

REMI ELEKTROTECHNIK LIMITED

37TH ANNUAL REPORT

2016 - 17



MOTORS



REMI *commercio*
THE LEVELS OF EXCELLENCE



REAL ESTATE



LABORATORY EQUIPMENTS



Board of Directors:	<p>Shri Vishwambhar C. Saraf</p> <p>Shri Rajendra C. Saraf</p> <p>Shri Sunil Saraf</p> <p>Shri Ritvik V. Saraf</p> <p>Shri Shyam Jatia</p> <p>Shri Ashish Kanodia</p> <p>Shri Mahendra Chirawawala</p> <p>Shri Harkishan Zaveri</p> <p>Smt. Archana Bajaj</p>	<p>Chairman and Managing Director</p> <p>Director</p> <p>Whole-Time Director</p> <p>Whole-Time Director & Chief Financial Officer</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p> <p>Independent Director</p>
Company Secretary	Ms. H. H. Joshi (w.e.f. 07/09/2016)	
Bankers:	STATE BANK OF INDIA	
Auditors:	<p>M/s. Sundarlal, Desai & Kanodia</p> <p>Chartered Accountants</p> <p>903, Arcadia,</p> <p>195, N.C.P.A. Road,</p> <p>Mumbai- 400 021</p>	
Registered Office:	<p>REMI House,</p> <p>Plot No.11, Cama Industrial Estate,</p> <p>Goregaon (East), Mumbai – 400 063</p> <p>Ph.: 022-40589888, Fax: 022-2685233</p>	
CIN:	L51900MH1988PLC047157	
Works:	<p>Survey No.65, Village Waliv,</p> <p>Vasai (East), Thane – 401 208</p>	
Wind Power:	<p>Village Brahmanwel,</p> <p>Taluka Sakri,</p> <p>District Dhule, Maharashtra</p>	

NOTICE

To
The Members,
REMI ELEKTROTECHNIK LIMITED

NOTICE is hereby given that the 37th Annual General Meeting of the Company will be held at the Company's Registered Office on **Thursday, the 28th September, 2017**, at 11.00 A.M. to transact the following ordinary business:

- 1) To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon;
- 2) To re-appoint Shri Rajendra C. Saraf (DIN: 00161412) as Director, who retires by rotation.
- 3) To appoint Auditors and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 140, 142 and other applicable provisions of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014, M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W), be and is hereby appointed as statutory auditors of the Company in place of retiring Auditors M/s Sundralal, Desai & Kanodia, Chartered Accountants, Firm Registration No. 110560W, at the ensuing Annual General Meeting (AGM), to hold office of the statutory auditors from conclusion of this 37th AGM until the conclusion of 42nd AGM, subject to ratification of the appointment by the members at every AGM held after this AGM, on such remuneration as may be decided by the Board of Directors of the Company."

Special Business : Ordinary Resolution

- 4) To ratify the remuneration of Cost Auditors.

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, remuneration payable to M/s Kejriwal & Associates, Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company for the year 2017-18, to conduct the audit of the cost records of the Company, on a remuneration of Rs.60,000/- (Rupees Sixty Thousand only) be and is hereby ratified and confirmed."

Special Business : Special Resolutions

- 5) To appoint Shri Rajendra C. Saraf (DIN: 00161412) as Executive Director of the Company.

"Resolved that Shri Rajendra C. Saraf (DIN:00161412), be and is hereby appointed as the Executive Director of the Company, for a term of 3 years from the 1st June, 2017, on the following terms and conditions:

- i. A monthly salary of Rs.1,60,000/-
- ii. Leave Travel Concession for self and family once a year, in accordance with the rules of the Company.
- iii. Annual fees of not more than two clubs.
- iv. Free use of one or more Company car with driver for official purpose only.
- v. Telephone at residence and Mobile phone.
- vi. Gratuity as per the rules of the Company.
- vii. Encashment of Leave at the end of the tenure."

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

- 6) To revise the remuneration of Shri Sunil Saraf, Whole-Time Director of the Company.

"Resolved that the remuneration being paid to Shri Sunil Saraf, the Whole-Time Director of the Company, be and is hereby revised as follows, with effect from the 1st October, 2016.

- a) Basic Salary Rs.3,12,000/- per month.
- b) House Rent Allowance within a ceiling of 25% of the basic salary per month.
- c) Medical Expenses not exceeding 15 days of basic salary per annum.
- d) Bonus as per the rules of the Company with a ceiling of 20% of the annual basic salary.
- e) Children's Education allowance not exceeding 15 days of basic salary per annum.

- f) Leave Travel allowance not exceeding 15 days of basic salary per annum.
- g) Telephone at residence including Mobile Phone on Company's Account.
- h) Gratuity as per the rules of the Company.
- i) Car for office use without driver.
- j) Provident Fund as per the rules of the Company.

