

47TH ANNUAL REPORT 2019 - 20

REMI SECURITIES LIMITED

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

Board of Directors:	<p>Shri Sanjay Maheshwari</p> <p>Shri Pramod C. Jalan</p> <p>Shri Bhagirath Singh</p> <p>Smt. Anita Bhartiya</p>	<p>Whole-Time Director & Chief Financial Officer</p> <p>Director</p> <p>Independent Director</p> <p>Independent Director</p>
Company Secretary:	Ms. Poonam Jangid	
Bankers:	STATE BANK OF INDIA	
Auditors:	<p>M/s. Shankarlal Jain & Associates LLP, Chartered Accountants, 12, Engineering Building, 265, Princes Street, Mumbai- 400 002</p>	
Registered Office:	<p>REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335</p>	
CIN:	L65990MH1973PLC016601	

NOTICE

To
The Members,

REMI SECURITIES LIMITED

NOTICE is hereby given that the 47th Annual General Meeting of the Company will be held on **Tuesday, the 29th September, 2020**, at 1.00 P.M. (IST) via two-way Video Conferencing ('VC') facility or other audio visual means ('OAVM') to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2020, together with the reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Shri Pramod C. Jalan (DIN:00087437) as Director, who retires by rotation.

Special Business: Special Resolution

3. To re-appoint Shri Sanjay Maheshwari (DIN: 00168911) as Whole-Time Director (Key Managerial Personnel) of the Company.

"RESOLVED THAT Shri Sanjay Maheshwari (DIN: 00168911) be and is hereby re-appointed as the Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years from the 1st October, 2020, to manage the affairs of the Company, on the following terms and conditions:

- i) Basic Salary Rs.42,000/- per month.
- ii) House Rent Allowances Rs.21,000/- per month
- ii) Special Allowance Rs.21,000/- per month.
- iii) Transport Allowance Rs.1,600/- per month
- iiii) Medical Allowance Rs.1,250/-per month
- ivi) Conveyance Allowance Rs.3,000/-per month.
- vi) Leave Travel Allowance Rs.3,500/- per month.
- vii) Education Allowance Rs.3,500/-per month
- viii) Bonus as per the rules of the Company.
- viii) Leave as per the rules of the Company.
- ixi) Gratuity as per the rules of the Company.
- xi) Reimbursement of telephone expenses and petrol expenses at actuals.

"FURTHER RESOLVED THAT the Board of Directors of the Company shall have power to grant increments to the Whole-Time Director within a limit of 15% of the total emoluments of the previous financial year."

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

Regd. Office

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

Date: 24th August ,2020

Sd/-

SANJAY MAHESHWARI
WHOLE-TIME DIRECTOR
(DIN: 00168911)

NOTES:

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") permitted the holding of the Annual

General Meeting (“AGM”) through VC/OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM.

2. As this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 22nd September, 2020** to **Tuesday, the 29th September, 2020**, both days inclusive.
4. The attendance of the members attending the AGM through VC/OVAM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
5. All the documents referred to in the accompanying Notice and Explanatory Statements, shall be available for inspection through electronic mode basis the request being sent on till the date of AGM.
6. 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.

7. **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 rs_igrd@remigroup.com or by submitting a duly filled in “E-mail Registration Form” available on the website of the Company, or to M/s. Bigshare Services Private Limited or with the concerned depositories.

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies(Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the Listing Regulations, the Company has provided a facility to the Members to exercise their votes electronically through the electronic means. The facility of casting the votes using an electronic voting system (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). In addition, the facility for voting through electronic voting system shall also be made available during the AGM. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. Members who have voted through remote e-voting shall be eligible to attend the AGM, however, they shall not be eligible to vote at the meeting. The instructions for remote e-voting and e-voting at AGM are annexed to the Notice.
9. As per Regulation 40 of the Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrar and Transfer Agents.(RTA)

10. Shri Kamlesh Rajoria , Practicing Company Secretary , Kamlesh Rajoria & Associates , has been appointed as the Scrutiniser to scrutinize the remote e-voting including e-voting during the AGM process in a fair and transparent manner. The Members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again. The scrutiniser shall first count the votes casted electronically at the meeting and there after unblock the votes cast through remote e-voting and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinisers' report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting forthwith.
11. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained depositories as on the cut-off date i.e., **Tuesday, September 22, 2020** only shall be entitled to avail the facility of remote e-voting as well as e-voting at the AGM. The remote e-voting period commences from **Thursday, September 24, 2020 (9.00 a.m. IST) and ends on Monday, September 28, 2020 (5.00 p.m. IST)**. The instruction for remote e-voting and Voting during AGM is detailed out in the Annexure to this AGM Notice. During this period, Members holding shares either in physical form or in dematerialised form, as **on Tuesday, September 22, 2020** i.e., cut-off date, may cast their vote electronically. Once the vote on a resolution is cast by the Members, the Member shall not be allowed to change it subsequently.

12. **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC**

1. Member will be able to attend the AGM through VC/OAVM of AGM provided by NSDL at <https://www.evoting.nsdl.com> by using their remote e-voting login credentials and selecting the EVEN for Company's AGM. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further, Members can also use the OTP based login for logging into e-voting system of NSDL.
2. The Facility of joining the AGM through VC/OAVM shall open 15minutes before the time scheduled for the AGM The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis
3. Members who need assistance before or during the AGM, can contact NSDL on evoting@nsdl.co.in / 1800-222-990 or contact Mr. Amit Vishal, Senior Manager – NSDL at amitv@nsdl.co.in/ + 91 22 24994360/ + 91 9920264780 or Mr. Sagar Ghosalkar, Assistant Manager – NSDL at sagar.ghosalkar@nsdl.co.in / 022-24994553 / + 91 9326781467

13. **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.nsd.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***

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.nsd.com.
- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsd.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.
9. **Procedure for E- Voting on the day of the AGM:**
 - i) Only those members who will be present in the AGM through VC / OAVM facility and have not cast their Vote on the Resolutions by remote e-voting prior to the AGM shall be entitled to cast their vote through e-voting system at the AGM.
 - ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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) to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting and e-voting at AGM who are authorized to vote, to the Scrutinizer by e-mail to **secscrutinizer@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**
4. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to (Company email id).

In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (Company email id).

5. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.

Members are encouraged to join the Meeting through Laptops for better experience.

Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

Shareholders, who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at (company email id). The same will be replied by the company suitably.

14. Non-resident Indian shareholders are requested to inform immediately about the following to the Company or its Share Transfer Agent or the concerned Depository Participant, as the case may be:
 - a. The change in the residential status on return to India for permanent settlement.
 - b. The particulars of the NRE Account with a Bank in India, if not furnished earlier.
15. 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 **22nd September, 2020**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
16. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **22nd September, 2020** 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.
17. 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.).

18. The results declared along with the report of the Scrutiniser shall be placed on the website of the Company at the www.remigroup.com and on the website of NSDL after the declaration of result by the Chairman or a person authorised by him in writing. The results shall also be forwarded to the BSE Limited where the shares of the Company are listed.
19. Since the AGM will be held through VC/OAVM, the Route map is not annexed in the Notice.
20. An Explanatory Statement relating to the item of special business set out in item Nos. 3.

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

Item No. 3

Pursuant to Section 203 of the Companies Act, 2013, Shri Sanjay Maheshwari (DIN: 00168911) to be re-appointed as Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years, with effect from the 1st October, 2020, 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 aforesaid Resolution.
- (iv) Additional information are as under:-

I. General Information:

- (1) Nature of Industry : Investment Company
- (2) Commencement of commercial production : ---
- (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.60.76 Lakhs and net loss of Rs.24.04 Lakhs, for the financial year ended 31st March, 2020.
- (5) Foreign investments or collaborations : None

II. Information about the Appointee:

Shri Sanjay Maheshwari (DIN:00168911) (56) is a commerce graduate from the University of Rajasthan. He has more than 25 years of experience in field of finance, administration and accounts. He does not hold any shares in the Company He is on the Board of Skyrise Mercantile Limited Vishwakarma Job Works Limited, and Quality Jobworks Private Limited. The Company will benefit from his knowledge and experience.

- 1) Past remuneration : Rs.42,000/- per month
- 2) Recognition or awards : ----
- 3) Job profile and his suitability : He has experience in field of finance, administration and accounts.
- 4) Remuneration Proposed : As set out in the aforesaid Resolution.

5) Comparative Remuneration profile : In similar Companies, this package is the norm.

6) Pecuniary relationship : None

III. Other information

- : (i) Reason for inadequate profit: Due to slow down in the economy in General.
(ii) Steps taken for Improvement: The Company has taken various steps for cost cutting.
(iii) It is impractical to measure the productivity and profits due to volatility in the market.

IV. Disclosure

:

- (1) Remuneration Package : Set out in the aforesaid Resolution
(2) Report under the heading 'Corporate Governance' in Directors' Report:
Compliance with Corporate Governance provisions are not applicable to the Company.

Shri Sanjay Maheshwari is to be deemed to be interested in this item of business.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI SECURITIES LIMITED

The Directors are pleased to present herewith the audited accounts of the Company for its financial year ended 31st March, 2020.

The financial results are:

	(Rs. In Lakhs)	
Financial Results	2019 -20	2018 - 19
Gross Income	<u>61.09</u>	<u>64.53</u>
Net Profit/(Loss)	(24.04)	50.07
Other comprehensive income	<u>(536.51)</u>	<u>8.08</u>
Net Profit (including other comprehensive income)	(560.55)	58.15
Balance brought forward	<u>894.68</u>	<u>851.53</u>
	<u>334.13</u>	<u>909.68</u>
Transfer to Special Reserve under 45 IC of the RBI Act, 1934.	--	15.00
Net surplus in the Statement of Profit & Loss	<u>334.13</u>	<u>894.68</u>
	334.13	909.68

OPERATIONS :

The Company achieved income of Rs.61.09 Lakhs during the year as against Rs.64.53 Lakhs in previous year. The Company has incurred a loss of Rs.24.04 Lakhs during the year as compared to profit of Rs.50.07 Lakhs during previous year.

