

# **34th Annual Report**

## **2013-14**

**Remi Sales And Engineering Limited**  
Regd. Office : REMI House, Plot No.11, Cama Industrial Estate,  
Goregaon (East), Mumbai – 400 063

<b>Board of Directors:</b>	Shri Sandeep Kasera Shri Vinod C. Jalan Shri M.P. Sharma Smt. Archana Bajaj	Whole-Time Director
<b>Bankers</b>	STATE BANK OF INDIA	
<b>Auditors:</b>	M/s. Sundarlal, Desai & Kanodia Chartered Accountants 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021	
<b>Registered Office:</b>	REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335	
<b>CIN:</b>	L31100MH1980PLC022314	
<b>Sales &amp; Service Branches:</b>	Ahmedabad, Bangaluru, Chennai, Goa, Hyderabad, Indore, Kanpur, Kochi, Kolkata, Mumbai, Nagpur and New Delhi	
<b>Wind Power:</b>	Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra	

## NOTICE

To  
The Members,  
**REMI SALES AND ENGINEERING LIMITED**

**NOTICE** is hereby given that the 34<sup>th</sup> Annual General Meeting of the Company will be held at its Registered Office, on **Tuesday**, the **30<sup>th</sup> September, 2014**, at 2.30 P.M. to transact the following ordinary business:

1. To consider the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint as Director Shri Vinod C. Jalan (DIN:00087424), who retires by rotation.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No. 110560W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company, to be held in the year 2017, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a on such remuneration to be fixed by the Board of Directors of the Company.”

### **Special Business: Ordinary Resolutions**

4. To appoint Shri Mahabir Prasad Sharma (DIN:00175393) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Mahabir Prasad Sharma (DIN:00175393), as an Independent Director on the Board of the Company for a term of five years, effective from 30<sup>th</sup> September, 2014.

5. To appoint Smt. Archana Bajaj (DIN:06957519), as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Archana Bajaj (DIN:06957519), as an independent director on the Board of the Company for a term of five years, effective from 30<sup>th</sup> September, 2014.”

For **REMI SALES AND ENGINEERING LTD.**

### **Regd. Office**

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

Date: 14<sup>th</sup> August, 2014.

**VINOD C. JALAN**  
**DIRECTOR**

### **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 **Tuesday**, the **23<sup>rd</sup> September, 2014** to **Tuesday**, the **30<sup>th</sup> September, 2014**, both days inclusive.

3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode.

In this regard kindly register your email address and changes therein from time to time with the Company/Registrar and Transfer Agent or with the concerned depositories.

4. 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 provide its members facility to exercise their rights to vote at General Meeting. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice of Annual General Meeting, through such e-voting method. 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 details procedure for e-voting is set out below:

**(a) In case of Members receiving an e-mail from NSDL:**

- (i) Open the PDF file ‘ **RSEL-e-Voting.pdf** ’ attached to the e-mail with your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an ‘Initial Password’.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert ‘User ID’ and ‘Initial Password’ as noted in step (i) above and click ‘Login’.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.

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

- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select ‘EVEN(E-voting Event Number)’ of **REMI SALES AND ENGINEERING LIMITED**.
- (viii) Now you are ready for e-voting as ‘Cast Vote’ page opens.
- (ix) Cast your vote by selecting appropriate option and click on ‘Submit’. Click on ‘Confirm’ when prompted.
- (x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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 [rselscrutinizer@gmail.com](mailto:rselscrutinizer@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(b) In case of Shareholders receiving physical copy of the Notice of AGM .**

- (i) Initial Password is provided in the enclosed Form.

EVEN (E-voting Event Number)	User ID	Password/ PIN
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- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

**(c) Other Instructions:**

- i. In case of any queries, you may refer to the ‘Frequently Asked Questions’ (FAQs) and ‘e-voting user manual’ available in the downloads section of NSDL’s e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- ii. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
  - iii. The voting rights shall be as per the number of equity share held by the Member(s) as on **14<sup>th</sup> August, 2014**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
  - iv. The voting period shall commence at 9.00 a.m. on **22<sup>rd</sup> September, 2014** and will end at 5 p.m. on **24<sup>th</sup> September, 2014**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
  - v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
  - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two days of the passing of the resolutions at AGM of the Company.
5. An Explanatory Statement relating to the item of special business set out in item No.4 & 5 accompanies.

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

**Item No. 4 & 5**

With the enactment of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors decided that Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Mahabir Prasad Sharma (DIN:00175393):**

Shri Mahabir Prasad Sharma (DIN:00175393) is commerce graduate and having more than 35 years of experience in account, finance etc. The Company will benefit from his knowledge and experience.

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

Smt. Archana Bajaj is a Graduate from Mumbai University in Economic (Hons.), securing 1<sup>st</sup> 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. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 4 to 5 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

Further, in the opinion of the Board, the proposed appointment of Independent Directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of Independent Directors is independent of the management.

Your Directors commend the resolutions for your approval.

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## DIRECTORS' REPORT

To  
The Members,  
**REMI SALES AND ENGINEERING LIMITED**

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31<sup>st</sup> March, 2014.

(₹ in Lacs)

<b>Financial Results</b>	<b>2013 – 2014</b>	<b>2012 – 2013</b>
Sales	<b>15863.71</b>	19428.00
Other Income	<b>48.12</b>	27.54
	<b>15911.83</b>	19455.54
Profit before Finance Costs, Depreciation and Tax (EBIDTA)	<b>225.81</b>	451.49
Finance Costs	<b>29.97</b>	49.03
Depreciation	<b>35.54</b>	31.72
Taxation	<b>51.00</b>	121.02
Net Profit	<b>109.30</b>	249.72
Balance brought forward	<b>901.79</b>	702.07
	<b>1011.09</b>	951.79
Transfer to General Reserve	<b>10.00</b>	50.00
Net surplus in the statement of Profit & Loss	<b>1001.09</b>	901.79
	<b>1011.09</b>	951.79

### **WORKING:**

The Working of the Company has resulted in the net profit of ₹109.30 Lakhs compared to ₹249.72 Lakhs during previous year. With the new government taking charge, the company is looking for the improvement in economy and business climate. The Company had exposure in NSEL to the extent of ₹893.24 Lakhs out of which it has written of ₹223.31 Lakhs being 25% of total exposure. The Company is watching the developments in the said matter closely in view of the steps taken by EOW of Mumbai Police, legal case in the High Court and steps taken by Govt.

### **DIRECTOR:**

Shri Vinod C. Jalan (DIN:00087424) retires by rotation and is to be re-appointed.

### **AUDITORS:**

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) are eligible to hold the office for a period of three years, upto 2017.

