calplus Trading Pvt. Ltd.

INDEPENDENT DIRECTORS

The Board has recommended reappointment of Shri Shyam Jatia, Shri Ashish Kanodia, Shri Harkishin Zaveri and Smt. Archana Bajaj as Independent Directors for second term of five

years subject to approval by members by way of special resolutions and brief profile of Independent Directors is stated in the Notice of ensuing AGM.

A certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as directors of companies by the Board / Ministry of Corporate Affairs or any such statutory authority is enclosed herewith as **Annexure C**.

18. DISCLOSURES IN RELATION TO THE SEXUAL HARASSMENT OF WOMEN AT THE WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013 :

The company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

- (i) Number of complaint filed during the financial year - Nil
- (ii) Number of complaints disposed of during the financial year – N.A.
- (iii) Number of complaints pending as on end of the financial year –Nil

19. MEANS OF COMMUNICATION:

The Company regularly intimates its financial results to the Bombay Stock Exchange Limited as soon as the same are approved and taken on record. These financial results are published in The Free Press Journal and Navshakti and are also available on website of the Company.

20. GENERAL SHAREHOLDER INFORMATION:

The 39th Annual General Meeting of the Company will be held on **Monday, the 30th September, 2019**, at Company's Registered Office, REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 at 2.00 P.M.

Financial year of the Company is from 1st April, 2018 to 31st March, 2019.

The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, the 23rd September, 2019** to **Monday, the 30th September, 2019**, both days inclusive.

➤ **Listing on Stock Exchange:**

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange Limited	512487

➤ **Market Price Data:**

There was no trading in equity shares of the Company during the FY 2018-19 on the Stock Exchange.

➤ **Disclosure of Commodity price risk or foreign exchange risk and hedging activities**

Your Company has managed the foreign exchange risk with appropriate hedging activities in accordance with policies of the Company. The Company uses forward exchange contracts to hedge against its foreign currency exposures. Foreign exchange transactions are covered with strict limits placed on the amount of uncovered exposure, if any, at any point in time.

➤ **Disclosure of Commodity price risk and Commodity hedging activities**

Details of Commodity Price risks and commodity hedging activities as required under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Risk Management policy of the listed entity with respect to commodities including through hedging. The Company proactively manages price fluctuation risks. It uses forward booking, inventory management and pre-emptive vendor development practices.

Exposure of the Company to commodity and commodity risk faced by the entity throughout the year:-

- 1) Total exposure of the Company to commodities is Rs.1531.39 lakhs
- 2) Exposure of the Company to various commodities :

Commodity name	Exposure in INR	Exposure in Qty terms (Tones)	% of such exposure hedged through commodity derivatives.				
			Domestic Market		International Market		Total
			OTC	Exchange	OTC	Exchange	
Copper	Rs.317.53 Lakhs	0.58	--	--	--	--	--
Aluminium	Rs.454.04 Lakhs	1.82	--	--	--	--	--
Steel	Rs.759.82 Lakhs	11.31	--	--	--	--	--

➤ **Registrar and Transfer Agents:**

Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059.
Ph. No.:022-62638200 Fax No.:022- 62638299
Email: investor@bigshareonline.com, Website: www.bigshareonline.com

➤ **Share Transfer system:**

The transfers received by the Company or Registrar and Transfer agents in physical form are processed and Share Certificates are dispatched.

➤ **Distribution of Shares:**

Distribution of Shareholding as on 31st March, 2019.

SHAREHOLDING OF NOMINAL (SHARES)	NO. OF SHAREHOLDERS	% OF TOTAL	SHARE	% OF TOTAL
1 – 500	113	85.61	11266	0.23
501 – 1000	2	1.51	1410	0.03
1001 – 2000	1	0.76	1300	0.03
4001 – 5000	1	0.76	4124	0.08
5001 – 10000	1	0.76	5280	0.11
10001 & Above	14	10.60	4841620	99.52
TOTAL :	132	100.00	4865000	100.00

Categories of Shareholders as on 31st March, 2019

CATEGORY	NO OF HOLDERS	NO OF SHARES	% OF TOTAL SHARE HOLDING
Individuals	120	3321066	68.26
Companies	12	1543934	31.74
FII, NRIs & OCBs	--	--	--
Mutual Funds, Banks & FIs	--	--	--
TOTAL :	132	4865000	100.00

➤ **Dematerialization of Shareholding:**

As on 31st March, 2019, 4856110 equity shares constituting 99.82% have been dematerialized.

➤ **Plant Location:**

1. The manufacturing facility of the Company is located at Survey No. 65, Village Waliv, Vasai (East), Thane – 401 208.
2. Wind Mill is located at Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra.

➤ **Address for Correspondence:**

<u>Registered & Corporate Office:</u>	<u>Registrar and Share Transfer Agent:</u>
Remi Elektrotechnik Limited REMI HOUSE, Plot No. 11, Cama Industrial Estate, Goregaon (E) Mumbai – 400 063 Ph. No. 022-4058 9888 Fax No. 022-26850888 Email: rei_igrd@remigroup.com	Bigshare Services Private Limited 1 st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments (Next to Keys Hotel), Marol Maroshi Road, Andheri East, Mumbai 400059. Ph. No.:022-62638200 Fax No.:022-62638299 Email: investor@bigshareonline.com

ON BEHALF OF THE BOARD

Sd/-

**VISHWAMBHAR C. SARAF
CHAIRMAN
(DIN:00161381)**

Place: Mumbai
Dated: 14th August, 2019

CERTIFICATE OF CORPORATE GOVERNANCE

The Members,
REMI ELEKTROTECHNIK LIMITED

We have examined the compliance of conditions of Corporate Governance by REMI ELEKTROTECHNIK LIMITED, for the year ended on March 31, 2019 as stipulated in Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable from time to time, entered by the Company with BSE Limited, Mumbai.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Regulation.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the stakeholders Relationship Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**FOR SHANKARLAL JAIN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS,**

Sd/-

**(S.L. AGRAWAL)
PARTNER**

MEMBERSHIP NUMBER: 72184

PLACE : MUMBAI
DATED : 14TH AUGUST, 2019

DECLARATION REGARDING CODE OF CONDUCT

I hereby declare that all the members of the Board and the senior management personnel of **REMI ELEKTROTECHNIK LIMITED** have affirmed compliance with the Code of Conduct of the Company.

For **REMI ELEKTROTECHNIK LIMITED**

Sd/-

**(VISHWAMBHAR C. SARAF)
MANAGING DIRECTOR
(DIN:00161381)**

PLACE: MUMBAI
DATED: 14TH AUGUST, 2019

REMI ELEKTROTECHNIK LIMITED

Annual Report on Corporate Social Responsibility (CSR) Activities - 2018-19

[Pursuant to clause (o) of sub-section (3) of section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has adopted the CSR Policy in line with the Schedule VII of the Section 135 of the Companies Act, 2013. The Company has undertaken Education, Environment, health and Medical programs. The CSR policy is available on the website of the Company : http://www.remigroup.com/
2.	The Composition of the CSR Committee	Shri Vishwambhar Saraf Shri Rajendra Saraf Shri Shyam Jatia
3.	Average net profit of the company for last three financial years	Rs.4,49,16,262/-
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs.8,98,325/-
5.	Details of CSR spent during the financial year 2018-19 : (a) total amount to be spent for the financial year; (b) amount unspent, if any; (c) Manner in which the amount spent during the financial year ;	Rs.8,98,325/- Nil The Company has contributed Rs.8,98,325/- towards corpus to Smt. Mohridevi Kishandutt Saraf Trust, a Charitable Trust, and the said Trust has track record of more than three years in the field of Education, Environment, health and Medical programs which are the permitted activities under Schedule VII of the Section 135 of the Companies Act, 2013.
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	N.A.
7.	The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.	
Sd/- Vishwambhar C. Saraf Managing Director DIN : 00161381		Sd/- Shyam Jatia Chairman CSR Committee DIN : 00049457

Form No. MR-3
Secretarial Audit Report

(For the Financial year ended **31st March, 2019**)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members
REMI ELEKTROTECHNIK LIMITED
CIN: L51900MH1988PLC047157
Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai -4000063

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **REMI ELEKTROTECHNIK LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2019**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **REMI ELEKTROTECHNIK LIMITED** ("The Company") for the Financial Year ended on **31st March, 2019** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; (**not applicable to the Company during audit period**);
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; (**not applicable to the Company during audit period**);

Contd....2

(2)

- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during audit period)**;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(not applicable to the Company during audit period)**;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(not applicable to the Company during audit period)** and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(not applicable to the Company during audit period)**.
- i) The examination of compliance of the provisions of other special applicable laws was limited to the verification of procedure on test basis.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with the Bombay Stock Exchange Limited,

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, Listing Agreements etc. mentioned above.

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors There are no changes in the composition of the Board of Directors during the period under review.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

I further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the audit period, there are no specific events / actions having a major bearing on the Company's affairs in pursuance of the laws, rules, regulations, guidelines, standards, etc., referred to above.

V M MEHRA & ASSOCIATES

Sd/-

**Vishal Mehra
Company Secretary in
Whole-Time Practice
M. No.A41751
C.P. No.15526**

**Place : Mumbai
Date : 9th August, 2019**

CERTIFICATE

(Pursuant to clause 10 of Part C of Schedule V of LODR)

In pursuance sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015: (LODR) in respect of **Remi Elektrotechnik Limited** (L51900MH1988PLC047157), I hereby certify that:

On the basis of the written representation/ declaration received from the directors and taken on record by the Board of Directors as on March 31, 2019, none of the directors on the board of company has been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/ Ministry of Corporate Affairs or any such statutory authority.

**For V M Mehra & Associates
Company Secretary**

Sd/-

**CS Vishal Mehra
Proprietor
M No.41751
CP No.15526**

**Date : 09.08.2019
Place : Mumbai**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF REMI ELEKTROTECHNIK LIMITED

Report on the standalone Financial Statements

Opinion

We have audited the financial statements of **REMI ELEKTROTECHNIK LIMITED** ("**the Company**"), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements').