However the overall remuneration shall not exceed the limits specified in Section II, Part II of Schedule V to the Companies Act, 2013.

By order of the Board
For REMI ELEKTROTECHNIK LIMITED

Registered Office

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

Dated : 28th August, 2017

Sd/-

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017**, both days inclusive.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M. up to the date of the Meeting.
4. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s. Bigshare Services Private Limited / Company.

5. Green Initiative :

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

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 37th Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Notice is available on the website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
7. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A member may participate in the AGM even after exercising his/ her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. Incase Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.

8. The remote e-voting period shall commence at 9.00 a.m. on **25th September, 2017** and will end at 5 p.m. on **27th September, 2017**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. As directed by SEBI, for payment of Dividend, Members are requested to provide the bank account number and the details required for making ECS payment to the respective depository participant in case of shares held in demat and to share transfer agent of the Company in case of shares held in physical.
10. **The detailed procedure for remote e-voting is set out below :**
- (a) In case of Members receiving an e-mail from NSDL:
- (i) Open email and open PDF file viz; "REL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) put 'User ID' and Password' as initial password/PIN as noted in step (i) above and click 'Login'.
 - (v) Password change menu appears. Change the password/ PIN with new password of your choice with minimum 8 digits/ characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select 'EVEN' (E-voting Event Number) of **REMI ELEKTROTECHNIK LIMITED**.
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at relscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.
- (b) **In case of Shareholders receiving physical copy of the Notice of AGM.**
- (i) Initial Password is provided in the enclosed Form.

EVEN (Remote E-voting Event Number)	User ID	Password/ PIN
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 - (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.
- (c) **Other Instructions:**
- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nSDL.com or call on Toll free no. 1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on **21st September, 2017** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
12. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **21st September, 2017**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nSDL.com or contact NSDL at the following toll free no. 1800-222-990.

13. Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
14. The Company has appointed Shri Vishal Mehra, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting/ e-voting process in a fair and transparent manner.
15. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
16. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than two days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
17. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website i.e. www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him .The result shall also be forwarded to The Bombay Stock Exchange Limited.
18. An Explanatory Statement relating to the item of special business set out in items No. 4, 5 and 6 accompanies.

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

Item No. 4

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year 2017-18.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.4 of the Notice.

Item No.5

Shri Rajendra C. Saraf has been appointed as Executive Director of the Company from the 1st June, 2017, within the limits of remuneration as specified in Schedule V, Part II section II (A) of the Companies Act, 2013.

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

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

I. General Information:

- (1) Nature of Industry : Manufacture of Electrical Motors, Laboratory and Medical Equipments and allied items.
- (2) Commencement of commercial production : 1970
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not a new Company
- (4) Financial performance : The Company has a turnover of Rs.11471.35 Lacs and net profit of Rs.45.47 Lacs, for the financial year ended 31st March, 2017.
- (5) Foreign investments or collaborations : None

II. Information about the Appointee:

- 1) Shri Rajendra C. Saraf (62) is a commerce graduate from the University of Bombay. He hails from a family of business people of fifty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 35 years of business experience. He holds 108 equity shares in the Company. He attended 5 (five) meetings of the Board of Directors during the year 2016-17. He is Managing Director of Remi Process Plant And Machinery Ltd. and on the Board of Remi Edelstahl Tubulars Limited, Pudumjee Industries Ltd., Pudumjee Hygiene Products Limited and Calplus Trading Pvt. Ltd. He is Chairman of Finance Committee and Member of Audit Committee, Nomination & Remuneration Committee and Stake holder Relationship Committee of Remi Edelstahl Tubulars Limited. He is Member of Corporate Social Responsibility Committee of the Company.
- 2) Past remuneration : ----
- 3) Recognition or awards : ----
- 4) Job profile and his suitability : He has vast and rich experience in field of production, sales, finance, accounts, legal and other administrative matters.
- 5) Remuneration Proposed : As set out in the Special Resolution.
- 6) Comparative Remuneration profile : In similar Companies, this package is the norm.
- 7) Pecuniary relationship : His family has a good financial stake in the Company.

III. Other information

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

IV. Disclosure

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

Shri Rajendra C. Saraf, Shri Vishwambhar C. Saraf, his brother also Directors of this Company, are to be deemed to be interested in the item of business.