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 37<sup>th</sup> Annual General Meeting, to be scheduled in 2017.

**CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:**

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable.

**FOREIGN EXCHANGE EARNING AND OUTGO:**

Earnings :	Nil
Outgo :	₹ 753.98 Lacs

**PARTICULARS OF EMPLOYEES:**

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits.

**DIRECTORS' RESPONSIBILITY STATEMENT:**

On the basis of compliance certificates received from the concerned executives of the respective Divisions of the Company and subject to disclosures in the annual accounts, as also on the basis of the discussion with the Auditors of the Company from time to time, the Directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors have selected such 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 and of the profit or loss of the company for that period;
- (iii) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities; and
- (iv) the directors have prepared the annual accounts on a going concern basis.

**ACKNOWLEDGEMENT**

Your directors place on record their appreciation for the co-operation received from Company's customers, suppliers, bankers, stakeholders and Govt. Agencies. The Directors also sincerely acknowledge the contribution made by the employees at all levels.

**Regd. Office**

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

Date: 14<sup>th</sup> August, 2014.

**ON BEHALF OF THE BOARD,**

**VINOD C. JALAN  
CHAIRMAN**

## **INDEPENDENT AUDITORS' REPORT**

To,  
The Members of **Remi Sales and Engineering Limited**.

### **Report on the Financial Statements**

We have audited the accompanying consolidated financial statements of **Remi Sales and Engineering Limited** (the company), which comprise the balance sheet as at 31<sup>st</sup> March, 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information. These consolidated financial statements has been prepared after considering financial statement of Head office Mumbai and Branches situated at Ahmedabad, Bangaluru, Kolkata, New Delhi, Chennai, Hyderabad, Kochi, Nagpur, Indore, Kanpur and Margao (Goa). The report on the Accounts of the Branch offices stated above have been audited by branch auditors which was forwarded to us and have been dealt with in preparing our report in the manner considered necessary by us.

### **Management's Responsibility for the Financial Statements**

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position and financial performance of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control 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

### **Auditors' Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

### **Matter of emphasis :**

Without qualifying our report we draw attention to :

The Company has unsettled exposure for various commodities trade through NSEL/broker. NSEL has not been able to discharge payment obligation from August 2013 onwards. The Company has decided to write off Rs. 2,23,30,912/-being 25% of original outstanding and shown as bad dets written off under other expenses. The detailed note on subject is given at note no. 1.9 of Notes to Financial Statements for the year ended 31<sup>st</sup> March, 2014.



**Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. in the case of the balance sheet, of the state of affairs of the company as at 31<sup>st</sup> March, 2014;
- ii. in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii. in the case of the cash flow statement, of the cash flows for the year ended on that date.

**Report on Other Legal and Regulatory Requirements**

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
  - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
  - c. the balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account.
  - d. in our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
  - e. on the basis of written representations received from the directors as on 31<sup>st</sup> March, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

**For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS,  
(Firm Registration No.110560W)**

Sd/-

PLACE : MUMBAI  
DATED : 30<sup>th</sup> May, 2014.

**(M. B. DESAI)  
PARTNER  
Membership Number 33978**

## ANNEXURE TO THE AUDITORS' REPORT

### (Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.  
  
(b) According to the information and explanations give to us, all the assets have not been physically verified by the management during the year but there is 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 Company has not disposed off substantial part of fixed assets during the year.
- ii) (a)The inventory has been physically verified during the year by the management wherever possible. In our opinion, the frequency of verification is reasonable.  
  
(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate wherever applicable / possible in relation to the size of the company and the nature of its business.  
  
(c) In our opinion and according to the information and explanations given to us, the company is maintaining proper records of inventory. 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 except transactions on NSEL plat forum.
- iii) a) In our opinion and according to information and explanations given to us, the Company has not granted loans, secured or unsecured to Companies, Firm or other parties listed in the register maintained under section 301 of the Act and hence sub clause (b), (c) and (d) are not applicable. (e) In our opinion and according to the information and explanations given to us, the Company has not taken any secured or unsecured loans from Companies, firm or other parties listed in the register maintained under section 301 of the Companies Act and hence sub clause (f) and (g)are also not applicable.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedure commensurate with the size of the company and the nature of its business with regard to purchases of inventory, fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) (a) & (b) According to the information and explanations given to us, we are of the opinion that there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- vi) 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 sections 58A and 58AA or any other relevant provisions of the Companies Act,1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.

- vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- viii) As the Company is not a manufacturing Company, the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the companies Act, 1956 are not applicable to it.
- (ix) (a) According to the information and explanations given to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Wealth tax, Custom Duty, Excise Duty, Cess and other material statutory dues applicable to it with appropriate authorities and there were no undisputed arrears as at 31<sup>st</sup> March, 2014 for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, the particulars of dues of Income tax, Wealth tax, Service tax, Sales tax, Custom Duty, Excise Duty and Cess as at 31st March, 2014, which have not been deposited in account of a dispute, are as follows :

<b>Sr. No</b>	<b>Name of the Statute</b>	<b>Assessment Year</b>	<b>Nature of dues</b>	<b>Amount in Rs.</b>	<b>From where dispute is pending</b>
1	The KVAT Act, 2003	2008-09	VAT and Interest	69197	Appellate Tribunal
2	The Delhi Value Added Tax Act, 2004.	2008-09	VAT, Interest and Penalty	5947031	Additional Commissioner, Objection Hearing Authority-II
3	The Kerala Value Added Tax , 2005	2010-11	VAT	57505	The Dy.'Commissioner (Appeals)

- (x) The Company does not have accumulated Losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- xi) In our opinion and according to the information and explanation given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi / mutual benefit fund / society and therefore, the provisions of clauses 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provision of clause 4 (xiv) of the Order are not applicable to the Company.
- (xv) In our opinion the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) According to information and explanations given to us, the Company has not taken any Term Loan during the year.

- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that the no funds raised on short term basis have been used for long term investment.
- (xvii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, the Company has neither issued any debentures during the year nor issued earlier are outstanding.
- (xx) According to the information and explanations given to us, the Company has not raised any money by public issue during the year.
- (xxi) 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 except Commodity related transactions on NSEL plat forum .