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs (financial position) of the Company as at March 31, 2019, and its profit (financial performance including other comprehensive income), changes in equity and its cash flows for the year ended on that date.

- a. In the case of the balance sheet, of the state of affairs of the company as at 31st March 2019, and
- b. In the case of the statement of profit and loss, of the profit (financial performance including other comprehensive income), changes in equity and
- c. In the case of the cash flow statement, of the cash flow statement for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of my report. We are partner of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to my audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance. in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and informing our opinion thereon.

We have determined that there are no key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance (including other comprehensive income), changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Board of Directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Boards of Directors are also responsible for overseeing the company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with Standards on Auditing ('SAs'), We exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3) of the Act, We are also responsible for expressing our opinion on whether the company has adequate internal financial controls system in place and the operating effectiveness of such controls
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:
 - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, the Statement of Changes In Equity and the Cash Flow Statement dealt with by this Report are in agreement With the books of accounts;
 - d. In our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard),Rules 2016.
 - e. On the basis of the written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019, from being appointed as a director in terms of section 164(2) of the Act;
 - f. With respect to the adequacy of the internal financial controls over financial Reporting of the Company and the operating effectiveness of such controls, Refer to our separate Report in "Annexure B".

- g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
- i) The Company does not have any pending litigations which would impact its financial position.
 - ii) The Company did not have any long term contract including derivative contract ; as such the question of commenting on any material foreseeable losses thereon does not arise;
 - iii) There has not been any occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of delay in transferring such sums does not arise.

**For SHANKARLAL JAIN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
(Firm Registration No. 109901W/W100082)**

Sd/-

**(S.L.Agrawal)
PARTNER**

Membership Number 72184

PLACE : MUMBAI
DATED : 30TH MAY, 2019

ANNEXURE 'A' TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of Company.
- (ii) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) The Company has granted unsecured loan to one corporate listed in the register maintained u/s 189 of the Companies Act, 2013.
 - (a) In our opinion, the rate of interest and other terms and conditions on which loan had been granted to the body corporate listed in the register maintained u/s 189 of the act were not, prima facie, prejudicial to the interest of the Company.
 - (b) In the case of loan granted to the body corporate listed in the register maintained u/s 189 of the Act, the borrower have been regular in the payment of the principal and interest as stipulated.
 - (c) There are no overdue amount in respect of the loan granted to a body corporate listed in register maintained u/s 189 of the Act.
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.

Contd.....2.

- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of the Companies Act, 2013 and rules framed there under are not attracted.
- (vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2019 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, the particulars of dues of Income tax, Sales Tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess as at 31st March, 2019, which have not been deposited on account of a dispute, are as follows: -

Sr. No.	Name of the Statute	Nature of dues & Period	Amount (₹)	Form where dispute is pending
1.	Central Excise Act	Excise Duty & Penalty F.Y. 2008-09	4,28,152/-	CEST Appellate Tribunal
2.	Central Sales Tax Act	Central Sales Tax & Penalty F.Y. 2005-06	86,644/-	Deputy Commissioner (Appeals)
3.	The Income Tax Act	Income Tax, Interest & Penalty F.Y. 2008-09	4,37,920/-	Commissioner (Appeals)

- (viii) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institutions, banks, Government or debenture holders.

- (ix) The Company has not raised any money by way of initial public offer or further public offer, including debt instruments and term loans in current year and also in immediately preceding year.
- (x) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) In our opinion and according to information and explanations given to us, the Company paid or provided managerial remuneration with requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.
- (xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(XII) of the order is not applicable.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial Statements etc., as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not entered to any non-cash transactions with directors or persons connected with him.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

**For SHANKARLAL JAIN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
(Firm Registration No. 109901W/W100082)**

Sd/-

**(S.L.Agrawal)
PARTNER**

PLACE : MUMBAI
DATED : 30TH MAY, 2019

Membership Number 72184

ANNEXURE - “B” TO THE AUDITORS’ REPORT

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Remi Elektrotechnik Limited (“the Company”) as of 31st March 2019 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India (‘ICAI’). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Contd.....2

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over

Contd.....3

financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

**For SHANKARLAL JAIN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
(Firm Registration No. 109901W/W100082)**

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2019

**(S.L.Agrawal)
PARTNER
Membership Number 72184**

REMI ELEKTROTECHNIK LIMITED
BALANCE SHEET AS AT 31 MARCH 2019

Particulars	Notes	AS AT	AS AT
		31.03.2019	31.03.2018
		(₹)	(₹)
I) ASSETS			
(1) Non-Current Assets			
Property, Plant and Equipment	3	203,218,754	206,460,712
Intangible Assets	4	1,075,760	1,696,820
Investment in Property	5	417,430,608	490,536,427
Financial Assets			
Non-Current Investments	6	1,330,473	1,434,008
Others Financial Assets	7	4,519,632	1,805,466
Other Non Current Assets	8	12,320,382	11,306,575
		639,895,609	713,240,008
(2) Current Assets			
Inventories	9	168,451,182	147,306,833
Financial Assets			
Trade Receivables	10	359,684,898	384,496,397
Cash and Cash Equivalents	11	497,202	4,723,590
Bank balances	12	10,350,122	2,176,404
Loans	13	6,000,000	-
Other Financial Assets	14	12,928,798	8,791,732
Current Tax Assets (Net)	15	18,159,799	17,488,239
		576,072,001	564,983,195
		1,215,967,610	1,278,223,203
II) EQUITY AND LIABILITIES:			
(1) Equity			
Equity Share Capital	16	48,650,000	48,650,000
Other Equity	17	868,950,001	792,911,768
		917,600,001	841,561,768
(2) Liabilities			
(1) Non-Current Liabilities			
Financial Liabilities			
Long-Term Borrowings	18	156,191	63,501,871
Long-Term Provisions	19	7,317,942	7,832,461
Deferred Tax Liabilities (Net)	20	18,202,123	18,425,769
Other non-current Liabilities	21	23,390,639	26,136,737
		49,066,895	115,896,838
(2) Current Liabilities			
Financial Liabilities			
Short-Term Borrowings	22	46,574,369	119,379,967
Trade Payables	23		
total outstanding dues of micro enterprises and small enterprises		24,949,714	42,451,074
total outstanding dues of other than micro and small enterprises		38,546,194	42,864,382
Other Financial Liabilities	24	133,536,043	109,720,104
Other Current Liabilities	25	1,368,572	2,621,557
Short-Term Provisions	26	4,325,822	3,727,513
		249,300,714	320,764,597
		1,215,967,610	1,278,223,203

Significant Accounting Policies are an integral part of the financial statements

1

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
CHARTERED ACCOUNTANTS
(Firm Registration Number-109901W/W100082)

FOR AND ON BEHALF OF BOARD

Sd/-

(S.L. AGRAWAL)
PARTNER
Membership Number - 72184

Sd/-

(V.C. SARAF)
CHAIRMAN & MANAGING DIRECTOR
DIN :00161381

Sd/-

(SUNIL SARAF)
WHOLE TIME DIRECTOR
DIN :00157244

Sd/-

(RITVIK SARAF)
WHOLE TIME DIRECTOR &
CHIEF FINANCIAL OFFICER
DIN :01638851

Sd/-

(H.H.JOSHI)
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH MAY, 2019

REMI ELEKTROTECHNIK LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH 2019

Particulars	Notes	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
		(₹)	(₹)
Revenue from Operations	27	1,073,645,919	1,060,623,189
Other Income	28	44,400,750	21,398,282
Total Revenue		1,118,046,669	1,082,021,471
<u>Expenses:</u>			
Cost of Materials Consumed	29	623,400,159	512,344,170
Purchases and Expenditure of Real estate development	30	18,576,120	65,408,810
Purchase of Traded Goods	31	21,121,246	21,822,873
Changes in Inventories of Finished Goods & Work-in-Progress	32	(14,348,425)	563,022,982
Property Capitalised during the year		-	(492,403,336)
Excise Duty paid		-	20,409,180
Employee Benefit Expenses	33	99,855,490	95,618,310
Other Expenses	34	237,857,938	191,592,446
Depreciation and amortisation		25,182,060	19,020,784
Finance Costs	35	5,617,867	15,429,084
Total Expenses		1,017,262,455	1,012,265,303
Profit before Tax		100,784,214	69,756,168
<u>Tax Expenses</u>			
(a) Current tax		24,504,969	18,109,157
(b) Deferred tax		98,595	(1,131,095)
(c) Excess/(short) Provision for Taxation of earlier years		797,183	(1,050,517)
Profit for the period		76,977,833	51,727,589
Other Non Comprehensive Income/(Expense) (net of Tax)		(939,600)	378,193
Total Comprehensive Income		76,038,233	52,105,782
Earning per Equity Share [Nominal Value of Share Rs. 10]			
Basic		15.82	10.63
Diluted		15.82	10.63

Significant Accounting Policies are an integral part of the financial statements

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(H.H.JOSHI)
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH MAY, 2019

REMI ELEKTROTECHNIK LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2018-19

	(₹ in Lacs)	
	2018-19	2017-18
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra-ordinary item	1,007.84	697.56
Adjustment for :		
Depreciation	251.82	190.21
Interest	56.18	154.29
Loss / (Profit) on sale of Fixed Assets & Investment in Property	(133.35)	1.16
Other Income	(310.66)	(213.98)
Other Non Comprehensive Income	(12.62)	7.32
Operating profit before working capital changes	859.21	836.56
Adjustment for :		
Trade and Other Receivables	102.75	(698.00)
Inventories	(211.44)	5,648.89
Trade Payable and Provision	(19.19)	(652.41)
Cash Generated from Operations	731.33	5,135.04
Direct Taxes Paid	(237.08)	(191.60)
Cash Flow before Extra-ordinary items	494.25	4,943.44
Extra-ordinary items	-	-
Net Cash from Operating Activities (A)	494.25	4,943.44
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(139.15)	(118.58)
Sales of Fixed Assets and investment in property	790.37	6.41
Investment in Property	-	(4,924.03)
Changes in Non Current Investment	1.04	3.38
Other Income	310.66	213.98
Net Cash used in Investing Activities (B)	962.92	(4,818.84)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(56.18)	(154.29)
Proceeds from Long Term Loan	-	-
Proceeds from Short Term Loan	-	239.83
Repayment of Long Term Loan	(633.46)	(183.73)
Repayment of Short Term Loan	(728.06)	-
Net Cash used in Financial Activities (C)	(1,417.70)	(98.19)
Net Increase in Cash and Cash Equivalents (A+B+C)	39.47	26.41
Cash as at (Closing Balance)	108.47	69.00
Cash as at (Opening Balance)	69.00	42.59
Increase/Decrease in Cash Balance	39.47	26.41

NOTES:

- 1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard 3 on "Cash Flow Statement".
- 2) Cash and Cash equivalents includes Cash and Bank balances.
- 3) Figures in bracket represents Cash Outflow.