There are no amount to be transferred to reserve. There are no changes in the Share capital during the year.

The Board of Directors expresses their inability to declare any dividend

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

PERFORMANCE AND FINANCIAL- Consolidated Audited Financial Statement

During the year, the Company has earned net loss of Rs.6.53 Lakhs compared to net profit of Rs.69.29 lakhs of the previous year

AOC-1-Part B is enclosed as part of Balance sheet to highlight the Performance of Associate Companies.

DIRECTORS:-

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT:

Shri Pramod C. Jalan (DIN:00087437), retires by rotation and is to be re-appointed.

Shri Pramod Jalan (60) a graduate, has vast experience in the field of marketing and administration. He has work experience of more than 31 years in this field. His involvement with the Company is beneficial to the Company and stakeholders. He was first appointed on the Board of Directors w.e.f. 01/03/2008. He is member of Stakeholders Relationship Committee of the Company. He attended 5 (Five) Board Meeting during the Year 2019-20.

INDEPENDENT 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 SEBI (Listing Obligations and Disclosure

Requirements) Regulation, 2015. The Board of Directors confirm that the independent directors of the Company fulfill the conditions specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and are independent of the management of the company. There is no relationship between the Directors inter-se.

BOARD MEETINGS:

During the year, 5 (Five) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act.

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.

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

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 44th annual general meeting till the conclusion of the 49th 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, 2020 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors.

SECRETARIAL AUDITOR:

Shri Kamlesh Rajoria, Practicing Company Secretary, Kamlesh Rajoria & Associates, was appointed to conduct the secretarial audit of the Company for the financial year 2020-21, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2019-20 forms part of the Annual Report as "**Annexure - A**" 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:

Pursuant to provisions of The Companies Act, 2013, 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, following are the transaction with any person or promoter/ promoters group holding 10% or more shareholding.

Name of Related Party	Loan Received	Interest Paid
Rajendra Finance Private Limited	50.00 Lakhs	0.09 Lakhs
Remi Finance and Investment Private Limited	150.00 Lakhs	0.26 Lakhs

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 24 to the 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:

All efforts are being made to conserve energy.

- i. the steps taken or impact on conservation of energy; :
- ii. the steps taken by the company for utilising alternate sources of energy; :
- iii. the capital investment on energy conservation equipments; :

(B) Technology absorption:

- i. the efforts made towards technology absorption; :
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; :
- 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; :
 - (b) the year of import; :
 - (c) whether the technology been fully absorbed; :
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and :
- iv. the expenditure incurred on Research and Development :

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

FOREIGN EXCHANGE EARNINGS AND OUTGO:

During the year under review, there were no foreign exchange earnings and outgo.

AUDIT COMMITTEE:

The Audit Committee comprises of Shri Bhagirath Singh, Shri Sanjay Maheshwari and Smt. Anita Bhartiya.

RISK MANAGEMENT:

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

PERFORMANCE EVALUATION OF INDEPENDENT DIRECTORS, 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.

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. 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) and 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.

CORPORATE GOVERNANCE REPORT:

Kindly note that the pursuant to Regulation 15 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company as paid up equity share capital the Company does not exceed Rupees Ten Crores and net worth does not exceed Rupees Twenty Five Crores as on the Financial year ended 31st March, 2020.

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 2020, 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 2020 and of the loss 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 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.

ON BEHALF OF THE BOARD

Registered Office:

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

Dated: 24th August ,2020

Sd/-

SANJAY MAHESHWARI
CHAIRMAN
(DIN: 00168911)

MANAGEMENT DISCUSSION AND ANALYSIS:-

a) Industry structure and developments

During the year under review some major financial companies defaulted thereby affecting liquidity in the markets. NBFCs too witnessed decline in disbursements and margin contraction due to decline in demand and economic slowdown. Above all Covid -19 pandemic has badly affected the the economy. The interest rates are headed downward and there is ample liquidity in the Banking system. The Monsoons are expected to be normal in the current year and rural demand is by and large intact which is helping agri related businesses.

b) Opportunities and Threats

Your Company being an investment Company seeks opportunities in the capital market. The volatility in stock indices in the financial year under report represents both an opportunity and challenge for the Company. Capital market activities in which most of our activities depend on is also influenced by global events happening in the US, Europe & China and above all by Covid-19 pandemic and hence there is an amount of uncertainty in the near term outlook of the market. With the Government of India policy of Aatmanirbhar Bharat and focus of indigenous manufacturing and infrastructure ,the capital market prospects would improve significantly.

c) Segment-wise Performance

The Company is engaged in investment activities and other financial services during the year under review, hence the requirement of segment-wise reporting is considered irrelevant.

d) Outlook

We continue to see a significant opportunity in the market and will use periods of interim weakness as investment opportunities for long term.

e) Risks and Concerns

The performance of the Company is dependent on the capital markets for its returns. Even though it is envisaged that Indian stock market will continue to do well, global concerns can result in sharp corrections.

f) Internal Control Systems and their adequacy:

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

g) Financial Performance:

The Financial Performance of the Company was under pressure during the year due to slow down in manufacturing sector, Indian economy as a whole and capital goods industry in particular and consequently fall in interest rate and financial market. Moreover, due to Covid-19 pandemic, the financial markets are very volatile and uncertain.

h) Human Resources/ Industrial Relations:

The Company has maintained good industrial relations and has maintained harmonious relations with the employees.

i) 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.

j) Details of significant changes in Key Financial Ratios:

There is no significant change in key financial ratios as compared to the ratios of previous financial year except following:

Sr. No.	Particulars	2019-20	2018-19	Remarks
1)	Debtors Turnover	151.90	7.75	The Debtors Turnover has increased in during year compared to previous year due to substantial decrease in sundry debtors, due to recovery on time.
2)	Interest Coverage Ratio	Negative	27.56	The Interest Coverage Ratio has been negative during the year due to substantial fall in valuation of stock in trade due to Covid-19 pandemic.
3)	Current Ratio	58.42	15.35	The Current Ratio has improved in FY-20 due to repayment of borrowing.
4)	Net Profit Margin	Negative	77.59	The Net Profit Margin has been negative during the year due to substantial fall in valuation of stock in trade due to Covid-19 pandemic.
5)	Return on Net Worth	Negative	2.43	The Return on Net Worth has been negative during the year due to substantial fall in valuation of stock in trade due to Covid-19 pandemic.

Form No. MR-3

Secretarial Audit Report

(For the Financial year ended **31st March, 2020**)

[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 SECURITIES LIMITED
L65990MH1973PLC016601
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 SECURITIES 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, 2020**, 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 SECURITIES LIMITED** ("**The Company**") for the Financial year ended on **31st March, 2020** 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; (**not applicable to the Company during audit period**);
- 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**);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (**not applicable to the Company during audit period**);

Contd... 2

(2)

- 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.
- iv. The Company appointed Ms. Poonam Jangid, Company Secretary as Compliance Officer with effect from 1st January, 2019.

In the situation of COVID-19 pandemic and resultant lockdown, I have conducted the Secretarial Audit based upon the documents/ information received online and through other digital mode from Company.

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 : 20th August, 2020

INDEPENDENT AUDITORS' REPORT

To,

The Members of **REMI SECURITIES LIMITED.**

Report on the Standalone Financial Statements

Opinion

We have audited the financial statements of **REMI SECURITIES LIMITED ("the Company")**, which comprise the balance sheet as at March 31, 2020, 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, 2020, 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 2020,
- b. In the case of the statement of profit and loss, of the Loss (financial performance including other comprehensive income), 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 our report. We are independent 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 our 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 in forming 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 have 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.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements maybe influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of our work; and (ii) to evaluated the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of mist significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstance, We determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

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 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, 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 :
 - h.
 - 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/-

UDIN:
PLACE : MUMBAI
DATED : 30TH JULY, 2020

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

ANNEXURE - "A" 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) The Company does not own any fixed assets.
- (ii) The Company is a NBFC, primarily engaged in nonbanking financial services. Accordingly, it does not hold any physical inventories except shares, which have been physically verified by the management.
- (iii) The Company has granted loan to corporates 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 bodies 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 loans granted to the bodies 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 section 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (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) The Company engaged in the business of NBFC and therefore the provisions relating to maintenance of cost records are not applicable.
- (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, Investor Education Protection Fund, Employees' State Insurance, Income tax, G S T, Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2020 for a period of more than six months from the date they become payable.

- (b) According to the information and explanations given to us, there were no disputed statutory dues of Income tax, G S T and Cess as at 31st March, 2020 except income tax liability of Rs.10,48,725/-, Rs.32,51,810/- and Rs.5,44,091/- under appeal for Assessment Year 2012-13,2016-17 and 2017-18 respectively against which appeals are pending before CIT.
(Appeal)
- (viii) In our opinion and according to the information and explanations given to us, the Company has neither availed any loans from financial institutions, banks, Government nor issued any debentures.
- (ix) In our opinion and according to the information and explanation given to us, the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year under review.
- (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 information and explanation given to us, the Company is not 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 ever 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.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with directors or persons connected with them.

: 3 :

(xvi) The Company has been 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/-

PLACE : MUMBAI
DATED : 30TH JULY, 2020

**(S. L. AGRAWAL)
PARTNER
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 Securities Limited** ("the Company") as of 31 March 2020 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.

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.

Contd.....2.