***For SUNDARLAL, DESAI AND KANODIA,  
CHARTERED ACCOUNTANTS,  
(Firm Registration Number.110560W)***

***Sd/-***

***(M.B.DESAI)  
PARTNER  
Membership Number 33978***

***PLACE : MUMBAI***

***DATED : 30<sup>th</sup> May, 2014.***

# REMI SALES AND ENGINEERING LIMITED

## BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Notes	Current Year 31.03.2014	Previous Year 31.03.2013
		( Amount in ₹ )	
<b>I. EQUITY AND LIABILITIES:</b>			
<b>(1) Shareholders' Funds</b>			
(a) Share Capital	2	5,702,000	5,702,000
(b) Reserves and Surplus	3	196,829,337	185,899,143
Total - 1		202,531,337	191,601,143
<b>(2) Non-Current Liabilities</b>			
(a) Deferred Tax Liabilities (Net)	4	4,344,278	4,388,646
(b) Other Long term Liabilities	5	9,266,272	9,181,812
Total - 2		13,610,550	13,570,458
<b>(3) Current Liabilities</b>			
(a) Short-Term Borrowings	6	59,768,769	85,886,497
(b) Trade Payables	7	224,633,417	219,684,268
(c) Other Current Liabilities	8	33,582,814	30,427,599
(d) Short-Term Provisions	9	1,818,063	3,058,256
Total - 3		319,803,063	339,056,619
<b>Grand Total ( 1 to 3 )</b>		<b>535,944,950</b>	<b>544,228,220</b>
<b>II. ASSETS:</b>			
<b>(1) Non-Current Assets</b>			
(a) Fixed Assets	10		
(i) Tangible Assets		26,366,780	27,979,906
(ii) Intangible Assets		73,817	192,463
(b) Non-Current Investments	11	2,563,318	2,583,318
(c) Long Term Loans and Advances	12	8,961,412	10,145,112
Total - 1		37,965,327	40,900,799
<b>(2) Current Assets</b>			
(a) Inventories	13	145,657,755	95,282,523
(b) Trade Receivables	14	325,511,121	390,650,036
(c) Cash and Cash Equivalents	15	11,194,086	10,176,257
(d) Short-term Loans and Advances	16	15,529,796	7,045,526
(e) Other Current Assets	17	86,865	173,080
Total - 2		497,979,623	503,327,422
<b>Grand Total ( 1 to 2 )</b>		<b>535,944,950</b>	<b>544,228,220</b>

The accompanying notes are an integral part of the Financial Statements. 1

AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS  
(Firm Registration No.110560W)

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
(M.B. DESAI)  
PARTNER  
Membership No.33978

VINOD C. JALAN  
DIRECTOR  
DIN: 00087424

Sd/-  
MAHABIR PRASAD SHAMRA  
DIRECTOR  
DIN: 00175393

PLACE : MUMBAI  
DATED : 30th May,2014.

## REMI SALES AND ENGINEERING LIMITED

### STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Notes	Current Year 31.03.2014	Previous Year 31.03.2013
		( Amount in ₹ )	
I. Revenue from Operations	18	1,586,371,080	1,942,799,487
II Other Income	19	4,812,483	2,753,630
<b>III Total Revenue (I +II)</b>		<b>1,591,183,563</b>	<b>1,945,553,117</b>
IV <u>Expenses:</u>			
Purchases	20	1,436,400,930	1,782,963,603
Changes in inventories	21	(51,938,796)	(21,679,074)
Employee Benefit Expenses	22	76,432,138	66,695,236
Other Expenses	23	107,797,680	72,423,600
Depreciation and amortization of expenses		3,553,919	3,171,996
Finance Costs	24	2,996,693	4,903,119
<b>Total Expenses</b>		<b>1,575,242,564</b>	<b>1,908,478,480</b>
<b>V Profit before Tax (III - IV)</b>		<b>15,940,999</b>	37,074,637
VI <u>Tax Expense:</u>			
(a) Provision for Current Taxation		5,200,000	12,900,000
(b) Provision for Deferred Tax (Credit)		(44,368)	(766,069)
(c) (Excess)/ Short Provision of taxation of earlier years W/Back		(144,827)	(31,514)
<b>VII Profit/ (Loss) for the Period (VI-VII)</b>		<b>10,930,194</b>	<b>24,972,220</b>
VIII Earning per Equity Share [Nominal Value of Share Rs. 10 ]			
(1) Basic		<b>19.17</b>	<b>43.80</b>
(2) Diluted		<b>19.17</b>	<b>43.80</b>

The accompanying notes are an integral part of the Financial Statements. 1

**AS PER OUR REPORT OF EVEN DATE  
FOR SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS  
(Firm Registration No.110560W)**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Sd/-  
**(M.B. DESAI)**  
**PARTNER**  
Membership No.33978

VINOD C. JALAN  
DIRECTOR  
DIN: 00087424

Sd/-  
**MAHABIR PRASAD SHAMRA**  
**DIRECTOR**  
DIN: 00175393

PLACE : MUMBAI  
DATED : 30th May,2014.

**REMI SALES AND ENGINEERING LIMITED**  
**CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014.**

	2013 - 14	2012 - 13
<b>A CASH FLOW FROM OPERATING ACTIVITIES</b>		
Net Profit before tax and extraordinary items	15,940,999	37,074,637
Adjustment for :		
Depreciation	3,553,919	3,171,996
Interest	2,996,693	4,903,119
Profit on sale of Fixed Assets	-	(14,391)
Gain on Sale of Investments	(3,310,000)	-
Other Income	(1,502,483)	(2,739,239)
	17,679,128	42,396,122
Operating profit before working capital changes		
Adjustment for :		
Trade and other receivables	57,924,560	(127,531,427)
Inventories	(50,375,232)	(19,082,211)
Trade payable and provision	(19,169,099)	95,224,997
Cash Generated frm Operations	6,059,357	(8,992,519)
Interest paid	(2,996,693)	(4,903,119)
Direct tax paid	(5,055,173)	(12,868,486)
Net Cash from Operating Activities ( A )	(1,992,509)	(26,764,124)
<b>B CASH FLOW FROM INVESTING ACTIVITIES</b>		
Purchase of fixed assets	(1,822,145)	(4,139,707)
Sale of fixed assets	-	137,778
Sale of Investments	3,330,000	32,500,000
Interest, Dividend & Other Income	1,502,483	2,739,239
Net cash used in Investing Activities ( B )	3,010,338	31,237,310
<b>C CASH FLOW FROM FINANCING ACTIVITIES</b>		
Proceeds from issue of share capital	-	-
Repayment of long term loans		
Proceeds from short term loans		
Net cash used in Financing Activities ( C )	-	-
Net increase in Cash and Cash Equivalents (A+B+C)	1,017,829	4,473,186
Cash & Cash Equivalents as at (Closing Balance)	11,194,086	10,176,257
Cash & Cash Equivalents as at (Opening Balance)	10,176,257	5,703,071
Net Increase/Decrease in Cash and Cash Equivalents	1,017,829	4,473,186
	-	-

**NOTES :**

1. The Cash Flow has been prepared under the ' Indirect Method ' as setout in Accounting Standard-3 on Cash Flow Statement notified by the Companies (Accounting Standards) Rules, 2006.
2. Figures in brackets represent Outflow.