**AS PER OUR REPORT OF EVEN DATE
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CHARTERED ACCOUNTANTS**

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Sd/-

**(H.H.JOSHI)
COMPANY SECRETARY**

PLACE : MUMBAI
DATED : 30TH MAY, 2019

REMI ELEKTROTECHNIK LIMITED

Notes on Financial Statements for the year ended 31st March, 2019

Corporate Information

REMI Elektrotechnik Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number **L51900MH1988PLC047157**. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of manufacturing of **Electrical Motors, Laboratory Equipments, Renewable Energy and Property Development**. The principal place of business of the company is at Vasai, District Thane, Maharashtra. The Company caters to both domestic and international markets. It has various certifications likes ISO 9001:2015 and ISO 13485 registration for products thereby complying with globally accepted quality standards.

1. Significant Accounting Policies:-

Basis of Preparation of Financial Statements:-

The Financial Statements are prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 ("Act") read with Companies (Indian Accounting Standards) Rules, 2015; and the other relevant provisions of the Act and Rules thereunder.

The Financial Statements have been prepared under historical cost convention basis, except for certain assets and liabilities measured at fair value.

The Company's presentation and functional currency is Indian Rupees (Rs.). All figures appearing the financial statements are rounded off to the Rupee, except where otherwise indicated.

1.1 Authorization of Financial Statements:-

The preparation of Company's financial statements requires management to make judgments, estimates and assumptions that affect the reported amounts of revenue, expenses, assets, liabilities and the accompanying disclosures along with contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require material adjustments to the carrying amounts of the assets or liabilities affected in future periods. The Company continually evaluates these estimates and assumptions based on the most recently available information.

- Assessment of functional currency;
- Financial instruments;
- Estimates of useful lives and residual value of Property, Plant and Equipment and Intangible assets;
- Valuation of Inventories
- Measurement of Defined Benefit Obligations and actuarial assumptions;
- Provisions;
- Evaluation of recoverability deferred tax assets; and
- Contingencies.

Revisions to accounting estimates are recognised prospectively in the Statement of Profit and Loss in the period in which the estimates are revised and in any future periods affected.

1.2 Property, Plant and Equipment

- 1.2.1 Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 1.2.2 The initial costs of an asset comprises its purchase price or construction costs (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).
- 1.2.3 Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- 1.2.4 Expenditure on assets not exceeding threshold limit are charged to revenue.
- 1.2.5 Spare parts which meet the definition of Property, Plant and Equipment are capitalized as Property, Plant and Equipment in case the unit value of the spare part is above the threshold limit. In other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption.
- 1.2.6 An item of Property, Plant and Equipment and any significant part initially recognized separately as part of Property, Plant and Equipment is de-recognized upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is de-recognized.
- 1.2.7 The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end and changes, if any are accounted in line with revisions to accounting estimates.
- 1.2.8 The Company has elected to use exemption available under Ind AS 101 to continue the carrying value for all its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).

1.3. Depreciation

Depreciation on Property, Plant and Equipment are provided on straight line basis, over the estimated useful lives of assets (after retaining the estimated residual value of 5%). These useful lives determined are in line with the useful lives as prescribed in the Schedule II of the Act.

- 1.3.1 Components of the main asset that are significant in value and have different useful lives as compared to the main asset are depreciated over their estimated useful life. Useful life of such components has been assessed based on historical experience and internal technical assessment.
- 1.3.2 Depreciation on spare parts specific to an item of Property, Plant and Equipment is based on life of the related Property, Plant and Equipment. In other cases, the spare parts are depreciated over their estimated useful life based on the technical assessment.
- 1.3.3 Depreciation is charged on additions/deletions on pro-rata monthly basis including the month of addition/deletion.

1.4 Intangible Assets

1.4.1 Intangible assets are carried at cost net of accumulated amortization and accumulated impairment losses, if any.

1.5 Investment Property

1.5.1 Investment property is property (land or a building – or part of building – or both) held either to earn rental income or a capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes. The investment in property has been carried at cost model which is cost less accumulated depreciation.

1.5.2 Any gain or loss on disposal of investment in property calculated as the difference between the net proceeds and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

1.6 Borrowing Costs

1.6.1 Borrowing costs consist of interest and other costs incurred in connection with the borrowing of funds. Borrowing costs also include exchange differences to the extent regarded as an adjustment to the borrowing costs.

1.6.2 Borrowing costs that are attributable to the acquisition or construction of qualifying assets (i.e. an asset that necessarily takes a substantial period of time to get ready for its intended use) are capitalized as a part of the cost of such assets. All other borrowing costs are charged to the Statement of Profit and Loss.

1.7 Impairment of Non-financial Assets

1.7.1 Non-financial assets other than inventories, deferred tax assets and non-current assets classified as held for sale are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. The recoverable amount is higher of the assets or Cash-Generating Units (CGU's) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets.

1.7.2 When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

1.8 Inventories

1.8.1 The cost for the purpose of valuation of Finished and Semi - Finished goods is arrived at on FIFO basis and includes Cost of conversion and other cost incurred in bringing the inventories to their present location and condition. Due allowance is estimated and made for defective and obsolete items, wherever necessary, based on the past experience of the company.

The mode of valuing closing stock is as under:

- Raw Materials, Packing Materials, and stores and spares are valued at cost or net realizable value whichever is less excluding GST by FIFO method.
- Finished and Semi - Finished goods – is valued at Raw material cost plus estimated overheads or net realizable value whichever is less but excluding GST credit.
- Scrap - net realizable value.

- 1.8.2 Raw materials held for use in the production of finished goods are not written down below cost except in cases where raw material prices have declined and it is estimated that the cost of the finished goods will exceed their net realizable value.
- 1.8.3 Obsolete, slow moving, surplus and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for such stocks.

1.9 Revenue Recognition

1.9.1 Sale of Goods

Revenue from the sale of goods is recognized when the significant risks and rewards of the ownership of the goods have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the goods sold, revenue and the associated costs can be estimated reliably and it is probable that economic benefits associated with the transaction will flow to the Company.

Revenue from sale of goods includes excise duty upto 30.06.2017, and is measured at the fair value of the consideration received or receivable (after including fair value allocations related to multiple deliverable and/or linked arrangements), after the deduction of any trade discounts, volume rebates, net of returns, taxes or duties collected on behalf of the government.

When the Company acts as an agent on behalf of a third party, the associated income is recognized on net basis.

Export Sales are accounted for on the basis of the date of removal of goods.

- 1.9.2 Claims are recognized on settlement. Export incentives are accounted on accrual basis.
- 1.9.3 Interest income is recognized using Effective Interest Rate (EIR) method.

1.10 Classification of Income/ Expenses

- 1.10.1 Income/ expenditure (net) in aggregate pertaining to prior year(s) above the threshold limit are corrected retrospectively in the first set of financial statements approved for issue after their discovery by restating the comparative amounts and / or restating the opening Balance Sheet for the earliest prior period presented.
- 1.10.2 Prepaid expenses up to threshold limit in each case, are charged to revenue as and when incurred.

1.11 Employee benefits

1.11.1 Short term employment benefits

Short term employee benefits such as salaries, wages, short-term compensated absences, performance incentives etc., and the expected cost of bonus, ex-gratia are recognized as an expense at an undiscounted amount in the Statement of Profit and Loss of the year in which the related services are rendered.

1.11.2 Defined Contribution Plans

→ Employee's Family Pension:

The Company has Defined Contribution Plan for Post-employment benefits in the form of family pension for all eligible employees, which is administered by the

Regional Provident Fund Commissioner and is charged to revenue every year. Company has no further obligation beyond its monthly contributions.

→ **Provident Fund:**

The Company has Defined Contribution Plan for Post-employment benefits in the form of Provident Fund for all eligible employees; which is administered by the Regional Provident Fund Commissioner and is charged to revenue every year. Company has no further obligations beyond its monthly contributions.

1.11.3 **Defined Benefit Plans**

→ **Gratuity:**

The Company has a Defined Benefit Plan for Post-employment benefit in the form of gratuity for all eligible employees which is administered through Life Insurance Corporation (LIC) and a trust which is administered by the trustees. Liability for above defined benefit plan is provided on the basis of actuarial valuation as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

→ **Compensated Absences :**

Liability for Compensated Absences is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The Actuarial valuation method used for measuring the liability is the Projected Unit Credit method. Under this method, the Defined Benefit Obligation is calculated taking into account pattern of availment of leave whilst in service and qualifying salary on the date of availment of leave. In respect of encashment of leave, the Defined Benefit obligation is calculated taking into account all types of the increment, salary growth, attrition rate and qualifying salary projected up to the assumed date of encashment.

1.11.4 **Termination Benefits:**

→ Termination benefits are recognised as an expense as and when incurred.

1.11.5 The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on Government bonds that have terms approximating to the terms of the related obligation.

1.11.6 The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in employee benefit expense in the Statement of Profit and Loss.

1.11.7 Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur directly in Other Comprehensive Income. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

1.11.8 Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in profit or loss as past service cost.