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 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 31 March 2020, 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/-

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

PLACE : MUMBAI
DATED : 30TH JULY, 2020

Membership Number 72184

REMI SECURITIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2020

Particulars	Note No	As at 31st March 2020 Amount(₹)	As at 31st March 2019 Amount(₹)
I. ASSETS			
(1) Financial Assets			
Cash and Cash equivalents	2	11,117,686	483,445
Receivables	3	40,167	749,264
Loans	4	6,287,493	6,690,424
Investments	5	-	14,901,711
Other Financial Assets	6	9,260,307	4,719,621
		26,705,653	27,544,465
(2) Non-Financial Assets			
Inventories	7	10,920,615	14,153,206
Deferred tax Assets (Net)		18,748,258	20,327,803
Other Non-Currents Investments	8	93,886,466	146,360,496
Long Term Loans & Advances	9	46,252	46,252
		123,601,591	180,887,757
Total		150,307,244	208,432,222
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
Short Term Borrowings	10	-	2,319,889
Payable	11	81,321	79,780
Other Financial Liabilities	12	237,601	235,560
		318,922	2,635,229
(2) Non Financial Liabilities			
Provisions	13	325,271	79,499
		325,271	79,499
(3) EQUITY			
Equity Share Capital	14	20,000,000	20,000,000
Other Equity	15	129,663,051	185,717,494
		149,663,051	205,717,494
Total		150,307,244	208,432,222

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1 - 27

THE ACCOMPANYING NOTES ARE IN AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
(Firm Registration No.109901W / W100082)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

S.L.AGRAWAL
PARTNER
(Membership No.72184)

Sd/-

BHAGIRATH SINGH
DIRECTOR
DIN: 00155407

Sd/-

SANJAY MAHESHWARI
DIRECTOR
DIN:00168911

Sd/-

POONAM JANGID
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH JULY, 2020

REMI SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No	For the Year Ended 31st March 2020 Amount(₹)	For the Year Ended 31st March 2019 Amount(₹)
I. Revenue from Operations			
Interest Income		1,613,294	1,647,112
Net gain on fair Value Changes		-	401,711
Dividend Income		3,223,232	3,414,873
Capital Gain		1,239,481	339,119
Total from Revenue from Operations		6,076,007	5,802,815
II. Other Income			
Excess Contingent Provision W/back		2,800	29,145
Other Income	16	29,986	44,414
Recovery of earlier w/off		-	576,757
		32,786	650,316
II. Total Revenue (I +II)		6,108,793	6,453,131
III. Expenses:			
Finance Cost		190,248	236,195
Changes in Inventories of Stock-in-Trade	17	3,232,591	(2,910,456)
Employee Benefits Expenses	18	2,310,046	1,732,100
Other Expenses	19	1,149,046	1,126,499
Total Expenses		6,881,931	184,338
IV. Profit before Tax		(773,138)	6,268,793
V. Tax Expense:			
(1) Current Tax		-	2,700
Less : MAT Credit Entitlement		-	2,700
(2) Earlier Years Tax Adjustment		51,206	404,346
(3) Deferred Tax / (Credit)		1,579,545	857,061
VI. Profit for the Period from continuing Operations		(2,403,889)	5,007,386
VII. Profit for the Period from discontinuing Operations		-	-
VIII. Tax Expenses of discontinued Operations		-	-
IX. Profit for the Period from discontinuing Operations (After Tax)		-	-
X. Profit for the Period from discontinuing Operations (After Tax)		-	-
XI. Profit for the Period		(2,403,889)	5,007,386
XII. Other Comprehensive Income - net of Deferred Tax - Item that will be classified to Profit or Loss		(53,650,554)	807,894
XIII. Total Comprehensive Income for the Period		(56,054,443)	5,815,280
XIV. Earning per Equity Share [Nominal Value ₹ 10/- per share]			
1) Basic		(1.20)	2.50
2) Diluted		(1.20)	2.50

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1 - 27

THE ACCOMPANYING NOTES ARE IN AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
(Firm Registration No.109901W / W100082)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

Sd/-

S.L.AGRAWAL
PARTNER
(Membership No.72184)

BHAGIRATH SINGH
DIRECTOR
DIN: 00155407

SANJAY MAHESHWARI
DIRECTOR
DIN:00168911

Sd/-

PLACE : MUMBAI
DATED : 30TH JULY, 2020

POONAM JANGID
COMPANY SECRETARY

REMI SECURITIES LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020

(₹ In Lacs)

	2019-2020	2018-2019
A. <u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit / (Loss) before tax and extra - ordinary items	(7.73)	62.69
<u>Adjustment For</u>		
Other Income	(0.33)	(6.50)
Dividend	(32.23)	(34.15)
Capital Gains	(12.39)	(3.39)
Operating Profit before Working Capital Changes	(52.68)	18.65
<u>Adjustment For</u>		
Trade and other receivables	(34.28)	117.35
Inventories	32.33	(29.10)
Trade Payable and Provision	2.49	(0.03)
Cash Generated from Operations	(52.14)	106.87
Direct Taxes Paid	-	-
Cash flow before extra ordinary items	(52.14)	106.87
Extra ordinary Items	(0.51)	(4.04)
Net Cash from operating Activities (A)	(52.65)	102.83
B. <u>CASH FLOW FROM INVESTMENTS ACTIVITIES</u>		
Purchase of Investments	(114.43)	(363.47)
Sale of Investments	264.07	4.71
Other Income	0.33	6.50
Dividend	32.23	34.15
Increase in Value of Investent	-	(4.02)
Net Cash used in Investing Activities (B)	182.20	(322.13)
C. <u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Proceeds from Equity Shares Issued	-	-
Proceeds from Long Term Loans & Advances	-	-
Repayment of Short Term Loan	(23.20)	23.20
Net Cash used in Financing Activities (C)	(23.20)	23.20
<u>Net Cash and Cash Equivalents</u>	106.35	(196.10)
Cash & Cash Equivalents as at (Closing Balance)	111.18	4.83
Cash & Cash Equivalents as at (Opening Balance)	4.83	200.93
Net Increase/Decrease in Cash and Cash Equivalents	(106.35)	196.10

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
(Firm Registration No.109901W / W100082)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

S.L.AGRAWAL
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BHAGIRATH SINGH
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DIRECTOR
DIN:00168911

PLACE : MUMBAI
DATED : 30TH JULY, 2020

Sd/-

POONAM JANGID
COMPANY SECRETARY

REMI SECURITIES LIMITED

Corporate Information

Remi Securities Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number **L65990MH1973PLC016601**. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of Finance & Investment Company. The principal place of business of the company is at Goregaon, Maharashtra.

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 has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 'First time adoption of Indian Accounting Standards'. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

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.

1.2 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.

1.3 Borrowing Costs

1.3.1 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.

1.3.2 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.

1.4 Impairment of Non-financial Assets

1.4.1 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.

- 1.4.2 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.

1.5 Revenue Recognition

1.5.1 Sale of Shares

Revenue from the sale of shares is recognized when the significant risks and rewards of the ownership of the shares have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the shares 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.

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 Bill of Lading.

1.6 Classification of Income/ Expenses

- 1.6.1 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.
- 1.6.2 Prepaid expenses up to threshold limit in each case, are charged to revenue as and when incurred.

1.7 Employee benefits

1.7.1 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.

1.7.2 The pension of Employees Provident Fund Act and ESIC are not applicable to the company

1.7.3 → **Compensated Absences:**
Liability for Compensated Absences is provided on the basis of actuals as at the Balance Sheet date.

1.7.4 **Termination Benefits:**

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

1.8 Provisions, Contingent Liabilities and Capital Commitments

1.8.1 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.

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

1.8.3 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.

1.8.4 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.

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

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

1.9 Fair Value measurement

- 1.9.1 The Company measures certain financial instruments at fair value at each reporting date.
- 1.9.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.
- 1.9.3 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.
- 1.9.4 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.

1.10 Financial Assets

1.10.1 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.

1.10.2 **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 amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:-

The asset is held within a business model whose objective is -

- To hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both

- collecting contractual cash flows and selling financial assets; and
- contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognised in the Statement of Profit and Loss. Other net gains and losses are recognised in other comprehensive Income.

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.

1.10.3 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.

1.11 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.

1.12 Taxes on Income

1.12.1 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.

1.12.2 **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.

1.13 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.

1.14 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.

1.15 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.

1.16 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 SECURITIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENT FOR THE YEAR ENDED 31 ST MARCH 2020

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 2		
CASH AND CASH EQUIVALENTS		
Cash on Hand	66,022	73,880
Balance with Banks in Current Accounts	3,051,664	409,565
Others - Fixed Deposit With Bank (Less than 3 Months Maturity)	8,000,000	-
Total	11,117,686	483,445
NOTE : 3		
RECEIVABLE- OTHERS		
(Unsecured considered good)		
Receivables considered good-Secured	-	-
Receivables considered good-Unsecured	40,167	749,264
Total	40,167	749,264
NOTE : 4		
LOANS		
(Repayable on demand)		
Loans & Considered good- Secured	-	-
Loans & Considered good- Unsecured related parties	6,287,493	3,226,239
<u>Loan to others</u>		
Loans & Considered good- Secured	-	-
Loans & Considered good- Unsecured	-	3,464,185
Total	6,287,493	6,690,424
NOTE : 5		
CURRENT INVESTMENTS		
Investment in Mutual Fund		
--(5327.070)Units @ ₹ 1000/- per units of Franklin India Liquid Fund-Super Institutional Plan(Growth)	-	14,901,711
Total	-	14,901,711
NOTE : 6		
OTHER FINANCIAL ASSETS		
MAT Credit Entitlement	4,491,389	4,491,389
Advance recoverable in cash or Kind or for value to be received	3,970,265	16,932
Advance Tax & TDS (Net)	798,653	211,300
Total	9,260,307	4,719,621
NOTE : 7		
INVENTORIES		
Stock - in - trade - Equity Shares	10,920,615	14,153,206
Total	10,920,615	14,153,206