AS PER OUR REPORT OF EVEN DATE  
For SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS  
(Firm Registration No. 110560W)

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-  
(M.B. DESAI)  
PARTNER  
Membership Number 33978  
PLACE : MUMBAI  
DATE : 30th May,2014

Sd/-  
VINOD C. JALAN      MAHABIR PRASAD SHAMRA  
DIRECTOR              DIRECTOR  
DIN: 00087424      DIN: 00175393

**REMI SALES AND ENGINEERING LIMITED**  
**Notes on Financial Statements for the year ended 31.3.2014**

**NOTE : 1**

**1.1 SIGNIFICANT ACCOUNTING POLICIES :**

**i. Basis of Accounting**

The Financial Statement are prepared under historical cost convention and generally on accrual basis and are in accordance with the requirement of the Companies Act, 1956.

**ii. Fixed Assets**

a) Fixed Assets are stated at their original cost which includes expenditure incurred in the acquisition.

b) Depreciation on fixed assets has been provided on written down value method and depreciation on windmill has been provided on state line method as per the rates prescribed in the Schedule XIV to the Companies Act, 1956. Depreciation on addition / deductions during the year is provided on pro-rata basis.

**iii. Intangible Assets :**

a) Expenditure incurred for acquiring Software is stated at acquisition cost less accumulated amortisation. They are amortised over their useful life not exceeding five years.

b) Goodwill has been amortised in five years.

**iv. Investments**

Long term investments are stated at cost. Provision for temporary fall in market value, if any, is not provided for.

**v. Employee Retirement Benefits**

**1) Post: Employment Employee Benefits**

**a) Defined Contribution Plans**

The Company has Defined Contribution Plan for Post employment benefits in the form of Provident Fund for all employees which is administered by Regional Provident Fund Commissioner Provident Fund is classified as defined contribution plan as the Company has no further obligation beyond making the contributions. The Company's contribution to Defined Contribution Plan is charged to the statement of Profit and Loss as and when incurred.

**b) Defined Benefit Plans**

**Funded Plan:** The Company has defined benefit plan for Post-employment benefit in the form of Gratuity for all employees which is administered through Life Insurance Corporation (LIC).

Liability for above defined benefit plan is provided on the basis of 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.

**2) Other Long-term Employee Benefit:**

Liability for Compensated Absences (unutilized leave benefit) 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 in respect of past service.

**3)** Termination benefits are recognized an expense as and when incurred.



- 4) The actuarial gains and losses arising during the year are recognized in the statement of Profit and Loss of the year without resorting to any amortization.

**vi. Sales**

Sales are net of sales tax, sales returns, claims and discount etc.

**vii. Inventories**

Goods in trade have been valued "At Cost" or market value whichever is less.

**viii. Taxes on Income**

Tax expense for the year comprises of current tax and deferred tax. Current tax provision has been determined on the basis of reliefs, deductions available under the Income Tax Act. Deferred Tax is recognized for all timing differences, subject to the consideration of prudence, applying the tax rates that are applicable on Balance Sheet date.

**ix. Impairment of Assets**

Impairment of assets are assessed at each balance sheet date and loss is recognised wherever the receivable amount of an assets less than its carrying amount.

**x. Foreign Currency Transaction**

- a) Foreign currency transactions are recorded at exchange rate prevailing on the date of transaction.
- b) Foreign currency receivable/payables at the year end are translated at exchange rates applicable as on that date.
- c) Any gains or losses arising due to exchange differences at the time of translation or settlement are accounted for in the statement of Profit & Loss.

**xi. Provisions, Contingent Liabilities and Assets**

Liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty are treated as contingent and disclosed by way of notes on accounts. Contingent assets are neither recognised nor disclosed in the financial statements.

**1.2 Earning per Shares**

	As at 31.03.14	As at 31.03.13
<b><u>Reconciliation of basic and diluted earning per share :</u></b>		
a) Number of Equity shares considered as basic	570200	570200
Weighted average shares outstanding at beginning of the year.		
Add: Number of Equity shares issued during the year	0	0
Number of Equity shares considered as weighted	570200	570200

**Computation of basic & diluted earning per share**

b) Net profit after tax attributable to equity share-holders (in Rupees)	10930194	24972220
c) Basic earnings per equity share of Rs.10/- each (in Rupees)	19.17	43.80
d) Diluted earnings per equity share of Rs.10/-each (in Rupees)	19.17	43.80

### 1.3 **Related parties disclosures:-**

#### 1. (a) **Key Management Personnel** :

Shri Sandeep Kasera

**Note:** Related party relationship is as identified by the Company and relied upon by the Auditors.

**Transactions carried out with related parties referred in above, in ordinary course of business.**

Nature of Transactions	(In Rupees)
	Related Parties Referred in 1(a) above.
<b><u>Expenses</u></b> Salaries	2366840 (2015784)

### 1.4 **Contingent Liabilities not provided for :**

- i) Bank Guarantees given Rs. 56,81,524.00 (P.Y. Rs.47,46,154.00)
- ii) Claim of third party towards rent not acknowledged by Company  
Rs. - NIL - ( P.Y. Rs. 30,07,038.00)
- iii) Sales Tax demand disputed in appeal Rs.60,73,733 /- (P.Y. 59,47,031)
- iv) Bills discounted with State Bank of India  
Rs.- NIL - (P.Y. Rs.23,02,788/-)

1.5 Payment to Micro, Small & Medium Enterprises are made in accordance with the agreed credit terms and to the extent ascertained from available information, there was no amount overdue beyond the period specified in Micro, Small and Medium Enterprises Development Act, 2006.

1.6 Segment Reporting: The Company operates in two segments namely (i) Trading and (ii) Wind Power Generation. Since revenue, result and assets of wind power generation are below the prescribed criteria and hence the same is not treated as reportable segment.

1.7 Value of Imports calculated on CIF basis: Rs.7,46,39,576/- (P.Y. Rs. 32,20,702/-)

1.8 Expenditure in foreign currency - Travelling expenses Rs.4,48,429/- (P.Y. 3,48,767/-)  
- Payment of Imported Material Rs.7,46,39,576/-  
(P.Y. 32,20,702/-)  
- Sales promotion - NIL - (P.Y. Rs. 2,74,963/-)  
- Service maintenance & Installation charges Rs.3,09,930/-  
( P.Y. - NIL - )

1.9 The Company had exposure to National Spot Exchange Limited (NSEL) of Rs.8,93,23,647/- through M/S.Motilal Oswal Commodities Broker Pvt. Ltd. NSEL has not been able to discharge its payment obligation from August 2013 onwards. Economic Office Wing ( EOW ) of Mumbai Police is investigating the matter and NSEL Investors Forum of which Company is a member has also filed writ in Bombay High Court. Based on the information available with the Company it is decided to write off Rs.2.23.30,912/- during the year being 25% of the original outstanding amount during quarter ended 30<sup>th</sup> September, 2013, which has been shown under exceptional item. The Company is hopeful for recovery of balance amount in view of the steps taken by Eow of Mumbai Police, legal case in the High Court and steps taken by Government.