1.12 **Foreign Currency Transactions**

1.12.1 **Monetary Items**

Transactions in foreign currencies are initially recorded at their respective exchange rates at the date the transaction first qualifies for recognition.

Monetary assets and liabilities denominated in foreign currencies are translated at exchange rates prevailing on the reporting date.

Exchange differences arising on settlement or translation of monetary items (except for long term foreign currency monetary items outstanding as of 31st March 2019) are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

1.12.2 Non – Monetary items:

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions.

1.13 Provisions, Contingent Liabilities and Capital Commitments

1.13.1 Provisions are recognized when there is a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

1.13.2 The expenses relating to a provision is presented in the Statement of Profit and Loss net of reimbursements, if any.

1.13.3 If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

1.13.4 Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.

1.13.5 Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.

1.13.6 Contingent liabilities and Capital Commitments disclosed are in respect of items which in each case are above the threshold limit.

1.14 Fair Value measurement

1.14.1 The Company measures certain financial instruments at fair value at each reporting date.

1.14.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.

1.14.3 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.

1.14.4 The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or

received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

1.15 Financial Assets

1.15.1 Initial recognition and measurement

Trade Receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

1.15.2 Subsequent measurement

Subsequent measurement is determined with reference to the classification of the respective financial assets. Based on the business model for managing the financial assets and the contractual cash flow characteristics of the financial asset, the Company classifies financial assets as subsequently measured at amortised cost, fair value through other comprehensive income or fair value through profit and loss.

Debt instruments at Fair value through Profit or Loss (FVTPL)

Fair Value through Profit or Loss is a residual category for debt instruments. Any debt instrument, which does not meet the criteria for categorisation at amortised cost or as FVOCI, is classified as FVTPL.

After initial measurement, any fair value changes including any interest income, foreign exchange gain and losses, impairment losses and other net gains and losses are recognised in the Statement of Profit and Loss.

1.15.3 Impairment of financial assets

In accordance with Ind AS 109, the Company applies Expected Credit Loss (“ECL”) model for measurement and recognition of impairment loss on the financial assets measured at amortised cost and debt instruments measured at FVOCI.

Loss allowances on trade receivables are measured following the ‘simplified approach’ at an amount equal to the lifetime ECL at each reporting date. The application of simplified approach does not require the Company to track changes in credit risk. Based on the past history and track records the company has assessed the risk of default by the customer and expects the credit loss to be insignificant. In respect of other financial assets such as debt securities and bank balances, the loss allowance is measured at 12 month ECL only if there is no significant deterioration in the credit risk since initial recognition of the asset or asset is determined to have a low credit risk at the reporting date.

1.16 Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet, if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously.

1.17 Taxes on Income

1.17.1 Current Tax

Income-tax Assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the end of reporting period.

Current Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

1.17.2 Deferred tax

Deferred tax is provided using the Balance Sheet method on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

Deferred Tax items are recognised in correlation to the underlying transaction either in the Statement of Profit and Loss, other comprehensive income or directly in equity.

Deferred tax assets and deferred tax liabilities are offset if a legally enforceable right exists to set off current tax assets against current tax liabilities and the deferred taxes relate to the same taxable entity and the same taxation authority.

1.18 Earnings per share

Basic earnings per share are calculated by dividing the profit or loss for the period attributable to equity shareholders (after deducting preference dividends, if any, and attributable taxes) by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

1.19 Classification of Assets and Liabilities as Current and Non-Current:

All assets and liabilities are classified as current or non-current as per the Company's normal operating cycle (determined at 12 months) and other criteria set out in Schedule III of the Act.

1.20 Cash and Cash equivalents

Cash and cash equivalents in the Balance Sheet include cash at bank, cash, cheque, draft on hand and demand deposits with an original maturity of less than three months, which are subject to an insignificant risk of changes in value.

For the purpose of Statement of Cash Flows, Cash and cash equivalents include cash at bank, cash, cheque and draft on hand. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

1.21 Cash Flows

Cash flows are reported using the indirect method, where by net profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

REMI ELEKTROTECHNIK LIMITED**Standalone Statement of Changes in Equity for the year ended March 31, 2019****NOTE- 2****EQUITY SHAE CAPITAL :**

(Rs. In Lakhs)

Particulars	Balance as at April 1, 2018	Changes in equity share capital during the year	Balance as at March 31, 2019
Paid up Capital (Equity shares of Rs.10/- each issued, subscribed & fully paid up)	48,650,000	-	48,650,000

OTHER EQUITY :

Particulars	Capital Reserve	Securities Premium Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance as at March 31, 2018	386,997,996	8,000,000	100,097,451	297,816,321	-	792,911,768
Profit for the year	-	-	-	76,977,833	-	76,977,833
Transferred to General Reserve	(386,997,996)		386,997,996			-
<u>Other Comprehensive Income:</u>						
Fair Value Investments	-	-	-		(103,535)	(103,535)
Remeasurements of net defined benefit plans (Net of tax)	-	-	-		(836,065)	(836,065)
Transferred to Surplus				(939,600)	939,600	-
Transferred from surplus balance in statement of profit & loss	-	-	10,000,000	(10,000,000)	-	-
Balance as at March 31, 2019	-	8,000,000	497,095,447	363,854,554	-	868,950,001

The accompanying notes form an integral part of the standalone financial statements

Significant Accounting Policies are an integral part of the financial statements

1

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
CHARTERED ACCOUNTANTS
(Firm Registration Number-109901W/W100082)

FOR AND ON BEHALF OF BOARD

Sd/-

(S.L. AGRAWAL)
PARTNER
Membership Number - 72184

Sd/-

(V.C. SARAF)
CHAIRMAN & MANAGING DIRECTOR
DIN :00161381

Sd/-

(SUNIL SARAF)
WHOLE TIME DIRECTOR
DIN :00157244

Sd/-

(RITVIK SARAF)

WHOLE TIME DIRECTOR & CHIEF FINANCIAL OFFICER

Sd/-

(H.H.JOSHI)

COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH MAY, 2019

DIN :01638851

REMI ELEKTROTECHNIK LIMITED

NOTE- 3 : Property, Plant and Equipment

Sr. No.	Description of Assets	Useful Life (Years)	GROSS CARRYING AMOUNT				DEPRECIATION					NET CARRYING AMOUNT	
			As on 01.04.2018	Additions during the year	Deletions during the year	As on 31.03.2019	Up to 31.03.2018	ADJUSTMENT	For the Year	Deduction	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
1	land		24,430,832	-	-	24,430,832	-	-	-	-	-	24,430,832	24,430,832
2	lease hold land	14	2,406,330	-	-	2,406,330	688,850	-	156,135	-	844,985	1,561,345	1,717,480
3	Factory Building	30	76,124,496	-	-	76,124,496	26,863,003	-	2,390,931	-	29,253,934	46,870,562	49,261,493
4	Plant & Machinery	15	87,908,194	6,566,308	921,965	93,552,537	53,467,235	-	4,247,114	705,558	57,008,791	36,543,746	34,440,959
5	Dies & Moulds	15	31,042,164	1,797,550	-	32,839,714	17,571,239	-	1,223,220	-	18,794,459	14,045,255	13,470,925
6	Elect. Installation	10	11,551,261	-	-	11,551,261	10,959,233	-	7,232	-	10,966,465	584,796	592,028
7	Furniture & Fixtures	10	8,694,700	37,500	-	8,732,200	7,840,306	-	111,064	-	7,951,370	780,830	854,394
8	Testing Equipments	10	1,092,354	436,726	-	1,529,080	469,320	-	99,860	-	569,180	959,900	623,034
9	Office Equipments	5	4,469,985	252,544	-	4,722,529	3,378,604	-	437,738	-	3,816,342	906,187	1,091,381
10	Air Conditioner	5	2,930,589	185,316	-	3,115,905	2,378,743	-	255,053	-	2,633,796	482,109	551,846
11	Fire Extinguishers	5	133,552	-	-	133,552	120,625	-	2,083	-	122,708	10,844	12,927
12	Borewell	5	109,630	-	-	109,630	104,148	-	-	-	104,148	5,482	5,482
13	Computers	3	5,655,208	276,912	-	5,932,120	5,185,812	-	171,641	-	5,357,453	574,667	469,396
14	Motor Car	8	17,531,270	4,362,301	2,093,284	19,800,287	7,880,520	-	2,132,531	1,988,620	8,024,431	11,775,856	9,650,750
15	Wind Mill Electric Generator	22	70,067,543	-	-	70,067,543	21,024,415	-	4,793,658	-	25,818,073	44,249,470	49,043,128
16	Solar Energy	25	21,087,850	-	-	21,087,850	843,193	-	807,784	-	1,650,977	19,436,873	20,244,657
	Total		365,235,958	13,915,157	3,015,249	376,135,866	158,775,246	-	16,836,044	2,694,178	172,917,112	203,218,754	206,460,712
	Previous Year		355,296,847	11,574,642	1,635,531	365,235,958	143,207,071	-	16,447,149	878,974	158,775,246	206,460,712	212,089,776

REMI ELEKTROTECHNIK LIMITED

NOTE- 4 : Intangible Assets

Sr. No.	Description of Assets	Useful Life (Years)	GROSS CARRYING AMOUNT				DEPRECIATION					NET CARRYING AMOUNT	
			As on 01.04.2018	Additions during the year	Deletions during the year	As on 31.03.2019	Up to 31.03.2018	ADJUSTMENT	For the Year	Deduction	Up to 31.03.2019	As on 31.03.2019	As on 31.03.2018
1	Goodwill	5	4,200,000	-	-	4,200,000	4,200,000	-	-	-	4,200,000	-	-
2	Computer Software	5	7,062,597	-	-	7,062,597	5,365,777	-	621,060	-	5,986,837	1,075,760	1,696,820
	Total		11,262,597	-	-	11,262,597	9,565,777	-	621,060	-	10,186,837	1,075,760	1,696,820
	Previous Year		10,978,947	283,650	-	11,262,597	8,859,051	-	706,726	-	9,565,777	1,696,820	2,119,896