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 8		
<u>A. Investments in Equity Shares</u>		
<u>Quoted at Cost</u>		
<u>a) Investment in Equity Shares of Associate Companies (Trade)</u>		
1714377 (1209390) Equity shares of ₹ 10/- each fully paid Remi Edelstahl Tubulars Ltd.	20,486,804	36,886,395
83000 (83000) Equity shares of ₹10/- each fully paid up of Remi Sales & Engg.Ltd.	1,220,100	1,220,100
270350 (270350) Equity shares of ₹ 10/- each fully paid up of Bajrang Finance Ltd.	3,236,090	3,236,090
4124 (4124) Equity shares of ₹ 10/- each fully paid Remi Elektrotechnik Ltd.	45,240	45,240
800 (800) Equity shares of ₹ 10/- each fully paid up of Remi Process Plant & Mach.Ltd.	2,392	2,392
<u>b) Investment in Equity Shares in other Companies -(Non Trade)</u>		
100 (100) Equity shares of ₹ 10/- each fully paid up of Choksi Tube Co.Ltd.	653	653
154 (154) Equity shares of ₹ 5/- each fully paid up of Gandhi Special Tube Co.Ltd.	29,129	53,507
200 (200) Equity shares of ₹ 5/- each fully paid up of Maharashtra Seam. Steel Ltd.	38,720	96,000
300 (300) Equity shares of ₹ 10/- each fully paid up of Suraj Ltd	7,140	10,800
2452 (2452) Equity shares of ₹ 10/- each fully paid up of Rural Electrification Ltd	217,615	374,911
100 (100) Equity shares of ₹ 10/- each fully paid up of Adhunik Metaliks Ltd.	49	275
250 (250) Equity shares of ₹ 10/- each fully paid up of Tata Steel (BSL) Ltd.	4,113	7,363
100 (100) Equity shares of ₹ 10/- each fully paid up of Jayswals Neco Ltd	195	570
300 (300) Equity shares of ₹ 1/- each fully paid up of Jindal Steel Power Ltd	24,660	53,910
284 (284) Equity shares of ₹ 10/- each fully paid up of Mahindra CIE Automotive Ltd	19,525	66,598
250 (250) Equity shares of ₹ 10/- each fully paid up of Modern Steel Ltd.	1,875	2,750
100 (100) Equity shares of ₹ 10/- each fully paid up of Mukand Ltd.	1,330	5,410
1726 (1726) Equity shares of ₹ 10/- each fully paid up of Mahanagar Gas Ltd.	1,412,645	1,821,016
250 (250) Equity shares of ₹ 2/- each fully paid up of Jindal Saw Ltd.	11,450	21,600
50 (50) Equity shares of ₹ 2/- each fully paid up of Hexa Tradex Ltd.	320	1,110
20 (20) Equity shares of ₹ 10/- each fully paid up of JITF Infralogistics Ltd	66	336
40 (40) Equity shares of ₹ 1/- each fully paid up of J S W Steel Ltd.	5,850	11,722
2313600 (2313600) Equity shares of ₹ 6/- each fully paid up of Welspun Specialty Solution Ltd	11,753,088	33,547,200
100 (100) Equity shares of ₹ 10/- each fully paid up of S A I L.	2,305	5,375
100 (100) Equity shares of ₹ 10/- each fully paid up of Sun Flag Iron & Steel Ltd	2,420	4,870
500 (500) Equity shares of ₹ 1/- each fully paid up of Usha Martin Ltd.	8,000	20,250
67 (67) Equity shares of ₹10/- each fully paid up of Tata Steel Ltd	18,063	34,907

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
500 (500) Equity shares of ₹ 5/- each fully paid up of Welspun Corpn. Ltd.	31,025	68,100
300 (300) Equity shares of ₹10/- each fully paid up of Welspun Enterprises Ltd	11,925	31,935
5000 (5000) Equity shares of ₹1/- each fully paid up of Welspun India Ltd	108,000	298,250
5000 (5000) Equity shares of ₹10/- each fully paid up of Thyrocare Technologies Ltd	2,482,750	2,669,500
5359 (5359) Equity shares of ₹10/- each fully paid up of Ujivan Financial Services Ltd	795,544	1,863,860
3961 (3961) Equity shares of ₹10/- each fully paid up of Cochin Shipyard Ltd	1,055,012	1,551,128
UNQUOTED, AT COST		
a) Investment in Associate Companies (Trade)		
-- (7500) Equity shares of ₹100/- each fully paid up of Remi Car Fans Ltd.	-	75,000
-- (9460) Equity shares of ₹10/- each fully paid up of Remi International Ltd.	-	47,300
812 (812) Equity shares of ₹10/- each fully paid up of Rajendra Finance Pvt.Ltd.	2,030	2,030
57540 (57540) Equity shares of ₹10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	558,275	558,275
115756 (56833) Equity shares of ₹10/- each fully paid up of Remi Fans Ltd.	1,127,960	738,730
-- (1300) Equity shares of ₹100/- each fully paid up of Remi Electrical Industries Ltd.	-	65,000
22000 (22000) Equity shares of ₹10/- each fully paid up of High Power Mercantile Ltd.	219,400	219,400
22000 (22000) Equity shares of ₹10/- each fully paid up of Vayudoot Trading Ltd.	243,520	243,520
-- (9500) Equity shares of ₹10/- each fully paid up of Remi Coach Fans Ltd.	-	95,000
9500 (9500) Equity shares of ₹10/- each fully paid up of Vishwakarma Jobworks Ltd.	10,074,063	10,074,063
-- (18886) Equity shares of ₹10/- each fully paid up of Remi Auto Fans Ltd.	-	106,930
18000 (18000) Equity shares of ₹10/- each fully paid of Magnificent Trading Pvt Ltd.	180,000	180,000
9875 (9875) Equity shares of ₹10/- each fully paid of Skyrise Mercantile Ltd. (Formerly Remi Anupam Fans Ltd.)	321,925	321,925
b. Investment in Other Companies (Non Trade)		
200 (200) Equity shares of ₹10/- each fully paid up of Lakshminarayan Realfinvest Ltd	2,000	2,000
1000 (1000) Equity shares of ₹10/- each fully paid up of Dholishakti Finance & Investments Ltd	10,500	10,500
B) - Investments in Preference Shares		
a) QUOTED , Non Trade At Cost		
25000 (25000) Pref. shares of ₹1000/- each fully paid of Tata Capital Ltd.	25,000,000	25,000,000
100000 (100000) 8.15% Pref. shares of ₹100000/- each fully paid of L & T Finance Holding Ltd	10,000,000	10,750,000
10000 (10000) 8.95% Pref. shares of ₹1000/- each fully paid of L & T Finance Holding Ltd	935,000	1,038,900
b) UNQUOTED , Trade At Cost		
- Investments in Preference Shares of Associate Companies		
21000 (21000) Pref. shares of ₹1000/- each fully paid of Magnificent Trading Pvt.Ltd.	1,050,000	1,050,000
17432 (17432) Pref. shares of ₹1000/- each fully paid of Calplus Trading Pvt.Ltd.	871,600	871,600
C) - Investments in Units		
10000 (10000) IRB Invt Fund Units of ₹ 66.05 each fully paid.	256,100	660,500
D) - Other Investments in Units		
-- (100) Units of ₹ 1023570/- each of Edelweiss Multy Strategy Fund	-	10,235,700
Total	93,886,466	146,360,496

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 9		
LONG TERM LOAN & ADVANCES		
(Unsecured and considered good)		
Security Deposits	46,252	46,252
Total	46,252	46,252
NOTE : 10		
SHORT TERM BORROWING		
(Unsecured and considered good)		
Intercorporate Deposit from Others	-	2,319,889
Total	-	2,319,889
NOTE : 11		
PAYABLE		
(I) Trade Payable		
	-	-
(II) Other Payable		
a) Total Outstanding dues of micro enterprises and Small Enterprises		
b) Total Outstanding dues of Creditors other than micro enterprises and Small Enterprises	81,321	79,780
Total	81,321	79,780
NOTE : 12		
OTHER FINANCIAL LIABILITIES		
TDS Payable	96,313	87,120
Other Liabilities	141,288	148,440
Total	237,601	235,560
NOTE : 13		
PROVISIONS		
Contingent Provision agt Advances	15,799	18,599
Provision for retirement benefits of employees	309,472	60,900
Total	325,271	79,499
NOTE : 14		
EQUITY		
EQUITY SHARE CAPITAL		
AUTHORISED:		
20,00,000 (20,00,000)Equity Shares Of Rs. 10/- Each	20,000,000	20,000,000
ISSUED, SUBSCRIBED AND PAID UP :		
20,00,000 (20,00,000) Equity Shares of Rs. 10/- each	20,000,000	20,000,000
TOTAL	20,000,000	20,000,000

A) Terms/ Rights Attached to Equity Shares:

1) 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.