1.10 Disclosures in accordance with Revised AS – 15 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, 2014**

Contribution to Employees' Provident Fund	3637466 (3111646)
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**(B) Defined Benefits Plans:**

(i) Changes in the Present Value of Obligation:

**For the year ended March 31, 2014**

	Gratuity	Leave Encashment	Total
(a) Present Value of Obligation as at April 1, 2013	<b>12995962</b> (10077792)	<b>3180711</b> (2626321)	<b>16176673</b> (12704113)
(b) Interest Cost	<b>1072167</b> (881807)	<b>262409</b> (229803)	<b>1334576</b> (1111610)
(c) Past Service Cost	- (-)	- (-)	- (-)
(d) Current Service Cost	<b>1307779</b> (1220863)	<b>420009</b> (235271)	<b>1727788</b> (1456134)
(e) Benefits Paid	<b>(1371680)</b> <b>(892553)</b>	<b>(474042)</b> (337845)	<b>(1845722)</b> (1230398)
(f) Actuarial (Gain)/Loss	<b>21753</b> (1708053)	<b>24602</b> (427161)	<b>46355</b> (2135214)
(g) Present Value of Obligation as at March 31, 2014.	<b>14025981</b> (12995962)	<b>3413689</b> (3180711)	<b>17439670</b> (16176673)

(ii) Changes in the Fair Value of Plan Assets:

**For the year ended March 31, 2014**

	Gratuity
(a) Present Value of Plan Assets as at April 1, 2013	<b>10001848</b> (8504922)
(b) Expected Return on Plan Assets	<b>958057</b> (816609)
(c) Employer's Contribution	<b>2994114</b> (1572870)
(d) Benefits paid	<b>(1371680)</b> (892553)
(e) Fair Value of Plan Assets as at March 31, 2014.	<b>12582339</b> (10001848)

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

<b>For the year ended March 31, 2014</b>			
	Gratuity	Leave Encashment	Total
(a) Present Value of Funded Obligation as at March 31, 2014	<b>14025981</b> (12995962)	- (-)	<b>14025981</b> (12995962)
(b) Fair Value of Plan Assets as at March 31, 2014	<b>(12582339)</b> (10001848)	-- (-)	<b>(12582339)</b> (10001848)
(c) Present Value of Unfunded Obligation as at March 31, 2014	<b>1443642</b> (2994114)	<b>3413689</b> (3180711)	<b>4857331</b> (6174825)
(d) Net Liability recognized in the Balance Sheet	<b>1443642</b> (2994114)	<b>3413689</b> (3180711)	<b>4857331</b> (6174825)

(iv) Expenses recognized in the statement of Profit and Loss.

<b>For the year ended March 31, 2014</b>			
	Gratuity	Leave Encashment	Total
(a) Current Service Cost	<b>1307779</b> (1220863)	<b>420009</b> (235271)	<b>1727788</b> (1456134)
(b) Past Service Cost	- (-)	- (-)	- (-)
(c) Interest Cost	<b>1072167</b> (881807)	<b>262409</b> (229803)	<b>1334576</b> (1111610)
(d) Expected Return on Plan Assets	<b>(958057)</b> (816609)	- (-)	<b>(958057)</b> (816609)
(e) Net actuarial (Gain)/Loss	<b>21753</b> (1708053)	<b>24602</b> (427161)	<b>46355</b> (2135214)
(f) Employees' Contribution	- (-)	- (-)	- (-)
(g) Total expenses recognized in the Statement of Profit and Loss.	<b>1443642</b> (2994114)	<b>707020</b> (892235)	<b>2150662</b> (3886349)

(v) Percentage of each category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2014.

	<b>Percentage</b>
(a) Government of India Securities	-
(b) Corporate Bonds	(-)
(c) Special Disposal Scheme	-
(d) Equity Shares of Listed Companies	(-)
(e) Property	-
(f) Insurar Managed Funds	(-)
(g) Others	100% (100%)
	-
	(-)

(vi) 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.

(vii) The Actual Return on Plan assets is as follows

(a) Actual return on plan assets	Rs. 958057.00 (816609.00)
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(viii) Following are the Principal Actuarial Assumptions used as at the balance sheet date.

	Gratuity	Leave Encashment
(a) Rate of Interest.	9.25% (8.25%).	9.25% (8.25%).
(b) Salary growth	8.00% (7.50%).	8.00% (7.50%).
(c) Withdrawal late	1% (1%)	1% (1%)
(d) Mortality Rates	LIC(1994-96) - Ultimate Mortality Rate	LIC(1994-96) - Ultimate Mortality Rate

The estimates of future salary increases considered in actuarial valuation takes into account inflation, seniority, promotion and other relevant factors.

1.11 Previous year figures are regrouped, rearranged and reclassified, wherever necessary to confirm with current year presentation.

**REMI SALES AND ENGINEERING LIMITED**

	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 2</b>		
<b>SHARE CAPITAL</b>		
<b>AUTHORISED:</b>		
6,00,000 (600,000) Equity Shares Of Rs. 10/- each	6,000,000	6,000,000
<b>ISSUED, SUBSCRIBED AND FULLY PAID UP :</b>		
5,70,200 ( 5,70,200) Equity Shares of Rs. 10/- each	5,702,000	5,702,000
<b>TOTAL</b>	<b>5,702,000</b>	<b>5,702,000</b>

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.