REMI ELEKTROTECHNIK LIMITED**Notes on Financial Statements**

Particulars	31-03-2019	31-03-2018
	(₹)	(₹)
NON CURRENT ASSETS		
NOTE - 5: Investment in Property		
Gross carrying amount	490,536,427	-
Capitalised during the year	-	492,403,336
Less: Depreciation charge	7,724,956	1,866,909
Less: Sale During the Year	65,380,863	-
Net Carrying amount	417,430,608	490,536,427
NOTE - 6 : Investments		
Non Trade & Quoted		
Investment in Equity Shares of Related Parties:		
40000 Equity shares of Rs.10/- each fully paid up of Remi Edelsthl Tubulers Ltd.	1,220,000	1,318,000
400 Equity shares of Rs.10/- each fully paid up of Bajrang Finance Ltd.	4,788	4,788
Investment in Equity Shares of Others:		
900 Equity shares of Rs.10/- each fully paid up of Dena Bank	11,385	16,920
Non Trade & Unquoted		
9800 Equity shares of Rs.10/- each fully paid up of Rajendra Finance Pvt. Ltd.	41,650	41,650
2700 Equity shares of Rs.10/- each fully paid up of Remi Finance & Investment Pvt. Ltd.	39,150	39,150
7425 Equity shares of Rs.100/- each fully paid up of Remi Fans Ltd.	13,500	13,500
	1,330,473	1,434,008
NOTE - 7: OTHER FINANCIAL ASSETS		
Fixed Deposits with maturity of more than 12 months (Pledged with bank as margin against B/Gs & customers as EMD)	4,519,632	1,805,466
	4,519,632	1,805,466
NOTE - 8: OTHER NON CURRENT ASSETS		
(Unsecured & Considered good)		
Security Deposits	8,913,262	8,856,919
Earnest Money Deposits	2,480,870	1,374,570
Capital Advance	926,250	1,075,086
	12,320,382	11,306,575
NOTE - 9: INVENTORIES		
(As taken,Valued & certified by Management)		
Raw Materials & Stores	54,510,946	47,715,022
Work-In -Process	52,694,414	55,872,276
Finished goods	46,585,703	43,719,535
Real Estate Development	14,660,119	-
	168,451,182	147,306,833
NOTE - 10: TRADE RECEIVABLES		
Outstanding for more than 6 months (Unsecured & Considered good)	22,032,337	34,236,520
Trade Receivable which have significant increase in credit risk	2,494,218	-
Less : Provision for Doubtful debts	2,494,218	-
	22,032,337	34,236,520
Trade Receivable Considered good-Secured	-	-
Trade Receivable Considered good-Unsecured	337,652,561	350,259,877
Trade Receivable credit impaired	-	-
	359,684,898	384,496,397
NOTE - 11 : CASH AND CASH EQUIVALENTS:		
Balance with Banks:		
On current account	238,534	4,446,072
Cash on Hand	258,668	277,518
	497,202	4,723,590
NOTE - 12: BANK BALANCES		
Fixed Deposits with maturity of less than 12 months (Pledged with bank as margin against B/Gs & customers as EMD)	10,350,122	2,176,404
	10,350,122	2,176,404
NOTE - 13: Loans		
Loans & Advance to related parties		
Loans receivables considered good- Secured	-	-
Loans receivables considered good- Unsecured	6,000,000	-
Loans receivables which have significant increase in Credit Risk	-	-
Loans receivables- credit impaired	-	-
	6,000,000	-
NOTE - 14 : OTHER FINANCIAL ASSETS		
(Unsecured & Considered good)		
Advance recoverable in cash or in kind for value to be received	5,110,221	2,870,386
Advance to Suppliers/Contractors	3,411,566	2,543,529
Interest Accrued but not Due	686,098	285,882
Prepaid Expenses	3,720,913	3,091,935
	12,928,798	8,791,732
NOTE - 15 : CURRENT TAX ASSETS (Net)		
Income Tax & TDS (net of Provision)	13,351,872	14,908,119
Central Excise Duty,Service Tax & Income Tax Refundable	2,852,921	951,949
Sales Tax Refundable	1,955,006	1,628,171
	18,159,799	17,488,239

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

	31-03-2019	31-03-2018
	(₹)	(₹)
NOTE - 16: EQUITY SHARE CAPITAL		
AUTHORISED: 55,00,000 (55,00,000) Equity Shares Of Rs. 10/- Each	55,000,000	55,000,000
ISSUED, SUBSCRIBED AND PAID UP : 48,65,000 (48,65,000) Equity Shares of Rs. 10/- each	48,650,000	48,650,000
TOTAL	48,650,000	48,650,000

a) **Terms/ Rights Attached to Equity Shares:**

The company has only one class of equity shares having par value of Rs. 10/- Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing annual general meeting.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

b) **Details of Shareholders Holding more than 5% Shares of the Company:**

Sr. No.	Name of the Shareholder	No. of shares as on 31-03-19	No. of shares as on 31-03-18
	Fulidevi Saraf Family Trust	962,988	962,988
	Rishabh R. Saraf	500,110	500,110
	Vishwambharlal Chiranjilal H.U.F.	1,050,000	1,050,000
	Hanuman Forging & Engineering Pvt.Ltd.	960,900	960,900
	Rajendra Chiranjilal Saraf H.U.F.	500,400	500,400

c) There is no change in equity share capital during the year

Particulars	31-03-2019	31-03-2018
	(₹)	(₹)
NOTE - 17: OTHER EQUITY		
Revaluation Reserve		
- As per Last Balance Sheet	386,997,996	386,997,996
Less: Transferred to General Reserve	386,997,996	-
	-	386,997,996
Securities Premium Account		
- As per Last Balance Sheet	8,000,000	8,000,000
General Reserve:		
Opening Balance	100,097,451	87,597,451
Add: Transferred from Revaluation Reserve	386,997,996	-
Add: Transferred from surplus balance in statement of profit & loss	10,000,000	12,500,000
Closing Balance	497,095,447	100,097,451
Surplus:		
Opening Balance	297,816,321	258,210,539
Add: Profit for the period	76,977,833	51,727,589
Other Comprehensive Income /(Loss)	(939,600)	378,193
Less: Appropriations:		
Transferred to General reserve	10,000,000	12,500,000
Net surplus in the statement of profit & loss	363,854,554	297,816,321
Total reserves and surplus	868,950,001	792,911,768

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

Particulars	31-03-2019	31-03-2018
	(₹)	(₹)
<u>NOTE - 18: LONG TERM BORROWING</u>		
Secured Loans :		
From HDFC Bank Limited	-	282,714
From Kotak Mahindra Prime Ltd.	62,334	775,114
From ICICI Bank Limited	93,857	466,934
Nature of security :		
The above loans are secured by hypothecation of Vehicles purchased from the loans granted		
	156,191	1,524,762
Unsecured Loans		
Intercompany Deposit from Others	-	16,143,360
Intercompany Deposit from Related Parties	-	23,028,749
Loans from Directors	-	22,805,000
	-	61,977,109
	156,191	63,501,871
<u>NOTE - 19: LONG TERM PROVISIONS</u>		
For Employee Benefit		
Provision for Leave Encashment	7,317,942	7,832,461
	7,317,942	7,832,461
<u>NOTE - 20: DEFERRED TAX LIABILITIES (Net)</u>		
Deferred Tax Liabilities	18,506,066	17,824,566
Deferred Tax Liabilities - Ind AS	(303,943)	601,203
	18,202,123	18,425,769
<u>NOTE - 21 : OTHER - NON CURRENT LIABILITIES</u>		
Security Deposits	23,390,639	26,136,737
	23,390,639	26,136,737
<u>NOTE - 22: SHORT TERM BORROWING</u>		
Secured Loans		
From State Bank of India:		
Cash Credit Facility including Packing Credit (EPC) Repayable on Demand (Secured by equitable mortgage of the Co.'s immovable property situated at Vasai, hypothecation of Stocks of Raw materials, Stock in Process, Finished Goods, Stores and Spares and Book Debts and all other Current Assets, and further guaranteed by two of the Directors)	46,574,369	78,418,343
Unsecured Loans		
Intercompany Deposit from Others	-	31,710,295
Intercompany Deposit from Related Parties	-	9,251,329
	46,574,369	119,379,967
<u>NOTE - 23: TRADE PAYABLES</u>		
total outstanding dues of micro enterprises and small enterprises	24,949,714	42,451,074
total outstanding dues of creditors other than micro enterprises	38,546,194	42,864,382
	63,495,908	85,315,456
<u>NOTE - 24: OTHER FINANCIAL LIABILITIES</u>		
- Advance From Customers	11,649,255	11,070,674
- TDS Payable	3,015,961	3,480,427
- GST/Sales Tax Payable	10,783,413	11,353,139
- Other Statutory Dues Payable	1,320,755	1,145,360
- Creditors for Expenses	69,801,382	64,210,088
- Liabilities for Expenses	33,803,343	16,368,879
- Advance Rent Received - Ind AS	3,161,934	2,091,537
	133,536,043	109,720,104
<u>NOTE - 25: OTHER CURRENT LIABILITIES</u>		
Current Maturity of Long Term Loans	1,368,572	2,621,557
	1,368,572	2,621,557
<u>NOTE - 26: SHORT TERM PROVISIONS</u>		
For Employee Benefit:		
- Provision For Gratuity	752,137	601,719
- Provision For Leave Encashment	2,076,182	1,586,279
Provision for Warranty of Products	1,497,503	1,539,515
	4,325,822	3,727,513