2) 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) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2020	No. of shares as on 31st March 2019
Opening as on 1st April	2,000,000	2,000,000
Closing as on 31st March	2,000,000	2,000,000

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

Name of the Shareholder	No. of shares as on 31st March 2020	No. of shares as on 31st March 2019
REMI SALES & ENGG. LTD.	172,550	172,550
BAJRANG FINANCE LTD	340,250	340,250
K K FINCORP LTD.	394,900	394,900
SUMANGALE SHARES & SECURITIES PVT.LTD.	155,000	155,000
RISHABH SARAF	100,500	100,500
FULIDEVI SARAF FAMILY TRUST	112,200	112,200
HANUMAN FORGING & ENGINEERING PVT.LTD.	260,000	260,000

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 15		
OTHER EQUITY		
RESERVES AND SURPLUS		
a) Securities Premium :-		
- Balance as per last Balance Sheet	53,750,000	53,750,000
Closing Balance	53,750,000	53,750,000
b) Special Reserve under section 45C of the RBI		
- Opening Balance	42,500,000	41,000,000
- Add: Transferred from surplus balance in statement of profit & loss	-	1,500,000
Closing Balance	42,500,000	42,500,000
c) Surplus :-		
- Opening Balance	89,467,494	85,152,214
- Add: Profit for the period	(2,403,889)	5,007,386
- Add: Other Comprehensive Income	(53,650,554)	807,894
- Less: <u>Appropriations</u>		
Transferred to General reserve	-	1,500,000
Net surplus in the statement of Profit & Loss	33,413,051	89,467,494
Total Reserves and Surplus	129,663,051	185,717,494
NOTE : 16		
Other Income		
Interest on I Tax Refund	4,986	44,414
Misc. Income	25,000	-
	29,986	44,414
NOTE : 17		
CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Opening Stock - in - trade	14,153,206	11,242,750
Less - Closing Stock -in - trade	10,920,615	14,153,206
Change	3,232,591	(2,910,456)
NOTE : 18		
EMPLOYEE BENEFIT EXPENSES		
Salaries , Wages & Bonus	2,307,384	1,730,345
Staf Welfare Exp	2,662	1,755
	2,310,046	1,732,100
NOTE : 19		
OTHER EXPENSES		
Rent	106,200	106,200
Fee,Rates Taxes & Listing Fees	362,600	302,300
S.T.T.	-	76
Legal & Prof. Fees	149,620	42,150
Depository Charges	24,537	30,268
Long Term Capital Loss	-	23,123
Membership & Subscription	29,500	23,600
<u>Payment to Auditors</u>		
Audit Fees	70,800	70,800
Other Services (Certification Fees)	56,050	44,250
Miscellaneous Expenses	349,739	483,732
Total	1,149,046	1,126,499

- 20 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.
- 21 Provisions of the Employees' Provident Fund Act and ESIC Act are not applicable to the Company. The company has made provision of Gratuity and leave salaries payable to employees on actuarial basis.
- 22 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

<u>Deferred Tax Asset</u>	As at 31-03-2020 (₹)	As at 31-03-2019 (₹)
On Account of Employee Benefits	81,114	16,942
On Account of Business Loss	186,67,144	1,87,60,233
On Account Long Term Capital Loss	NIL	36,77,531
On Account of Adjustment as per IND-AS	NIL	(21,26,904)
Net Deferred Tax Assets	1,87,48,258	2,03,27,803

23 **Earning per Share**

	As at 31-03-2020	As at 31-03-2019
a. Weighted average number of equity share of Rs.10/- each		
i) No. of shares at the beginning of the year	20,00,000	20,00,000
ii) No. of shares at the end of the year	20,00,000	20,00,000
iii) Weighted average number of shares outstanding during the year.	20,00,000	20,00,000
b. Net profit after tax available for equity Share-holders	(24,03,889)	50,07,386
c. Basic & Diluted earnings from continuing operations for equity share (in ₹)	(1.20)	2.50

24 **Related parties disclosures: -**

A) **Key Management Personnel**

- 1) Mr.Sanjay Maheshwari - Executive Director cum CFO

	(₹)	
	31-03-2020	31-03-2019
Salary & Allowances	12,63,000	12,12,600

- 2) Miss.Poonam Jangid - Company Secretary

	(₹)	
	31-03-2020	31-03-2019
Salary & Allowances	4,33,200	1,05,000

B) **Non-Executive Directors**

	(₹)	
	31-03-2020	31-03-2019
Reimbursement of Conveyance Exp.	30,000	21,000

C. Associate Companies: -

Bajarang Finance Limited, Remi Edelstahl Tubulars Ltd., Remi Edelstahl Tubulars Ltd, Remi Elektrotechnik Ltd, Vishwakarma Jobworks Ltd, Skyrise Mercantile Ltd, Calplus Trading Pvt. Ltd, Magnificent Trading Pvt Ltd.

		31-03-2020 (₹)	31-03-2019 (₹)
a)	Interest Paid	34,427	47,429
b)	Interest Received.	13,07,956	10,04,289
c)	Loan Given	4,12,10,000	11,94,00,000
d)	Loan Received	2,00,00,000	10,00,000
e)	Outstanding Payable at year end	NIL	NIL
f)	Outstanding Receivable at year end	62,87,493	35,05,795
g)	Investment made during the year	1,14,43,225	NIL

25 Contingent liability in respect of Income Tax demands of Rs.53,58,639/- (Rs.33,67,595) which are disputed in appeals.

26. The Govt. of India ordered a nationwide lockdown on 24th March 2020 in view of Covid-19 pandemic consequently there was significant reduction in economic activities in the country. The Company has considered the possible effect on the carrying amounts of Investments, inventories, receivable and other current asset of company due to Covid-19 pandemic. The Company as on the date approval of these financial results has used internal and external sources on the future performance of the company. The Company based on current estimates expect that carrying amount of the company's assets are fully recoverable. Further the Company believes that impact of Covid-19 pandemic on the company's financial statements is temporary and not material.

27. Previous year figures are regrouped, rearranged and reclassified, wherever necessary, to conform current year's presentation.

Signature to Notes 1 to 27

AS PER MY REPORT OF EVEN DATE FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

**Sd/-
(S. L. AGRAWAL)
PARTNER
(Membership No.72184)**

**Sd/-
(BHAGIRATH SINGH)
DIRECTOR
DIN: 00155407**

**Sd/-
(SANJAY MAHESHWARI)
DIRECTOR
DIN : 00168911**

PLACE : MUMBAI
DATED : 30TH JULY, 2020

**Sd/-
POONAM JANGID,
COMPANY SECRETARY**

INDEPENDENT AUDITORS' REPORT

To,

The Members of **REMI SECURITIES LIMITED.**

Report on the Consolidated Financial Statements

Opinion

We have audited the Consolidated Financial Statements of **REMI SECURITIES LIMITED ("the Parent Company")**, and its Associates (The Parent company and its Associates together referred to as The Group) which comprise the balance sheet as at March 31, 2020, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated 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 'consolidated financial statements').

in our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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, 2020, 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 consolidated balance sheet, of the state of affairs of the company as at 31st March 2020,
- b. In the case of the consolidated statement of profit and loss, of the Loss and
- c. In the case of the consolidated cash flow statement, of the cash flow statement for the year ended on that date.

Other Matter

Consolidated Financial statements and other financial information include the company's Share in Associates Companies which reflects total assets of Rs.651.87 lakhs as at 31.03.2020 and total share in profit of Rs.17.51 lakhs for the year then ended.

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 our report. We are an independent 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 our 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 in forming 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 have required to report that fact. We have nothing to report in this regard.

Responsibility of Management for the Consolidated 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 consolidated 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.
- Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements maybe influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of my audit work and in evaluating the results of our work; and (ii) to evaluated the effect of any identified misstatements in the financial statements.
- We communicate with those charged with governance regarding among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
- We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on my independence, and where applicable, related safeguards.
- From the matters communicated with those charged with governance, we determine those matters that were of mist significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe

these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstance, We determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. 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 Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, the Consolidated Statement of Changes In Equity and the Consolidated 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 rea with Companies (Indian Accounting Standard),Rules 2016.
 - e. On the basis of the written representations received from the directors as on 31 March 2020, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2020, 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 ".
 - 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/-

UDIN:
PLACE : MUMBAI
DATED : 30TH JULY, 2020

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

ANNEXURE 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 consolidated internal financial controls over financial reporting of **Remi Securities Limited** ("the Company") as of 31 March 2020 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.

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.

Contd.....2.

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 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 31 March 2020, 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/-

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

PLACE : MUMBAI
DATED : 30TH JULY, 2020

Membership Number 72184

REMI SECURITIES LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2020

Particulars	Note No	As at 31st March 2020 Amount(₹)	As at 31st March 2019 Amount(₹)
I. ASSETS			
(1) Financial Assets			
Cash and Cash equivalents	2	11,117,686	483,445
Receivables	3	40,167	749,264
Loans	4	6,287,493	6,690,424
Investments	5	-	14,901,711
Other Financial Assets	6	9,260,307	4,719,621
		26,705,653	27,544,465
(2) Non-Financial Assets			
Inventories	7	10,920,615	14,153,206
Deferred tax Assets (Net)		18,748,258	20,327,803
Other Non-Currents Investments	8	165,017,671	215,740,874
Long Term Loans & Advances	9	46,252	46,252
		194,732,796	250,268,135
Total		221,438,449	277,812,600
II. LIABILITIES AND EQUITY			
LIABILITIES			
(1) Financial Liabilities			
Short Term Borrowings	10	-	2,319,889
Payable	11	81,321	79,780
Other Financial Liabilities	12	237,601	235,560
		318,922	2,635,229
(2) Non Financial Liabilities			
Provisions	13	325,271	79,499
		325,271	79,499
(3) EQUITY			
Equity Share Capital	14	20,000,000	20,000,000
Other Equity	15	200,794,256	255,097,872
		220,794,256	275,097,872
Total		221,438,449	277,812,600

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1 - 29

THE ACCOMPANYING NOTES ARE IN AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
(Firm Registration No.109901W / W100082)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

S.L.AGRAWAL
PARTNER
(Membership No.72184)