Item No.6

The remuneration package of Shri Sunil Saraf was revised by the Board at its Meeting held on the 14th February, 2017. The remuneration being paid to him has been revised with effect from the 1st October, 2016, 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:

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

I. General Information:

1. Nature of Industry : Manufacture of Electrical Motors, Laboratory and Medical Equipments and allied items.
2. Commencement of commercial production : 1970
3. In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not a new Company

4. Financial performance : The Company has a turnover of Rs.11471.35 Lacs and net profit of Rs.45.47 Lacs, for the financial year ended 31st March, 2017.
5. Foreign investments or collaborations : None

II. Information about the Appointee:

1. Shri Sunil Saraf (57), is a commerce graduate of Nagpur University, After his graduation he joined REMI Group where he has been all these years. From the position of Management Trainee, by his sheer ability and concentration on the duties assigned to him, he rose to this position of the Company. The Company is rewarding him for his sincere contribution to the growth of the Company. He was first appointed on the board of the director on 31/01/2007. He holds 100 equity shares in the Company. He attended 5 (five) meetings of the Board of Directors during the year 2016-17. He is on Board of Rajendra Finance Private Limited. He has reappointed as Whole-Time Director of the Company from the 1st October, 2016 for term of 3 years.
2. Past remuneration : Rs.2.6 Lacs per month plus other benefits and perquisites.
3. Recognition or awards : ----
4. Job profile and his suitability : He is in-charge of production, sales and other administrative matters.
5. Remuneration Proposed : As set out in the Special Resolution.
6. Comparative Remuneration profile : In similar Companies, this package is the norm.
7. Pecuniary relationship : ----

III. Other information

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

IV. Disclosure

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

Shri Sunil Saraf 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 ELEKTROTECHNIK LIMITED

Dear Shareholders,

The Directors are pleased to present herewith the Annual Report and Audited Statements of accounts of the Company for the year ended 31st March, 2017.

(₹ in Lacs)

Financial Results	2016 – 2017		2015 – 2016	
Gross Turnover	11471.35		10874.78	
Profit before Finance Cost, Depreciation and Tax (EBIDTA)	593.86		1163.78	
Finance Cost	329.02		331.90	
Depreciation	188.97		194.24	
Taxation	30.40	548.39	213.53	739.67
Profit for the period	45.47		424.11	
Balance brought forward	2539.74		2458.40	
	2585.21		2882.51	
<u>Appropriations</u>				
Transfer to General Reserve	25.00		50.00	
Interim Dividend Paid	--		243.25	
Distribution Tax on Interim Dividend	--		49.52	
Net surplus in the Statement of Profit & Loss	2560.21		2539.74	
	2585.21		2882.51	

OPERATIONS:

The Company achieved a turnover of Rs.114.71 Crores during the year as against Rs.108.75 Crores in previous year. The Company achieved EBIDTA and net profit of Rs.5.94 Crores and Rs.0.45 Crores respectively during the year as against Rs.11.64 crores and Rs.4.24 crores respectively in previous year.

Revenue as well as profitability of electrical motor division continue to be affected adversely due to de-growth in user industries and severe competition. During the year revenue and profitability of instrument division has improved. The profitability of the real estate division has adversely affected during the year. The real estate project has received occupation certificate during the year.

During the year, the Company transferred a sum of Rs.0.25 Crores to the General Reserves. There are no changes in the share capital during the year.

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

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

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

DIRECTORS:

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

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT:

Shri Rajendra Saraf (DIN:00161412) retires by rotation and is to be re-appointed.

Shri Rajendra C. Saraf (62) is a commerce graduate from the University of Bombay. He hails from a family of business people of fifty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 35 years of business experience.

BOARD MEETINGS:

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

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

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

AUDITORS:

The current statutory auditors, M/s Sundarlal, Desai & Kandodia, Chartered Accountants (Firm Registration No. 110560W) were last re-appointed by the members in the annual general meeting held on 30th September, 2014 to hold the office of auditors from the conclusion of the 34th annual general meeting till the conclusion of this 37th annual general meeting.

As per the provisions of section 139 of the Companies Act, 2013, no listed company shall appoint an audit firm as auditors for more than two terms of five consecutive years. The Act also provided for an additional transition period of three years.

The term of the current auditors expires at the conclusion of the ensuing annual general meeting.

The Board of Directors at its meeting held on 28th August, 2017, based on the recommendation of the Audit Committee has recommended the appointment of M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W) as the statutory auditors of the Company for approval by the members.

M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W) has consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified under section 141(3) (g) of the Act and that they are not disqualified to be appointed as statutory auditors in terms of section 143 of the Act.

M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W) will be appointed as the statutory auditors of the Company from the conclusion of the ensuing annual general meeting till the conclusion of the 42nd annual general meeting, subject to ratification of their appointment by the members at every intervening annual general meeting on a remuneration as may be decided by the Board of Directors from year to year.