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 31-03-2014	No. of shares as on 31-03-2013
1	Kuber Kamal Industrial Investments Ltd.	101,800	96,800
2	Bajrang Finance Ltd.	97,000	92,000
3	Remi Securities Ltd.	83,000	93,000
4	Remi Finance & Investment Pvt. Ltd.	45,000	45,000
5	Rajendra Finance Pvt. Ltd.	50,000	50,000
6	Minakshi R. Saraf	33,000	33,000

c) Reconciliation of outstanding Shares at the beginning and at the end of the reporting period :

	No. of shares as on 31-03-2014	No. of shares as on 31-03-2013
Number of Equity Shares at the beginning of the year	570,200	570,200
Number of Equity Shares issued during the year	-	-
Number of Equity Shares at the end of the year	570,200	570,200

Particulars	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 3</b>		
<b>RESERVES AND SURPLUS</b>		
a) <u>Securities Premium account</u>		
As per last Balance sheet.	38,220,000	38,220,000
b) <u>General Reserve:</u>		
Opening Balance	57,500,000	52,500,000
Add: Transferred from surplus balance in statement of profit & loss	1,000,000	5,000,000
<b>Closing Balance</b>	<b>58,500,000</b>	<b>57,500,000</b>
c) <u>Surplus:</u>		
Opening Balance	90,179,143	70,206,923
Add: Profit for the period	10,930,194	24,972,220
Less: Appropriations:		
Transferred to General reserve	1,000,000	5,000,000
<b>Net surplus in the statement of profit &amp; loss</b>	<b>100,109,337</b>	<b>90,179,143</b>
<b>Total Reserves and Surplus</b>	<b>196,829,337</b>	<b>185,899,143</b>
<b>NOTE - 4</b>		
<b>DEFERRED TAX LIABILITIES :</b>		
<b>Deferred Tax Assets</b>		
a) Retirement Benefits	1,107,571	1,031,982
b) Longterm Capital loss	778,034	1,489,226
	1,885,605	2,521,208
<b>Deferred Tax Liabilities</b>		
Depreciation	(6,229,883)	(6,909,854)
<b>Net deferred tax liability on account of timing difference</b>	<b>(4,344,278)</b>	<b>(4,388,646)</b>
<b>NOTE - 5</b>		
<b>LONG TERM LIABILITIES</b>		
Dealers Deposits	6,227,004	6,065,243
Employees retirement benefits	3,039,268	3,116,569
	9,266,272	9,181,812

**REMI SALES AND ENGINEERING LIMITED**

Particulars	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 6</b>		
<b>SHORT TERM BORROWING</b>		
<b>Loans Repayable on Demand:</b>		
<b>Secured Loans:</b>		
From State Bank of India:		
Cash Credit Facility	59,768,769	43,758,673
[Secured by first hypothecation charge on entire current assets consisting of finished goods and receivables. Extension of Equitable Mortgage of land at Brahmanwel, Distt. Dhule, and hypothecation of Windmill. The Loans also guaranteed by two corporate bodies and two individuals.]		
<b>Unsecured Loans:</b>		
Inter-corporate deposits	-	42,127,824
	<b>59,768,769</b>	<b>85,886,497</b>
<b>NOTE - 7</b>		
<b>TRADE PAYABLES</b>	224,633,417	219,684,268
	<b>224,633,417</b>	<b>219,684,268</b>
<b>NOTE - 8</b>		
<b>OTHER CURRENT LIABILITIES</b>		
<b>Other Payables:</b>		
- Advance from Customers	11,051,347	9,227,200
- Other Statutory Dues Payable	10,521,800	11,456,654
- Other Creditors	848,960	1,110,009
- Other Liabilities	11,160,707	8,633,735
	33,582,814	30,427,599
<b>NOTE - 9</b>		
<b>SHORT TERM PROVISION</b>		
<b>For Employee Benefit:</b>		
Provision For Gratuity	1,443,642	2,994,114
Provision For Leave Encashment	374,421	64,142
	<b>1,818,063</b>	<b>3,058,256</b>
<b>NOTE - 11</b>		
<b>NON -CURRENT INVESTMENTS :</b>		
<b>(a) Non Trade &amp; Quoted :</b>		
<b>Investment in Equity Shares-Associate Companies :</b>		
<b>[Fully paid up, Valued at Cost]</b>		
172550 (172550) Equity Shares of Rs. 10/- each of Remi Securities Limited	578,500	578,500
270000 (270000) Equity Shares of Rs. 10/- each of Kuber Kamal Industrial Investments Limited	880,770	880,770
220200 (220200) Equity Shares of Rs. 10/- each of Bajrang Finance Limited	694,620	694,620
21400 (21400) Equity Shares of Rs. 10/- each of Remi Edelstahl Tubulars Limited	57,428	57,428
36680 (36680) Equity Shares of Rs. 10/- each of Remi Electrotechnik Limited	55,000	55,000
<b>(b) Non Trade &amp; Unquoted :</b>		
<b>Investment in Equity Shares-Associate Companies :</b>		
<b>[Fully paid up, Valued at Cost]</b>		
600 (600) Equity Shares of Rs. 10/- each of Remi International Limited	3,000	3,000
10000 (10000) Equity Shares of Rs. 10/- each of Vishwakarma Job Works Private Limited	-	20,000
14000 (14000) Equity Shares of Rs. 10/- each of Rajendra Finance Private Limited	147,000	147,000
14000 (14000) Equity Shares of Rs. 10/- each of Remi Finance & Investment Private Limited	147,000	147,000
	<b>2,563,318</b>	<b>2,583,318</b>
Aggregate Cost of Quoted Investments	2,266,318	2,266,318
Aggregate Cost of Unquoted Investments	297,000	317,000
Aggregate Market Value of Quoted Investments	9,805,602	9,888,573

## FIXED ASSETS:

Description of Assets	Gross Block				Depreciation Block				Net Block		
	As at	Additions	Deduction	As at	Up to	Provided	Deduction	Up to	As at	As at	
	1.04.13	During yr.	During yr.	31.03.14	31.03.13	During Yr.	During yr.	31.03.14	31.03.14	31.03.13	
Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
<b>TANGIBLE ASSETS</b>											
Plant & Machinery	529346	-	-	529346	509265	2874	-	512139	17207	20081	
Wind Mill	35535453	-	-	35535453	13596546	1876272	-	15472818	20062635	21938907	
Dies & Moulds	1072426	81,600	-	1154026	700026	113196	-	813222	340805	372401	
Office Equipments	1297473	383952	-	1681425	745971	103512	-	849483	831942	551502	
Testing Equipments	8147	-	-	8147	8147	0	-	8147	-	-	
Air Conditioners	565255	-	-	565255	157996	56649	-	214645	350610	407259	
Generators	131615	-	-	131615	88197	6040	-	94237	37378	43418	
Computers	4170735	399142	-	4569877	3157885	485840	-	3643725	926152	1012850	
Furniture & Fixture	3890240	940351	-	4830591	2129887	350057	-	2479944	2350646	1760352	
Electrical Installation	238662	-	-	238662	145962	12894	-	158856	79806	92700	
Motor Cars	3343765	-	-	3343765	1579021	456892	-	2035913	1307852	1764744	
Motor Cycle	367996	-	-	367996	354258	3556	-	357814	10182	13738	
Bicycles	9975	-	-	9975	8017	392	-	8409	1566	1958	
Motor Tempo	-	-	-	-	-	-	-	-	-	-	
<b>Sub Total (a)</b>	<b>51161088</b>	<b>1805045</b>	<b>-</b>	<b>52966133</b>	<b>23181179</b>	<b>3468174</b>	<b>-</b>	<b>26649353</b>	<b>26316780</b>	<b>27979913</b>	
<b>INTANGIBLE ASSETS</b>											
Goodwill	250000	-	-	250000	150000	50000	-	200000	50000	100000	
Computer Software	322223	17100	-	339323	229761	35745	-	265506	73817	92462	
<b>Sub Total (b)</b>	<b>572223</b>	<b>17100</b>	<b>-</b>	<b>589323</b>	<b>379761</b>	<b>85745</b>	<b>-</b>	<b>465506</b>	<b>123817</b>	<b>192462</b>	
<b>Grand Total (a+b)</b>	<b>51733311</b>	<b>1822145</b>	<b>-</b>	<b>53555456</b>	<b>23560939</b>	<b>3553919</b>	<b>-</b>	<b>27114858</b>	<b>26440597</b>	<b>28172375</b>	
<b>PREVIOUS YEAR</b>	<b>48349742</b>	<b>4139707</b>	<b>756138</b>	<b>51733311</b>	<b>21021700</b>	<b>3171997</b>	<b>632751</b>	<b>23560945</b>	<b>28172369</b>	<b>27328050</b>	