PLACE : MUMBAI
DATED : 30TH JULY, 2020

Sd/-

BHAGIRATH SINGH
DIRECTOR
DIN: 00155407

Sd/-
POONAM JANGID
COMPANY SECRETARY

Sd/-

SANJAY MAHESHWARI
DIRECTOR
DIN:00168911

REMI SECURITIES LIMITED

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2020

Particulars	Note No	For the Year Ended 31st March 2020 Amount(₹)	For the Year Ended 31st March 2019 Amount(₹)
I. Revenue from Operations			
Interest Income		1,613,294	1,647,112
Net gain on fair Value Changes		-	401,711
Dividend Income		3,223,232	3,414,873
Capital Gain		1,239,481	339,119
Total from Revenue from Operations		6,076,007	5,802,815
II. Other Income			
Excess Contingent Provision W/back		2,800	29,145
Other Income	16	29,986	44,414
Recovery of earlier w/off		-	576,757
		32,786	650,316
II. Total Revenue (I +II)		6,108,793	6,453,131
III. Expenses:			
Finance Cost		190,248	236,195
Changes in Inventories of Stock-in-Trade	17	3,232,591	(2,910,456)
Employee Benefits Expenses	18	2,310,046	1,732,100
Other Expenses	19	1,149,046	1,126,499
Total Expenses		6,881,931	184,338
IV. Profit before Tax		(773,138)	6,268,793
V. Share in Profit of Associate Companies		1,750,827	1,921,343
VI. Tax Expense:			
(1) Current Tax		-	2,700
Less : MAT Credit Entitlement		-	2,700
(2) Earlier Years Tax Adjustment		51,206	404,346
(3) Deferred Tax / (Credit)		1,579,545	857,061
VII. Profit for the Period from continuing Operations		(653,062)	6,928,729
VIII. Profit for the Period from discontinuing Operations		-	-
IX. Tax Expenses of discontinued Operations		-	-
X. Profit for the Period from discontinuing Operations (After Tax)		-	-
XI. Profit for the Period from discontinuing Operations (After Tax)		-	-
XII. Profit for the Period		(653,062)	6,928,729
XIII. Other Comprehensive Income - net of Deferred Tax - Item that will be classified to Profit or Loss		(53,650,554)	807,894
XIV. Total Comprehensive Income for the Period		(54,303,616)	7,736,623
XV. Earning per Equity Share [Nominal Value ₹ 10/- per share]			
1) Basic		(0.33)	3.46
2) Diluted		(0.33)	3.46

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1 - 29

THE ACCOMPANYING NOTES ARE IN AN INTEGRAL PART OF THE FINANCIAL STATEMENTS

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
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DIRECTOR
DIN:00168911

Sd/-

POONAM JANGID
COMPANY SECRETARY

PLACE : MUMBAI

DATED : 30TH JULY, 2020

REMI SECURITIES LIMITED
CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2020

(₹ In Lacs)

	2019-2020	2018-2019
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax and extra - ordinary items	(7.73)	62.69
Adjustment For		
Other Income	(0.33)	(6.50)
Dividend	(32.23)	(34.15)
Share Profit of Associate Company	17.51	19.21
Capital Gains	(12.39)	(3.39)
Operating Profit before Working Capital Changes	(35.17)	37.86
Adjustment For		
Trade and other receivables	(34.28)	117.35
Inventories	32.33	(29.10)
Trade Payable and Provision	2.49	(0.03)
Cash Generated from Operations	(34.63)	126.08
Direct Taxes Paid	-	-
Cash flow before extra ordinary items	(34.63)	126.08
Extra ordinary Items	(0.51)	(4.04)
Net Cash from operating Activities (A)	(35.14)	122.04
B. CASH FLOW FROM INVESTMENTS ACTIVITIES		
Purchase of Investments	(114.43)	(363.47)
Share Profit of Associate Company	(17.51)	(19.21)
Sale of Investments	264.07	4.71
Other Income	0.33	6.50
Dividend	32.23	34.15
Increase in Value of Investent	-	(4.02)
Net Cash used in Investing Activities (B)	164.69	(341.34)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Equity Shares Issued	-	-
Proceeds from Long Term Loans & Advances	-	-
Repayment of Short Term Loan	(23.20)	23.20
Net Cash used in Financing Activities (C)	(23.20)	23.20
Net Cash and Cash Equivalents	106.35	(196.10)
Cash & Cash Equivalents as at (Closing Balance)	111.18	4.83
Cash & Cash Equivalents as at (Opening Balance)	4.83	200.93
Net Increase/Decrease in Cash and Cash Equivalents	(106.35)	196.10

AS PER OUR REPORT OF EVEN DATE
FOR SHANKARLAL JAIN AND ASSOCIATES, LLP
(Firm Registration No.109901W / W100082)

Sd/-

S.L.AGRAWAL
PARTNER
(Membership No.72184)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

BHAGIRATH SINGH SANJAY MAHESHWARI
DIRECTOR DIRECTOR
DIN: 00155407 DIN:00168911

Sd/-

POONAM JANGID
COMPANY SECRETARY

PLACE : MUMBAI
DATED : 30TH JULY, 2020

REMI SECURITIES LIMITED

Corporate Information

Remi Securities Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number **L65990MH1973PLC016601**. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in the business of Finance & Investment Company. The principal place of business of the company is at Goregaon, Maharashtra.

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 has adopted all the Ind AS and the adoption was carried out in accordance with Ind AS 101 'First time adoption of Indian Accounting Standards'. The transition was carried out from Generally Accepted Accounting Principles in India (Indian GAAP) as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, which was the "Previous GAAP".

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.

1.2 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.

1.3 Borrowing Costs

1.3.1 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.

1.3.2 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.

1.4 Impairment of Non-financial Assets

1.4.1 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.

- 1.4.2 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.

1.5 Revenue Recognition

1.5.1 Sale of Shares

Revenue from the sale of shares is recognized when the significant risks and rewards of the ownership of the shares have passed to the buyer, the Company retains neither continuing managerial involvement to the degree usually associated with ownership nor effective control over the shares 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.

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 Bill of Lading.

1.6 Classification of Income/ Expenses

- 1.6.1 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.
- 1.6.2 Prepaid expenses up to threshold limit in each case, are charged to revenue as and when incurred.

1.7 Employee benefits

1.7.1 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.

1.7.2 The pension of Employees Provident Fund Act and ESIC are not applicable to the company

1.7.3 → **Compensated Absences:**
Liability for Compensated Absences is provided on the basis of actuals as at the Balance Sheet date.

1.7.4 **Termination Benefits:**

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

1.8 Provisions, Contingent Liabilities and Capital Commitments

1.8.1 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.

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

1.8.3 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.

1.8.4 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.

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

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

1.9 Fair Value measurement

- 1.9.1 The Company measures certain financial instruments at fair value at each reporting date.
- 1.9.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.
- 1.9.3 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.
- 1.9.4 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.

1.10 Financial Assets

1.10.1 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.

1.10.2 **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 amortised cost

A 'debt instrument' is measured at the amortised cost if both the following conditions are met:-

The asset is held within a business model whose objective is -

- To hold assets for collecting contractual cash flows; and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate (EIR) method. Amortised cost is calculated by taking into account any discount or premium and fees or costs that are an integral part of the EIR. The EIR amortisation is included in finance income in the Statement of Profit and Loss. The losses arising from impairment are recognised in the Statement of Profit and Loss.

Debt instruments at Fair value through Other Comprehensive Income (FVOCI)

A 'debt instrument' is measured at the fair value through Other Comprehensive Income if both the following conditions are met:

The asset is held within a business model whose objective is achieved by both

- collecting contractual cash flows and selling financial assets; and
- contractual terms of the asset give rise on specified dates to cash flows that are SPPI on the principal amount outstanding.

After initial measurement, these assets are subsequently measured at fair value. Interest income under effective interest method, foreign exchange gains and losses and impairment losses are recognised in the Statement of Profit and Loss. Other net gains and losses are recognised in other comprehensive Income.

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.

1.10.3 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.

1.11 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.

1.12 Taxes on Income

1.12.1 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.

1.12.2 **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.

1.13 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.

1.14 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.

1.15 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.

1.16 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 SECURITIES LIMITED

NOTES FORMING PART OF CONSOLIDATED FINANCIAL STATEMENT FOR THE YEAR ENDED 31 ST MARCH 2020

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 2		
CASH AND CASH EQUIVALENTS		
Cash on Hand	66,022	73,880
Balance with Banks in Current Accounts	3,051,664	409,565
Others - Fixed Deposit With Bank (Less than 3 Months Maturity)	8,000,000	-
Total	11,117,686	483,445
NOTE : 3		
RECEIVABLE- OTHERS		
(Unsecured considered good)	-	-
Receivables considered good-Secured	-	-
Receivables considered good-Unsecured	40,167	749,264
Total	40,167	749,264
NOTE : 4		
LOANS		
(Repayable on demand)	-	-
Loans & Considered good- Secured	-	-
Loans & Considered good- Unsecured related parties	6,287,493	3,226,239
<u>Loan to others</u>	-	-
Loans & Considered good- Secured	-	-
Loans & Considered good- Unsecured	-	3,464,185
Total	6,287,493	6,690,424
NOTE : 5		
CURRENT INVESTMENTS		
Investment in Mutual Fund		
--(5327.070)Units @ ₹ 1000/- per units of Franklin India Liquid Fund-Super Institutional Plan(Growth)	-	14,901,711
Total	-	14,901,711
NOTE : 6		
OTHER FINANCIAL ASSETS		
MAT Credit Entitlement	4,491,389	4,491,389
Advance recoverable in cash or Kind or for value to be received	3,970,265	16,932
Advance Tax & TDS (Net)	798,653	211,300
Total	9,260,307	4,719,621
NOTE : 7		
INVENTORIES		
Stock - in - trade - Equity Shares	10,920,615	14,153,206
Total	10,920,615	14,153,206