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

PARTICULARS	Figures at the end of Current Reporting Period ended on 31.03.2019	Figures at the end of Current Reporting Period ended on 31.03.2018
	(₹)	(₹)
NOTE - 27: Revenue from Operations		
(a) Sale of Products:		
Laboratory Equipments	843,045,349	716,807,188
Electric Motors	204,798,533	176,078,254
Real Estate	3,321,525	149,867,290
Renewable Energy	16,945,812	12,021,972
	1,068,111,219	1,054,774,704
(b) Other Operating Revenues:		
Sale of scrap	4,585,414	4,388,367
Duty Drawback	905,236	1,040,623
Labour Charges	44,050	401,697
Additional Duty Refund	-	17,798
	5,534,700	5,848,485
	1,073,645,919	1,060,623,189
Products Sold		
Lab Equipments	745,630,026	618,435,861
Electric Motors	209,120,693	179,433,276
Others	93,093,163	95,016,305
Real Estate	3,321,525	149,867,290
Renewable Energy	16,945,812	12,021,972
	1,068,111,219	1,054,774,704
NOTE - 28: Other Income		
Rent Recieved	27,284,135	16,670,712
Rent Ind - As	837,426	517,489
Capital Gain on Sale of Fixed Assets	164,386	-
Capital Gain on Sale of Investment in Property	13,170,237	-
Foreign Exchange Gain	50,436	341,588
Interest Received	992,650	386,475
Other non operating Income	1,901,480	3,482,018
	44,400,750	21,398,282
NOTE - 29: Cost of materials Consumed		
Inventory at the beginning of the year	47,547,129	49,402,471
Add: Purchases	630,019,842	510,488,828
	677,566,971	559,891,299
Less: Inventory at the end of the year	54,166,812	47,547,129
Cost of materials consumed	623,400,159	512,344,170
Consumption of Materials - Itemwise details:-		
Silicon Sheet	23,708,876	16,487,784
Copper Wire	31,454,314	24,694,830
Castings	28,447,853	25,036,037
M.S.Goods	150,651,571	119,506,405
Ball Bearings	11,022,342	9,564,001
Electric Goods	193,070,411	160,351,193
Others	185,044,792	156,703,920
Total	623,400,159	512,344,170
NOTE-30: Purchases and Expenditure of Real Estate		
Steel Goods	-	2,009,681
Cement & R.M.C. Concret etc.	-	43,750
Electrical Goods	-	158,347
Purchase of TDR & Premium of Fungible FSI	9,118,764	-
Purchase of other Building Materials	275,763	5,317,930
Job work charges	3,483,720	5,460,339
Property Tax	-	1,754,371
Development Charges & other charges	292,124	11,681,752
Stack Parking	-	13,650,000
Other Expenditure	5,405,749	25,332,640
	18,576,120	65,408,810
NOTE - 31: Purchase of Traded Goods		
Laboratory Equipments	20,977,563	21,558,273
Electrical Motors / Ball Bearing & Casting	143,683	264,600
	21,121,246	21,822,873

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

PARTICULARS	For the Year Ended 31.03.2019	For the Year Ended 31.03.2018
	(₹)	(₹)
NOTE - 32: (Increase)/Decrease in Inventories		
<u>Inventories at the end of the Year</u>		
Finished goods	46,585,703	43,719,535
Work-in-process	52,694,414	55,872,276
Real Estate	14,660,119	-
	113,940,236	99,591,811
<u>Inventories at the beginning of the year</u>		
Finished goods	43,719,535	47,632,055
Work-in-process	55,872,276	62,473,006
Work-in-process Real estate	-	552,509,732
	99,591,811	662,614,793
Change in Inventories for Finished Goods & WIP	(14,348,425)	563,022,982
NOTE - 33: Employee Benefit Expenses		
Salaries, wages and bonus etc.	91,330,498	86,446,754
Contribution to provident & Gratuity funds	7,132,796	8,118,969
Staff welfare expenses	1,392,196	1,052,587
	99,855,490	95,618,310
NOTE - 34: Other Expenses		
Power and fuel	6,946,292	6,195,613
<u>Repairs and maintenance</u>		
Building	365,170	1,130,668
Plant & Machinery	7,943,402	6,276,942
Others	3,223,539	3,335,650
Job Work Charges	118,323,259	104,853,904
Excise duty on increase/(decrease) in Finished Goods	-	(5,821,687)
Other Manufacturing Expenses	4,771,100	3,432,118
Rent	2,465,315	2,291,832
Insurance	1,177,534	893,764
Rates & Taxes	6,384,260	3,874,075
Commission on Sales	20,593,468	12,149,146
Royalty Charges	1,923,450	1,574,740
Directors' Commission	712,731	627,734
Directors' sitting fees	67,774	95,500
Legal & Professional Fees	8,245,720	5,209,043
Bad Debts Written off	1,255,925	1,108,016
Provision for Doubtful Debts	2,494,218	-
Loss/(Gain) on sale of fixed assets	-	115,568
Advertisement & Sales Promotion	5,865,908	5,397,516
Under Warranty Expenses	1,497,503	1,539,515
<u>Payment to Auditors</u>		
(a) <u>As auditors</u>		
Audit fee	350,000	351,750
(b) <u>In other capacity</u>		
Certification fees	45,500	47,426
Freight and Forwarding Charges	20,084,624	16,516,126
CSR Contribution	898,325	1,224,232
Service Tax, Profession Tax & Sales Tax	13,051	336,983
Miscellaneous Expenses	22,209,870	18,836,272
	237,857,938	191,592,446
NOTE - 35 : Finance Costs		
Interest expenses	5,376,136	14,010,975
Other borrowing costs	241,731	1,418,109
	5,617,867	15,429,084

36. **Contingent liabilities not provided for:**

- i) Guarantee issued by bank on behalf of the company Rs.2,72,98,090 /- (P.Y. Rs.1,36,69,588 /-).
- ii) Service tax liability disputed by the Company Rs. Nil (P.Y. Rs.82,143/-)
- iii) Central Excise liability disputed by the Company Rs.4,28,152/- P.Y.Rs.4,28,152/-)
- iv) Sales Tax liability disputed by the Company Rs. 86,644/-(P.Y. Rs. 25,227/-)
- v) Income Tax demand disputed in appeal Rs. 4,37,920/- (P.Y. Rs.4,37,920/-)
- vi) Estimated Local body Tax Liability Rs.5,78,334/- (P.Y. Rs. Nil)

37. The significant component and classification of deferred tax assets and liabilities on account of timing differences are :-

		As At 31-03-2019 (₹)	As At 31-03-2018 (₹)
a)	<u>Deferred Tax Assets:</u> On account of retirement benefits Adjustments for Ind As	27,26,441 3,03,943	25,61,769 -
b)	<u>Deferred Tax Liability:</u> On account of Depreciation Adjustments for Ind As	(2,12,32,507) -	(2,03,86,335) (6,01,203)
c)	<u>Net deferred tax Assets/(liability) on account of timing difference</u>	(1,82,02,123)	(1,84,25,769)

38. <u>Earning per Share:</u>	2018-2019 (₹)	2017-2018 (₹)
a) <u>Weighted average number of equity shares</u>		
i) Number of shares at the beginning of the year	48,65,000	48,65,000
ii) Number of shares considered as basic weighted average shares outstanding for computing basic earning per shares	48,65,000	48,65,000
iii) Number of shares considered as weighted average shares outstanding for computing diluted earning per shares	48,65,000	48,65,000
	<u>Computation of basic and diluted earning per share:</u>	
b) Net profit after tax distributable to share holders	7,69,77,833	5,17,27,589
c) Basic earning per equity share of Rs.10/- each	15.82	10.63
d) Diluted earnings per equity share of Rs.10/-each	15.82	10.63

Note: Management has identified four separate segments namely:

- a) **Electrical Motors** – Comprising of electrical motors of all types and parts thereof.
- b) **Instruments** – Comprising of laboratory instruments and equipment's and parts thereof.
- c) **Real Estate** – Comprising of development of Commercial property.
- d) **Renewable Energy** - Comprising of generation of Wind & Solar Energy.

40. **Related parties disclosures:**

The related Parties as per the terms of Ind AS-24, "Related Party Disclosures". (Specified under Section 133 of the Companies Act 2013, read with Rule 7 of Companies (Accounts) Rules, 2015) are disclosed below

Name of other Related parties with whom transactions have taken place during the year

- i) (a) **Key Management Personal:**
Shri Vishwambhar.C.Saraf- Chairman & Managing Director
Shri Ritvik.V.Saraf- Whole -Time Director & Chief Financial Officer
Shri Sunil Saraf – Whole -Time Director
Shri.Rajendra C. Saraf – Executive Director (up to 02.08.2018)
Ms. H.H.Joshi – Company Secretary
- (b) **Enterprises in which KMP are interested**
Remi Process Plant & Machinery Ltd., Remi Edelstahl Tubulars Ltd., and Remi Udyog
- (c) **Enterprises in which relative of KMP are interested**
Rajendra Electric Motor Industries
- (d) **Non Executive Directors:**
Shyam Mahabirprasad Jatia ,Mahendra Mangalchand Chirawawala, Harkishin Pitamberdas Zaveri, Ashish Deokinandan Kanodia, Archana Pradeep Bajaj, Rajendra C.Saraf (w.e.f. 03.08.2018)

		<u>March 31,</u> <u>2019</u> (₹)	<u>March 31,</u> <u>2018</u> (₹)
ii)	Transactions during the year		
	A. Sales of Goods & Services		
	Remi Process Plant & Machinery Ltd.	34,11,722	24,65,487
	Remi Edelstahl Tubulars Ltd.	7,86,61,652	2,00,65,520
	Remi Udyog	81,244	6,00,143
	Total	8,21,54,618	2,31,31,150
	B. Purchase		
	Remi Edelstahl Tubulars Ltd.	8,76,587	3,28,690
	Remi Udyog	-	3,17,887
	Total	8,76,587	6,46,577