**REMI SALES AND ENGINEERING LIMITED**

Particulars	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 12</b>		
<b>LONG -TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
Security Deposits	8,961,412	10,145,112
	<b>8,961,412</b>	<b>10,145,112</b>
<b>NOTE - 13</b>		
<b>INVENTORIES</b>		
( As per Inventory taken, valued and certified by management)		
Stock in Trade	77,645,049	86,343,410
Stock in Transit (Including Transit at Branches Rs.7375551/-)	68,012,706	8,939,113
<b>TOTAL</b>	<b>145,657,755</b>	<b>95,282,523</b>
<b>NOTE - 14</b>		
<b>TRADE RECEIVABLE</b>		
(Unsecured and considered good)		
Outstanding Over Six Months	102,405,573	11,069,435
Less : Baddebts written off	23,053,919	380,201
Less : Provision for Doubtful debts	760,020	-
	78,591,634	10,689,234
Others	246,919,487	379,960,802
<b>TOTAL</b>	<b>325,511,121</b>	<b>390,650,036</b>
<b>NOTE - 15</b>		
<b>CASH AND BANK BALANCES:</b>		
<b>CASH AND CASH EQUIVALENTS:</b>		
(a) Balance with Banks:		
-On current account	8,150,028	8,408,998
(b) Cash on Hand	556,936	703,730
	8,706,964	9,112,728
<b>OTHER BANK BALANCES:</b>		
(a) Fixed Deposits with maturity of more than 3 months and less than 12 months ( Pledged with SBI as Margin on B/G & L/C)	2,100,000	748,328
(b) Fixed Deposits with maturity of more than 12 months ( Pledged with bank as Margin against B/G & L/C)	387,122	315,201
	2,487,122	1,063,529
<b>TOTAL</b>	<b>11,194,086</b>	<b>10,176,257</b>
<b>NOTE - 16</b>		
<b>SHORT TERM LOANS AND ADVANCES</b>		
(Unsecured and considered good)		
(a) Advances recoverable in cash or in kind for value to be received	11,209,804	2,120,010
(b) Short term loans given to others	76,627	74,947
(c) Prepaid Expenses	127,769	166,166
(d) Advance to Staff	649,827	764,217
(e) Earnest money & Deposits	172,310	68,539
(f) Advances Given	696,600	1,844,291
(g) Taxation (Net of tax provision) :	1,228,543	474,623
(h) Balance with Sales tax authorities	1,368,316	1,532,733
	<b>15,529,796</b>	<b>7,045,526</b>
<b>NOTE - 17</b>		
<b>OTHER CURRENT ASSETS</b>		
Interest accrued on fixed deposits	86,865	173,080
<b>TOTAL</b>	<b>86,865</b>	<b>173,080</b>

**REMI SALES AND ENGINEERING LIMITED**

PARTICULARS	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 18</b>		
<b>REVENUE FROM OPERATIONS:</b>		
(a) <u>Sale of Products:</u>		
Sale of Engineering & Electrical goods	1,105,706,734	1,072,203,549
Sale of Steel Goods	7,166,260	0
Sale of Agro Commodities	448,008,647	848,464,946
Sale of Power	5,762,187	5,531,954
	<b>1,566,643,828</b>	<b>1,926,200,449</b>
(b) <u>Other Operating Revenues:</u>		
Commission received	3,985,901	3,907,460
Service & Installation charges	15,741,351	12,691,578
	19,727,252	16,599,038
<b>Revenue from operations</b>	<b>1,586,371,080</b>	<b>1,942,799,487</b>
<b>Details of Sale of traded goods</b>		
1. Sale of Electric Motors	114,525,975	151,378,438
2. Sale of Electric Fans	510,398,594	520,314,008
3. Sale of Scientific & Laboratory Instruments	468,702,193	388,252,846
4. Sale of Wind Power	5,762,187	5,531,954
5. Sale of Agro Commodities	448,008,647	848,464,946
6. Sale of Steel Goods	7,166,260	-
7. Others	12,079,972	12,258,257
	<b>1,566,643,828</b>	<b>1,926,200,449</b>
<b>NOTE - 19</b>		
<b>OTHER INCOME</b>		
Sundry Credit Balance W/back	652,693	2,070,626
Profit on Sale of Fixed Assets	-	14,391
Short Term Capital Gain	-	291,926
Long Term Capital Gain	3,310,000	-
Servicetax setoff Received	-	63,726
Miscellaneous Income	849,790	312,961
	<b>4,812,483</b>	<b>2,753,630</b>
<b>NOTE - 20</b>		
<b>PURCHASES</b>		
Purchase during the year	1,436,400,930	1,782,963,603
	1,436,400,930	1,782,963,603
<b>Details of purchase of traded goods</b>		
1. Purchase of Electric Motors	108,898,603	144,898,446
2. Purchase of Electric Fans	436,129,328	468,691,190
3. Purchase of Scientific & Laboratory Instruments	372,796,926	324,891,210
4. Purchase of Agro Commodities	442,571,390	836,469,510
5. Purchase of Steel Goods	67,665,993	-
6. Others	8,338,690	8,013,247
	<b>1,436,400,930</b>	<b>1,782,963,603</b>
<b>NOTE - 21</b>		
<b>CHANGES IN INVENTORIES:</b>		
Inventories at the end of the year	138,282,204	86,343,410
Inventories at the beginning of the year	86,343,408	64,664,336
	<b>(51,938,796)</b>	<b>(21,679,074)</b>
<b>NOTE - 22</b>		
<b>EMPLOYEES BENEFIT EXPENSES :</b>		
Salaries, wages and bonus etc.	70,251,210	59,057,646
Contribution to PF, ESIC, Gratuity & Other funds	5,410,158	6,883,591
Staff welfare expenses	770,770	753,999
	<b>76,432,138</b>	<b>66,695,236</b>