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 8		
A. Investments in Equity Shares		
Quoted at Cost		
a) Investment in Equity Shares of Associate Companies (Trade)		
1714377 (1209390) Equity shares of ₹ 10/- each fully paid Remi Edlestahl Tubulars Ltd.	20,486,804	36,886,395
83000 (83000) Equity shares of ₹10/- each fully paid up of Remi Sales & Engg.Ltd.	1,220,100	1,220,100
270350 (270350) Equity shares of ₹ 10/- each fully paid up of Bajrang Finance Ltd.	3,236,090	3,236,090
4124 (4124) Equity shares of ₹ 10/- each fully paid Remi Elektrotechnik Ltd.	45,240	45,240
800 (800) Equity shares of ₹ 10/- each fully paid up of Remi Process Plant & Mach.Ltd.	2,392	2,392
b) Investment in Equity Shares in other Companies -(Non Trade)		
100 (100) Equity shares of ₹ 10/- each fully paid up of Choksi Tube Co.Ltd.	653	653
154 (154) Equity shares of ₹ 5/- each fully paid up of Gandhi Special Tube Co.Ltd.	29,129	53,507
200 (200) Equity shares of ₹ 5/- each fully paid up of Maharashtra Seam. Steel Ltd.	38,720	96,000
300 (300) Equity shares of ₹ 10/- each fully paid up of Suraj Ltd	7,140	10,800
2452 (2452) Equity shares of ₹ 10/- each fully paid up of Rural Electrification Ltd	217,615	374,911
100 (100) Equity shares of ₹ 10/- each fully paid up of Adhunik Metaliks Ltd.	49	275
250 (250) Equity shares of ₹ 10/- each fully paid up of Tata Steel (BSL) Ltd.	4,113	7,363
100 (100) Equity shares of ₹ 10/- each fully paid up of Jayswals Neco Ltd	195	570
300 (300) Equity shares of ₹ 1/- each fully paid up of Jindal Steel Power Ltd	24,660	53,910
284 (284) Equity shares of ₹ 10/- each fully paid up of Mahindra CIE Automotive Ltd	19,525	66,598
250 (250) Equity shares of ₹ 10/- each fully paid up of Modern Steel Ltd.	1,875	2,750
100 (100) Equity shares of ₹ 10/- each fully paid up of Mukand Ltd.	1,330	5,410
1726 (1726) Equity shares of ₹ 10/- each fully paid up of Mahanagar Gas Ltd.	1,412,645	1,821,016
250 (250) Equity shares of ₹ 2/- each fully paid up of Jindal Saw Ltd.	11,450	21,600
50 (50) Equity shares of ₹ 2/- each fully paid up of Hexa Tradex Ltd.	320	1,110
20 (20) Equity shares of ₹ 10/- each fully paid up of JITF Infralogistics Ltd	66	336
40 (40) Equity shares of ₹ 1/- each fully paid up of J S W Steel Ltd.	5,850	11,722
2313600 (2313600) Equity shares of ₹ 6/- each fully paid up of RMG Alloys Steel Ltd.	11,753,088	33,547,200
100 (100) Equity shares of ₹ 10/- each fully paid up of S A I L.	2,305	5,375
100 (100) Equity shares of ₹ 10/- each fully paid up of Sun Flag Iron & Steel Ltd	2,420	4,870
500 (500) Equity shares of ₹ 1/- each fully paid up of Usha Martin Ltd.	8,000	20,250
67 (67) Equity shares of ₹10/- each fully paid up of Tata Steel Ltd	18,063	34,907

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
500 (500) Equity shares of ₹ 5/- each fully paid up of Welspun Corpn. Ltd.	31,025	68,100
300 (300) Equity shares of ₹10/- each fully paid up of Welspun Enterprises Ltd	11,925	31,935
5000 (5000) Equity shares of ₹1/- each fully paid up of Welspun India Ltd	108,000	298,250
5000 (5000) Equity shares of ₹10/- each fully paid up of Thyrocare Technologies Ltd	2,482,750	2,669,500
5359 (5359) Equity shares of ₹10/- each fully paid up of Ujjivan Financial Services Ltd	795,544	1,863,860
3961 (3961) Equity shares of ₹10/- each fully paid up of Cochin Shipyard Ltd	1,055,012	1,551,128
<u>UNQUOTED, AT COST</u>		
<u>a) Investment in Associate Companies (Trade)</u>		
-- (7500) Equity shares of ₹100/- each fully paid up of Remi Car Fans Ltd.	-	75,000
-- (9460) Equity shares of ₹10/- each fully paid up of Remi International Ltd.	-	47,300
812 (812) Equity shares of ₹10/- each fully paid up of Rajendra Finance Pvt.Ltd.	17,973,102	17,973,102
57540 (57540) Equity shares of ₹10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	18,246,750	18,172,208
Add : Profit in Share of Associate Company	945,842	74,542
	19,192,592	18,246,750
115756 (56833) Equity shares of ₹10/- each fully paid up of Remi Fans Ltd.	20,692,780	12,308,672
Add : Profit in Share of Associate Company	1,586,770	1,072,398
	22,279,550	13,381,070
-- (1300) Equity shares of ₹100/- each fully paid up of Remi Electrical Industries Ltd.	-	3,686,402
Add : Profit in Share of Associate Company	-	372,950
	-	4,059,352
22000 (22000) Equity shares of ₹10/- each fully paid up of High Power Mercantile Ltd.	7,691,360	7,552,924
Add : Profit in Share of Associate Company	(1,218,995)	138,436
	6,472,365	7,691,360
22000 (22000) Equity shares of ₹10/- each fully paid up of Vayudoot Trading Ltd.	6,927,571	6,746,764
Add : Profit in Share of Associate Company	437,210	180,807
	7,364,781	6,927,571
-- (9500) Equity shares of ₹10/- each fully paid up of Remi Coach Fans Ltd.	-	95,000
9500 (9500) Equity shares of ₹10/- each fully paid up of Vishwakarma Jobworks Ltd.	10,074,063	10,074,063
-- (18886) Equity shares of ₹10/- each fully paid up of Remi Auto Fans Ltd.	-	2,952,848
Add : Profit in Share of Associate Company	-	82,210
	-	3,035,058
18000 (18000) Equity shares of ₹10/- each fully paid of Magnificent Trading Pvt Ltd.	180,000	180,000
9875 (9875) Equity shares of ₹10/- each fully paid of Skyrise Mercantile Ltd. (Formerly Remi Anupam Fans Ltd.)	321,925	321,925
<u>b. Investment in Other Companies (Non Trade)</u>		
200 (200) Equity shares of ₹10/- each fully paid up of Lakshminarayan Realfinvest Ltd	2,000	2,000
1000 (1000) Equity shares of ₹10/- each fully paid up of Dholishakti Finance & Investments Ltd	10,500	10,500
<u>B) - Investments in Preference Shares</u>		
<u>a) QUOTED , Non Trade At Cost</u>		
25000 (25000) Pref. shares of ₹1000/- each fully paid of Tata Capital Ltd.	25,000,000	25,000,000
100000 (100000) 8.15% Pref. shares of ₹100000/- each fully paid of L & T Finance Holding Ltd	10,000,000	10,750,000
10000 (10000) 8.95% Pref. shares of ₹1000/- each fully paid of L & T Finance Holding Ltd	935,000	1,038,900
<u>b) UNQUOTED , Trade At Cost</u>		
<u>- Investments in Preference Shares of Associate Companies</u>		
21000 (21000) Pref. shares of ₹1000/- each fully paid of Magnificent Trading Pvt.Ltd.	1,050,000	1,050,000
17432 (17432) Pref. shares of ₹1000/- each fully paid of Calplus Trading Pvt.Ltd.	871,600	871,600
<u>C) - Investments in Units</u>		
10000 (10000) IRB Invt Fund Units of ₹ 66.05 each fully paid.	256,100	660,500
<u>D) - Other Investments in Units</u>		
-- (100) Units of ₹ 1023570/- each of Edelweiss Multy Strategy Fund	-	10,235,700
Total	165,017,671	215,740,874

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 9 LONG TERM LOAN & ADVANCES (Unsecured and considered good) Security Deposits	46,252	46,252
Total	46,252	46,252
NOTE : 10 SHORT TERM BORROWING (Unsecured and considered good) Intercompany Deposit from Others	-	2,319,889
Total	-	2,319,889
NOTE : 11 PAYABLE (I) Trade Payable (II) Other Payable a) Total Outstanding dues of micro enterprises and Small Enterprises b) Total Outstanding dues of Creditors other than micro enterprises and Small Enterprises	- 81,321	- 79,780
Total	81,321	79,780
NOTE : 12 OTHER FINANCIAL LIABILITIES TDS Payable Other Liabilities	96,313 141,288	87,120 148,440
Total	237,601	235,560
NOTE : 13 PROVISIONS Contingent Provision agt Advances Provision for retirement benefits of employees	15,799 309,472	18,599 60,900
Total	325,271	79,499
NOTE : 14 EQUITY EQUITY SHARE CAPITAL AUTHORISED: 20,00,000 (20,00,000)Equity Shares Of Rs. 10/- Each	20,00,000	20,00,000
ISSUED, SUBSCRIBED AND PAID UP : 20,00,000 (20,00,000) Equity Shares of Rs. 10/- each	20,00,000	20,00,000
TOTAL	20,00,000	20,00,000

A) Terms/ Rights Attached to Equity Shares:

1) 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.