Transactions during the year		March 31, 2019 (₹)	March 31, 2018 (₹)
C. Sitting Fees			
	To Non Executive Directors	67,000	95,500
D. Rent Paid			
	Remi Process Plant & Machinery Ltd.	22,90,260	21,83,832
E. Managerial Remuneration			
	1. Key Managerial Personnel		
	Salaries, Wages, Bonus, Commission & Other Benefits Contribution Towards P.F. Family Pension Etc.		
	Shri. Ritvik V. Saraf	43,65,306	36,75,848
	Shri. Sunil S. Saraf	92,95,879	68,56,608
	Shri. Vishwambhar C. Saraf	77,28,380	70,68,016
	Ms. H.H.Joshi	6,71,149	5,49,992
	Total	2,20,60,714	1,81,50,464
	2 Executive Director		
	Shri. Rajendra C. Saraf (up to 02.08.2018)	7,28,362	24,54,149
F. Interest Paid			
	Remi Process Plant & Machinery Ltd.	2,59,754	17,55,438
	Remi Edelstahl Tubulars Ltd..	-	16,104
	Total	2,59,754	17,71,542
	Key Managerial Personnel		
	Shri. Ritvik V. Saraf	5,52,307	5,92,753
	Shri. Vishwambhar C. Saraf	5,88,419	2,94,656
	Shri. Rajendra C. Saraf	-	49,322
	Total	11,40,726	9,36,731
G Loan taken from			
	Remi Process Plant & Machinery Ltd.	4,40,00,000	6,95,00,000
	Total	4,40,00,000	6,95,00,000
	Key Managerial Personnel		
	Shri. Ritvik V. Saraf	1,15,00,000	2,29,90,000
	Shri. Vishwambhar C. Saraf	49,00,000	3,33,65,000
	Shri. Rajendra C. Saraf	-	1,20,00,000
	Total	1,64,00,000	6,83,55,000

	March 31, 2019 (₹)	March 31, 2018 (₹)
Transactions during the year		
H. Loan Repaid		
Remi Process Plant & Machinery Ltd.	4,40,00,000	11,12,93,265
Remi Edelstahl Tubulars Ltd..	-	24,75,000
Total	4,40,00,000	11,37,68,265
Key Managerial Personnel		
Shri. Ritvik V. Saraf	2,72,73,478	77,50,000
Shri. Vishwambhar C. Saraf	1,26,28,785	2,58,36,863
Shri. Rajendra C. Saraf	-	1,20,00,000
Total	3,99,02,263	4,55,86,863
I. ROYALTY PAID		
Rajendra Electric Motor Industries	19,23,450	15,74,740
J. VEHICLE HIRING CHARGES		
Rajendra Electric Motor Industries	-	2,38,087
K. REIMBURSEMENT OF EXPS.		
Remi Process Plant & Machinery Ltd.	10,67,760	8,89,349
L. LOAN GIVEN		
Remi Edelstahl Tubulars Ltd.	2,75,00,000	-
M. LOAN REFUND RECEIVED		
Remi Edelstahl Tubulars Ltd.	2,15,00,000	-
N. INTEREST RECEIVED		
Remi Edelstahl Tubulars Ltd.	95,130	-
	March 31,	March 31,
	2019	2018
Amount due to / From Related Parties	(₹)	(₹)
1. Trade Payable		
Remi Udyog	-	75,707
Remi Process Plant & Machinery Ltd.	72,224	94,648
Rajendra Electric Motor Industries	5,53,146	4,93,757
Total	6,25,370	6,64,112
2. Trade Receivable		
Remi Udyog	-	2,93,761
Remi Process Plant & Machinery Ltd.	-	7,458
Total	-	3,01,219
3. Loans Payable		
Key Managerial Personnel		
Shri. Ritvik V. Saraf	-	1,57,73,478
Shri. Vishwambhar C. Saraf	-	77,28,785
Total	-	2,35,02,263

Amount due to / From Related Parties	March 31, 2019 (₹)	March 31, 2018 (₹)
4. Loans Receivable		
Remi Edelstahl Tubulars Ltd.	60,00,000	-
5. Commission Payable Non Excecutive Directors		
Shri. Rajendra C. Saraf	7,12,731	6,62,149
Gratuity Contribution & Administration Charges Payable Trust		
Remi Elektrotechnik Limited Employees Group Gratuity Assurance Scheme	28,03,279	55,03,811

Note:

The transactions with related parties are made on terms equivalent to those that prevail in arms' length transactions Outstanding balances at the year-end are unsecured. The Group has not recorded any impairment of receivables relating to amounts owned by the related parties. This assessment is undertaken each Financial year through examining the Financial Position of the related party and the market in which the related Party operates.

41. Percentage of Consumption of Imported Goods with Total Consumption:

	Value (₹)	% of Total Consumption
Imported	23,67,960 (9,53,721)	0.38 (0.19)
Indigenous	62,10,32,199 (51,13,90,449)	99.62 (99.81)
TOTAL	62,34,00,159 (51,23,44,170)	100.00 (100.00)

42. Disclosures on Employee Benefits :

(A) Defined Contribution Plans:

The Company has recognized the following amounts in the Statement of Profit and Loss for the year:

For the year ended March 31, 2019 (₹)

Contribution to Employees' Provident Fund	47,58,228 (47,23,209)

(B) **Defined Benefits Plans – Ind AS 19 Disclosures:**

(i) **Changes in the Present Value of Obligation for the year ended March 31, 2019**

		Gratuity	Leave Encashment	Total
(a)	Present Value of Obligation as at 1 st April,2018	2,62,69,761 (2,36,39,159)	94,18,740 (92,86,517)	3,56,88,501 (3,29,25,676)
(b)	Interest Cost	17,58,525 (15,47,595)	6,16,497 (6,28,155)	23,75,022 (21,75,750)
(c)	Past Service Cost	-- (7,84,320)	-- (--)	-- (7,84,320)
(d)	Current Service Cost	18,84,896 (17,20,993)	12,66,966 (12,24,919)	31,51,862 (29,45,912)
(e)	Benefits Paid during the year ending 31-03-2019	8,52,125 (5,58,719)	28,24,580 (13,63,299)	36,76,705 (19,22,018)
(f)	Actuarial (Gain)/Loss	11,93,692 (8,63,587)	9,16,501 (3,57,552)	21,10,193 (12,21,139)
(g)	Present Value of Obligation as at 31-03-2019	3,02,54,749 (2,62,69,761)	93,94,124 (94,18,740)	3,96,48,874 (3,56,88,501)

(ii) **Changes in the Fair value of Plan Assets: For the year ended March 31, 2019 (₹)**

		Gratuity	Leave Encashment	Total
(a)	Fair Value of Plan Assets as at April 1, 2018	2,56,68,042 (1,92,20,681)	-- (--)	2,56,68,042 (1,92,20,681)
(b)	Interest Income plan assets	19,76,439 (14,03,110)	-- (--)	19,76,439 (14,03,110)
(c)	Employers' Contributions	26,74,870 (53,97,278)	-- (--)	26,74,870 (53,97,278)
(d)	Benefits Paid during the year ending 31-03-2019	8,52,125 (5,58,719)	-- (--)	8,52,125 (5,58,719)
(e)	Actuarial Gains / (losses)	35,386 (2,05,692)	-- (--)	35,386 (2,05,692)
(g)	Fair Value of Plan Assets as at March 31, 2019	2,95,02,612 (2,56,68,042)	-- (--)	2,95,02,612 (2,56,68,042)

(iii) **Amount recognized in the Balance Sheet including a reconciliation of the Present Value of Defined Benefit Obligation and the Fair Value of Assets:-**

For the year ended March 31, 2019 (₹)

		Gratuity	Leave Encashment	Total
(a)	Present Value of Defined benefit Obligation as at March 31, 2019	3,02,54,749 (2,62,69,761)	93,94,124 (94,18,740)	3,96,48,873 (3,56,88,501)
(b)	Fair Value of Plan Assets as at March 31, 2019	2,95,02,612 (2,56,68,042)	-- (--)	2,95,02,612 (2,56,68,042)
(c)	Funded status (Surplus) / Deficit as at 31-03-2019	7,52,137 (6,01,719)	93,94,124 (94,18,740)	1,01,46,261 (1,00,20,459)

(iv) **Expenses recognized in the Statement of Profit and Loss**

For the year ended March 31, 2019 (₹)

	Gratuity	Leave Encashment	Total
(a) Current Service Cost	18,84,896 (17,20,993)	12,66,966 (12,24,919)	31,51,862 (29,45,912)
(b) Interest Cost	17,58,525 (15,47,595)	6,16,497 (6,28,155)	23,75,022 (21,75,750)
(c) Expected Return on Plan Assets	19,76,439 (14,03,110)	-- (--)	19,76,439 (14,03,110)
(d) Past Service Cost	-- (7,84,320)	-- (--)	-- (7,84,320)
(e) Net Actuarial Losses / (Gains)	-- (--)	9,16,501 (3,57,552)	9,16,501 (3,57,552)
(e) Total Expenses / (Income) included in "Employee Benefit Expense"	16,66,982 (26,49,798)	27,99,964 (14,95,522)	44,66,946 (41,45,320)

(v) **Amount recognized in other Comprehensive income (OCI)**

For the year ended March 31, 2019 (₹)

	Gratuity	Leave Encashment	Total
(a) Amount recognized in OCI as at April 1, 2018	18,65,395 (29,34,674)	-- (--)	18,65,395 (29,34,674)
(b) Remeasurement due to :			
Effect of change in financial assumptions (C)	3,94,164 (9,84,929)	-- (--)	3,94,164 (9,84,929)
Effect of Change in demographic assumptions (D)	-- (--)	-- (--)	-- (--)
Effect of Experience adjustments (E)	7,99,528 (1,21,342)	-- (--)	7,99,528 (1,21,342)
(c) Actuarial (Gains) / Losses (C+D+E)	11,93,692 (8,63,587)	-- (--)	11,93,692 (8,63,587)
(d) Return on plan assets (excluding interest)	35,386 (2,05,692)	-- (--)	35,386 (2,05,692)
(e) Total remeasurements recognized in OCI	11,58,306 (10,69,279)	-- (--)	11,58,306 (10,69,279)
(f) Amount recognized in OCI, as at March 31, 2019	30,23,701 (18,65,395)	-- (--)	30,23,701 (18,65,395)

(vi) The Actual Return on Plan Assets is as follows

Particulars	Gratuity	Leave Encashment	Total
(a) Interest income plan assets	19,76,439 (14,03,110)	-- (--)	19,76,439 (14,03,110)
(b) Actuarial gain / (losses) on plan assets	35,386 (2,05,692)	-- (--)	35,386 (2,05,692)
(c) Actual return on plan assets	20,11,825 (16,08,802)	-- (--)	20,11,825 (16,08,802)

(vii) Following are the Principal Actuarial Assumptions used as at the balance sheet date:

Sr. No.	Particulars	Gratuity	Leave Encashment
(a)	Discount rate	7.55 % (7.70)	7.55 % (7.70)
(b)	Salary Growth	7.50% (7.50%)	7.50% (7.50%)
(c)	Expected return on assets	7.55% (7.70%)	-- (--)
(d)	Withdrawal Rate	1% (1%)	1% (1%)
(e)	Mortality Rates	Indian Assured Lives (2006-08) Ult.	Indian Assured Lives (2006-08) Ult.