**REMI SALES AND ENGINEERING LIMITED**

PARTICULARS	Current Year 31.03.2014	Previous Year 31.03.2013
	( Amount in ₹ )	
<b>NOTE - 23</b>		
<b>OTHER EXPENSES :</b>		
<b>Adminstrative,Selling &amp; Other Expenses :</b>		
Rent	10,054,733	8,051,270
Rates and taxes	231,843	274,999
Packing Freight & Forwarding	20,750,751	19,541,459
Insurance	254,175	255,531
Repairs & Maintenance-windmill	1,071,058	867,587
Repairs & Maintenance-Others	1,178,894	1,927,624
Royalty	1,568,402	1,536,935
Postage & Courier charges	833,388	944,611
Telephone Expenses	2,565,532	2,326,426
Travelling Expenses	14,128,037	12,184,789
Conveyance Expenses	3,960,802	3,313,977
Printing & Stationery	2,120,600	1,145,522
Vehicle Running & Maintenance expenses	1,209,558	1,023,432
Advertisement & Sales promotion	4,590,479	4,890,007
Director sitting fees	10,000	9,500
Commission & Brokerage	6,945,128	3,847,742
Legal and professional fees	2,212,261	1,510,512
Loss on Foreign Currency translation	1,225,779	3,092
Bad Debts Written off	23,053,919	380,201
Provision for Doubtful debts	760,020	-
Service charges	4,376,016	3,684,599
Discount Allowed	53,301	45,680
Bank Charges	573,190	609,049
<b>Payment to auditors:</b>		
(a) <b>As auditors:</b>		
Audit fee	336,802	327,375
(b) <b>In other capacity:</b>		
Other services	99,175	89,931
Listing fees	16,854	16,854
Depository Charges	13,482	13,482
Professional Tax	9,400	9,400
Electricity & Water Expenses	1,428,889	1,334,551
Donation	362,000	321,000
VAT & CST paid	137,019	24,191
Service tax GTA	204,487	136,095
Miscellaneous Expenses	1,461,706	1,776,178
<b>Total</b>	<b>107,797,680</b>	<b>72,423,600</b>
<b>NOTE - 24</b>		
<b>FINANCE COSTS :</b>		
Interest on Working capital	3,469,441	1,963,632
Interest to others	1,499,586	3,562,936
Bank Commission & Charges	320,252	482,157
	5,289,279	6,008,725
Less: Interest received.	2,292,586	1,105,606
<b>TOTAL</b>	<b>2,996,693</b>	<b>4,903,119</b>

Signature to Note "1" to "24"

**FOR SUNDARLAL, DESAI & KANODIA,  
CHARTERED ACCOUNTANTS  
(Firm Registration No.110560W)**

**FOR AND ON BEHALF OF BOARD OF DIRECTORS**

Sd/-  
**(M.B. DESAI)**  
**PARTNER**  
**Membership No.33978**

**VINOD C. JALAN**  
**DIRECTOR**  
**DIN: 00087424**

Sd/-  
**MAHABIR PRASAD SHAMRA**  
**DIRECTOR**  
**DIN: 00175393**

PLACE : MUMBAI  
DATED : 30th May,2014.



# REMI SALES AND ENGINEERING LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
CIN: L31100MH1980PLC022314, Web.: www.remigroup.com, Email: rse\_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 **34<sup>th</sup> ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Tuesday, the 30<sup>th</sup> September, 2014**, at 2.30 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 **34<sup>th</sup> Annual General Meeting** of the Company, to be held on **Tuesday, the 30<sup>th</sup> September, 2014**, at 2.30 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:

### Resolution

No.	Description
1.	Consideration of Financial Accounts for the year ended 31 <sup>st</sup> March, 2014 and the Directors' and Auditors' Reports thereon.
2.	Re-appointment of Shri Vinod C. Jalan as director, who retires by rotation.
3.	Appointment of M/s. Sundarlal, Desai & Kanodia as Auditors of the Company.
4.	Appointment of Shri Mahabir Prasad Sharma as an Independent Director of the Company for a term of five years.
5.	Appointment of Smt. Archana Bajaj as an Independent Director of the Company for a term of five years.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2014.

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 and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## REMI SALES AND ENGINEERING LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063  
CIN: L31100MH1980PLC022314, Web.: www.remigroup.com, Email: rse\_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 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 **Tuesday**, the **30<sup>th</sup> September, 2014**, at **2.30 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:

<b>EVEN (E-voting Event Number)</b>	<b>User ID</b>	<b>Password/ PIN</b>
101005		

The e-voting facility will be available during the following voting period:

<b>Commencement of e-voting</b>	<b>End of e-voting</b>
From 9.00 a.m. of <b>22<sup>nd</sup> September, 2014</b>	Upto 5 p.m. of <b>24<sup>th</sup> September, 2014</b>

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 **Tuesday**, the **30<sup>th</sup> September, 2014**.

## **INSTRUCTIONS FOR E-VOTING**

Members are requested to follow the instructions below to cast their vote through 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 noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for 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 "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **REMI SALES AND ENGINEERING LIMITED**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (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. 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 **[rselscrutinizer@gmail.com](mailto:rselscrutinizer@gmail.com)** with a copy marked to **[evoting@nsdl.co.in](mailto: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](mailto:evoting@nsdl.co.in)**.

### **Registered & Corporate Office:**

REMI HOUSE  
Plot No.11, Cama Industrial Estate,  
Goregaon (E) Mumbai – 400 063  
Ph. No.022-4058 9888  
Fax No.022-2685 2335  
Email: [rmi\\_igrd@remigroup.com](mailto:rmi_igrd@remigroup.com)

### **Registrar and Share Transfer Agent:**

Bigshare Services Private Limited  
Unit: **REMI SALES AND ENGINEERING LTD.**  
E-2&3, Ansa Industrial Estate,  
Saki Vihar Road, Andheri (E)  
Mumbai – 400 072  
Ph. No.:022-2847 0652/ 4043 0200  
Fax No.:022-2847 5207  
Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

**REMI GROUP**