2) 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) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2020	No. of shares as on 31st March 2019
Opening as on 1st April	2,000,000	2,000,000
Closing as on 31st March	2,000,000	2,000,000

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

Name of the Shareholder	No. of shares as on 31st March 2020	No. of shares as on 31st March 2019
REMI SALES & ENGG. LTD.	172,550	172,550
BAJRANG FINANCE LTD	340,250	340,250
K K FINCORP LTD.	394,900	394,900
SUMANGALE SHARES & SECURITIES PVT.LTD.	155,000	155,000
RISHABH SARAF	100,500	100,500
FULIDEVI SARAF FAMILY TRUST	112,200	112,200
HANUMAN FORGING & ENGINEERING PVT.LTD.	260,000	260,000

	As on 31-3-2020 Amount(₹)	As on 31-3-2019 Amount(₹)
NOTE : 15		
OTHER EQUITY		
RESERVES AND SURPLUS		
a) Securities Premium :-		
- Balance as per last Balance Sheet	53,750,000	53,750,000
Closing Balance	53,750,000	53,750,000
b) Special Reserve under section 45C of the RBI		
- Opening Balance	42,500,000	41,000,000
- Add: Transferred from surplus balance in statement of profit & loss	-	1,500,000
Closing Balance	42,500,000	42,500,000
c) Surplus :-		
- Opening Balance	158,847,872	152,611,249
- Add: Profit for the period	(653,062)	6,928,729
- Add: Other Comprehensive Income	(53,650,554)	807,894
- Less: <u>Appropriations</u>		
Transferred to General reserve	-	1,500,000
Net surplus in the statement of Profit & Loss	104,544,256	158,847,872
Total Reserves and Surplus	200,794,256	255,097,872
NOTE : 16		
Other Income		
Interest on I Tax Refund	4,986	44,414
Misc. Income	25,000	-
	29,986	44,414
NOTE : 17		
CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Opening Stock - in - trade	14,153,206	11,242,750
Less - Closing Stock -in - trade	10,920,615	14,153,206
Change	3,232,591	(2,910,456)
NOTE : 18		
EMPLOYEE BENEFIT EXPENSES		
Salaries , Wages & Bonus	2,307,384	1,730,345
Staf Welfare Exp	2,662	1,755
	2,310,046	1,732,100
NOTE : 19		
OTHER EXPENSES		
Rent	106,200	106,200
Fee,Rates Taxes & Listing Fees	362,600	302,300
S.T.T.	-	76
Legal & Prof. Fees	149,620	42,150
Depository Charges	24,537	30,268
Long Term Capital Loss		23,123
Membership & Subscription	29,500	23,600
<u>Payment to Auditors</u>		
Audit Fees	70,800	70,800
Other Services (Certification Fees)	56,050	44,250
Miscellaneous Expenses	349,739	483,732
Total	1,149,046	1,126,499

Remi Securities Limited

F.Y 2019-2020

NOTE:20

The company has applied AS - 23 “Accounting for Investments in Associates” in the Consolidated Financial Statement issued by ICAI. In accordance with the disclosure requirement of AS - 23 relating to Associate Companies are given below:-

The company recognise those investee entities as associates which are not considered as subsidiary, but in which it hold directly or indirectly (through subsidiaries) 20% or more voting power:

Name of Associate Companies	% voting power	% of shareholding	Share of profit/ (loss) in current year (Rs in lakhs)	Share of profit/ (loss) in previous year (Rs in lakhs)
<u>Indian</u>				
Vayudoot Trading Limited	22.00	22.00	4.37	1.81
Remi Fans Limited	21.73	21.73	15.87	10.72
Highpower Mercantile Limited	22.00	22.00	(12.19)	1.38
Remi Finance And Investment Private Limited	26.57	26.57	9.46	0.75
Remi Electrical Industries Limited	0.00	0.00	0.00	3.73
Remi Auto Fans Limited	0.00	0.00	0.00	0.82
TOTAL			17.51	19.21

Note : Remi Electrical Industries Ltd and Remi Auto Fans Ltd have been amalgamated with Remi Fans Ltd during the year.

Remi Securities Limited**F.Y 2019-2020****NOTE:21**

Additional information, as required under Schedule III to the Companies Act , 2013, of Companies Consolidated as Associates.

Name of entity	Net Assets, i.e .,total assets minus total liabilities		Share in profit or loss	
	As % of consolidated net assets	Amount (Rs.in lakhs)	As % of consolidated profit or Loss	Amount (Rs.in lakhs)
1	2	3	4	5
<u>Parent</u>				
Remi Securities Limited	77.21	2207.94	368.15	(24.04)
Associates (Investment as per equity method)				
<u>Indian</u>				
Vayudoot Trading Limited	2.57	73.64	(66.92)	4.37
Remi Fans Limited	11.24	321.58	(243.03)	15.87
Highpower Mercantile Limited	2.26	64.72	186.68	(12.19)
Remi Finance And Investment Private Limited	6.71	191.93	(144.87)	9.46
Total	100.00	2859.81	100.00	(6.53)

- 22 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.
- 23 Provisions of the Employees' Provident Fund Act, ESIC Act are not applicable to the Company. The company has made provision of Gratuity and leave salaries payable to employees on actuarial basis.
- 24 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

Deferred Tax Asset	As at 31-03-2020 (₹)	As at 31-03-2019 (₹)
On Account of Employee Benefits	81,114	16,942
On Account of Business Loss	1,87,67,144	1,87,60,233
On Account Long Term Capital Loss	NIL	36,77,531
On Account of Adjustment as per IND-AS	NIL	(21,26,904)
Net Deferred Tax Assets	1,87,48,258	2,03,27,803

25 **Earning per Share**

	As at 31-03-2020	As at 31-03-2019
a. Weighted average number of equity share of Rs.10/- each		
i) No. of shares at the beginning of the year	20,00,000	20,00,000
ii) No. of shares at the end of the year	20,00,000	20,00,000
iii) Weighted average number of shares outstanding during the year.	20,00,000	20,00,000
b. Net profit after tax available for equity Share-holders	(6,53,062)	69,28,729
c. Basic & Diluted earnings from continuing operations for equity share (in ₹)	(0.33)	3.46

26 **Related parties disclosures: -**

A) **Key Management Personnel**

- 1) Mr.Sanjay Maheshwari - Executive Director cum CFO

	(₹)	
	31-03-2020	31-03-2019
Salary & Allowances	12,63,000	12,12,600

- 2) Miss.Poonam Jangid - Company Secretary

	(₹)	
	31-03-2020	31-03-2019
Salary & Allowances	4,33,200	1,05,000

B) Non-Executive Directors

	(₹)	
	31-03-2020	31-03-2019
Reimbursement of Conveyance Exp.	30,000	21,000

C. Associate Companies: -

Bajarang Finance Limited, Remi Edelstahl Tubulars Ltd., Remi Elektrotechnik Ltd, Vishwakarma Jobworks Ltd, Skyrise Mercantile Ltd, Calplus Trading Pvt. Ltd, Magnificent Trading Pvt Ltd.

		31-03-2020 (₹)	31-03-2019 (₹)
a)	Interest Paid	34,427	47,429
b)	Interest Received.	13,07,956	10,04,289
c)	Loan Given	4,12,10,000	11,94,00,000
d)	Loan Received	2,00,00,000	10,00,000
e)	Outstanding Payable at year end	NIL	NIL
f)	Outstanding Receivable at year end	62,87,493	35,05,795
g)	Investment made during the year	1,14,43,225	NIL

27 Contingent liability in respect of Income Tax demands of Rs.53,58,639/- (Rs.33,67,595) which are disputed in appeals.

28. The Govt. of India ordered a nationwide lockdown on 24th March 2020 in view of Covid-19 pandemic consequently there was significant reduction in economic activities in the country. The Company has considered the possible effect on the carrying amounts of Investments, inventories, receivable and other current asset of company due to Covid-19 pandemic. The Company as on the date approval of these financial results has used internal and external sources on the future performance of the company. The Company based on current estimates expect that carrying amount of the company's assets are fully recoverable. Further the Company believes that impact of Covid-19 pandemic on the company's financial statements is temporary and not material.

29. Previous year figures are regrouped, rearranged and reclassified, wherever necessary, to conform current year's presentation.

Signature to Notes 1 to 29

AS PER MY REPORT OF EVEN DATE

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

Sd/-

Sd/-

Sd/-

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

**(BHAGIRATH SINGH)
DIRECTOR
DIN: 00155407**

**(SANJAY MAHESHWARI)
DIRECTOR
DIN : 00168911**

(Membership No.72184)

Sd/-

PLACE : MUMBAI

DATED : 30TH JULY, 2020

**POONAM JANGID
COMPANY SECRETARY**

Form AOC-I-
Part "B": Associates – F.Y 2019-20

(Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies)

Remi Securities Limited

Sr. No.	Name of Associates	Highpower Mercantile Limited	Vayudoot Trading Limited	Remi Fans Limited	Remi Finance And Investment Pvt. Ltd.
1	Latest audited Balance Sheet Date	31 st March , 2020	31 st March , 2020	31 st March , 2020	31 st March , 2020
2	Date on which the Associate was associated or acquired	12.07.2002	12.07.2002	27.08.2013	30.01.2013
3	Shares of Associate held by the company on the year end				
i	No.(Number of Shares)	22000	22000	115756	57540
ii	Amount of Investment in Associates	Rs.2.19 Lakhs	Rs.2.44 Lakhs	Rs.11.87 Lakhs	Rs.5.58 Lakhs
	Extend of Holding %	22.00 %	22.00 %	21.73 %	26.57 %
4	Description of how there is significant influence	Control of 20 % and more of total share capital	Control of 20 % and more of total share capital	Control of 20 % and more of total share capital	Control of 20 % and more of total share capital
5	Reason why the associate is not consolidated	Not applicable	Not applicable	Not applicable	Not applicable
6	Networth attributable to Shareholding as per latest audited Balance sheet.	Rs.64.72 lakhs	Rs.73.64 lakhs	Rs 321.58 lakhs	Rs.191.93 Lakhs
7	Profit / Loss for the year				
i	Considered in Consolidation	(Rs.12.19) Lakhs	Rs.4.37 Lakhs	Rs.15.86 Lakhs	Rs.9.46 Lakhs
ii	Not Considered in Consolidation	Not applicable	Not applicable	Not applicable	Not applicable

AS PER OUR REPORT OF EVEN DATE

FOR SHANKARLAL JAIN & ASSOCIATES, LLP
(CHARTERED ACCOUNTANTS)

Firm Registration No.109901W / W100082

Sd/-

(S.L.AGRAWAL)
PARTNER

(Membership No.72184)

PLACE : MUMBAI

DATED : 30TH JULY, 2020

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

(BHAGIRATH SINGH) (SANJAY MAHESHWARI)
DIRECTORS

DIN: 00155407

DIN : 00168911

Sd/-

POONAM JANGID
COMPANY SECRETARY

Notes:

1. Names of associates which are yet to commence operations : **Nil**

2. Names of associates which have been liquidated or sold during the year: **Nil**