(viii) **Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2019**

	Percentage
Insurer Managed Funds	100% (100%)

(ix) **The overall expected rate of return on assets is based on the expectation of the average long-term rate of return expected on investments of the Fund during the estimated term of the obligations.**

(x) **Sensitivity Analysis**

	31.03.2019	
Defined Benefit Obligation (Base)	3,02,54,749	
Table 13, Sensitivity Analysis	Decrease	Increase
Discount Rate	3,16,51,361	2,89,81,817
Impact on Increase/ Decrease in 50 bps on DBO	4.62%	-4.21%
Salary Growth Rate	2,90,19,587	3,15,73,292
Impact on Increase/ Decrease in 50 bps on DBO	-4.08%	4.36%

43. The Company has contributed Rs.8,98,325/- (Rupees Eight Lakhs Ninety Eight Thousand Three Hundred and Twenty Five only) towards CSR activities to a trust during the year as per requirement of section 135 of the Companies Act, 2013. (P.Y. - Rs.12,24,232/-)

44. a) Imports of goods on CIF basis : Rs.2,04,15,163/- (P.Y. Rs.1,24,98,532/-)
b) Import of Machinery : Rs. 22,32,605/- (P.Y. Rs. Nil)
c) Expenses in Foreign Currency :
- Travelling : Rs.12,94,762/- (P.Y. Rs. 25,34,757/-)
- Sales Promotion : Rs.5,51,297/- (P.Y. Rs. 9,93,370/-)
- Other Expenses : Rs. 5,31,756/- (P.Y. Rs. 4,65,197/-)

45. Earning in foreign Currency :
- FOB value of Exports : Rs.7,01,70,214/- (P.Y. Rs. 6,84,94,080/-)
46. Previous year figures are regrouped, rearranged and reclassified, wherever necessary, to conform to current year's presentation.
47. Figures within brackets are for previous year.
48. Figures have been rounded off to the nearest rupee.

Signature to Notes 1 to 48

AS PER OUR REPORT OF EVEN DATE

**FOR SHANKARLAL JAIN & ASSOCIATES LLP
CHARTERED ACCOUNTANTS
(Firm Registration Number-109901W/W100082)**

FOR AND ON BEHALF OF BOARD

**Sd/-
(S.L.Agrawal)
PARTNER
Membership Number – 72184**

**Sd/-
(V.C. SARAF)
CHAIRMAN &
MANAGING DIRECTOR
DIN : 00161381**

**Sd/-
(SUNIL SAARAF)
WHOLE TIME
DIRECTOR
DIN :00157244**

**Sd/-
(RITVIK SARAF)
WHOLE TIME DIRECTOR &
CHIEF FINANCIAL OFFICER
DIN :01638851**

**Sd/-
(H.H. JOSHI)
COMPANY SECRETARY**

PLACE : MUMBAI
DATED : 30TH MAY, 2019

REMI ELEKTROTECHNIK LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L51900MH1988PLC047157, Web.: www.remigroup.com, Email: rei_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022 -26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

Sub: Process and Manner for Availing Remote E-Voting Facility

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Monday, the 30th September, 2019, at 2.00 P.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**.

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password/ PIN
111408		

The Remote e-voting facility will be available during the following Remote E-voting period;

Commencement of e-voting	End of e-voting
From 9.00 a.m. of 25th September, 2019	Upto 5 p.m. of 29th September, 2019

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Monday, the 30th September, 2019, at 2.00 P.M.**

Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. **23rd September, 2019.**

INSTRUCTIONS FOR REMOTE E-VOTING

Members are requested to follow the instructions below to cast their vote through Remote e-voting:

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch an internet browser by typing in the URL **<https://www.evoting.nsdl.com>**
- (c) Click on "Shareholder - Login."
- (d) put 'User ID' and Password' as initial password/PIN as noted in step (a) above and click 'Login'
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of "Remote e-voting" opens. Click on "Remote e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **REMI ELEKTROTECHNIK LIMITED**.
- (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
- (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Upon confirmation, the message 'Vote cast successfully' will be displayed. Kindly note that vote once cast cannot be modified.
- (j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **relscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- (k) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- (l) In case of any queries you may refer the frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **evoting@nsdl.co.in** or toll free no. 1800-222-990.

Registered & Corporate Office:

REMI ELEKTROTECHNIK LIMITED
REMI HOUSE
Plot No.11, Cama Industrial Estate,
Goregaon (E) Mumbai – 400 063
Ph. No.022-4058 9888
Fax No.022-2685 2335
Email: rel_igrd@remigroup.com

Registrar and Share Transfer Agent:

Bigshare Services Private Limited
Unit: **REMI ELEKTROTECHNIK LIMITED**
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis Makwana Road,
Marol, Andheri East, Mumbai 400059,
Tel: 022 62638200 Fax : 022 62638299
Email: investor@bigshareonline.com

REMI ELEKTROTECHNIK LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L51900MH1988PLC047157, Web.: www.remigroup.com, Email: rei_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022 -26852335

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DPID No.		Name & Address of the Registered Shareholder
Client ID No./Folio No.		
No. of Shares Held		

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **39th ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Monday, the 30th September, 2019, at 2.00 P.M.**

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1.	Name :			
	Address :			
	E-mail Id :	Signature:		
2.	Name :			
	Address :			
	E-mail Id :	Signature:		

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39th Annual General Meeting** of the Company, to be held on **Monday, the 30th September, 2019, at 2.00 P.M.** at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

No.	Description
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon;
2.	To re-appoint Shri Rajendra C. Saraf (DIN: 00161412) as Director, who retires by rotation.
3.	To ratify the remuneration of Cost Auditors.
4.	To reappoint Shri Sunil Saraf (DIN:00157244), as a Whole-Time Director of the Company.
5.	To approve re-appointment of Shri Shyam Jatia (DIN:00049457), as an Independent Director of the Company.
6.	To approve re-appointment of Shri Harkishin Zaveri (DIN:00401107), as an Independent Director of the Company.
7.	To approve re-appointment of Shri Ashish Kanodia (DIN:02591999), as an Independent Director of the Company.
8.	To approve re-appointment of Smt. Archana Bajaj (DIN:06957519), as an Independent Director of the Company.

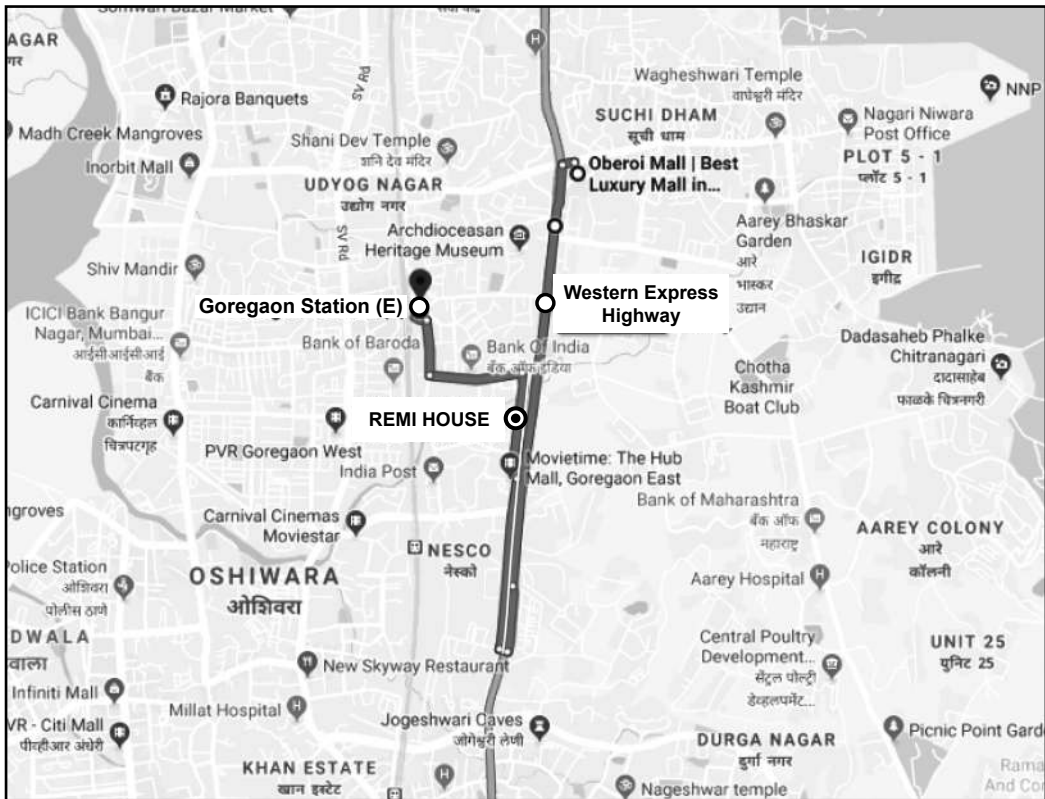
Signed this _____ day of _____ 2019.

Signature of
shareholder :

Signature of Proxy
holder(s) :

Affix Re.1/-
Revenue
Stamp &
(sign across)

Note: This form of proxy in order to be effective, should be duly completed, signed, stamped and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



ROUTE MAP