The members are therefore requested to appoint M/s Shankarlal Jain & Associates LLP, Chartered Accountants (Firm Registration No.109901W), as statutory auditors of the Company for a term of five years from the conclusion of the ensuing annual general meeting till the conclusion of the 42nd annual general meeting, to be scheduled in 2022, subject to ratification at each annual general meeting.

The statutory audit report for the financial year ended 31st March, 2017 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors.

COST AUDITORS:

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company required to be audited by cost auditors. The Board has on the recommendation of the Audit Committee, appointed M/s. Kejriwal & Associates, Cost Accountants to audit the cost records of the Company for the financial year 2017-18 on a remuneration of Rs.60,000/- (Rupees Sixty Thousand only) subject to ratification by members. Accordingly, a resolution seeking Member's ratification for the remuneration payable to M/s. Kejriwal & Associates, Cost Auditors is included in the Notice convening the Annual General Meeting.

SECRETARIAL AUDITOR:

Shir Vishal Mehra, Practicing Company Secretary was appointed in place of Shri V.S. Iyer, due to his sudden demise, to conduct the secretarial audit of the Company for the financial year 2016-17, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2016-17 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 AND POLICY ON RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013 and Regulation of SEBI (LODR) Regulations, 2015, the Board has formulated Policy on Related Party Transactions and the same is available on the website of the Company at www.remigroup.com. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required.

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 32 to notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

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

A) Conservation of energy:

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

(B) Technology absorption:

- i. the efforts made towards technology absorption; : The Company does not have any foreign collaboration for manufacturing. The Company is continuously modernizing its production and testing machineries and equipments.
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; : This is continuous process and the laboratory instruments are import substitutes.

- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
- (a) the details of technology imported; : N.A.
- (b) the year of import; : N.A.
- (c) whether the technology been fully absorbed; : N.A.
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : N.A.
- iv. the expenditure incurred on Research and Development : Rs.3.09 Lacs

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earnings	₹ 721.62 Lacs
Outgo	₹ 85.44 Lacs

AUDIT COMMITTEE:

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

RISK MANAGEMENT:

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

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

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

DEPOSITS:

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

INTERNAL CONTROL SYSTEM:

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

SIGNIFICANT AND MATERIAL ORDERS:

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

VIGIL MECHANISM:

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

EXTRACT OF THE ANNUAL RETURN

The extract of the Annual Return in form MGT-9 is annexed herewith as “**Annexure - C**”.

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

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

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- a. in the preparation of the annual accounts for the year ended 31st March 2017, 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 2017 and of the profit of the Company for that period;
- c. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. the Directors have prepared the annual accounts/ financial statements on a going concern basis;
- e. that proper internal financial controls were in place and that the financial controls are adequate and were operating effectively ; and
- f. that the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

APPRECIATION:

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

ON BEHALF OF THE BOARD

Registered Office:

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

Dated: 28th August, 2017

Sd/-

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

MANAGEMENT DISCUSSION AND ANALYSIS:

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

The slowing down of the economy and the existing market conditions continue to downward effect on the electrical motor division during the current financial year 2016-17 Company's Laboratory Instrument Division has done well during the year by increasing revenue and profitability. The Revenue from commercial real estate project has affected substantially during the year.

The revenue and profitability of the electrical motor division are expected to be under stress due to de-growth in user industries and capital goods industry which is the main consumer. The Laboratory Instrument Division is expected to perform well during the current year and improve in future due to focus of the Central and State Governments on the health sector. Demand for commercial real estate project of the Company is likely to improve in coming period due to completion of the project, its strategic location and successful infrastructure development i.e.; Metro Rail, etc. in the area of the project.

b) Internal Control Systems and their adequacy:

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

c) Financial Performance:

The Financial Performance of the Company has affected adversely due to loss in commercial real estate project of the Company during the year.

d) Human Resources/ Industrial Relations:

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

e) Cautionary Statement:

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

CORPORATE GOVERNANCE

1. COMPANY'S BASIC PHILOSOPHY:

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

2. BOARD OF DIRECTORS:

During the year, the Board of Directors met 5 (Five) times on 30/05/2016, 12/08/2016, 26/09/2016, 14/11/2016 and 14/02/2017.

3. COMPOSITION AND CATEGORY OF DIRECTORS:

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

4. AUDIT COMMITTEE:

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

The functions of the audit committee include:

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

Attendance of the members at the Audit Committee Meetings held during 2016-2017.

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

5. NOMINATION AND REMUNERATION COMMITTEE:

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

Committee Members	Designation	No. of Meetings	
		Held	Attended
Mr. Ashish Kanodia	Chairman	3	2
Mr. Harkishan Zaveri	Member	3	3
Mr. Mahendra Chirawawala	Member	3	3

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

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

The remuneration policy is as below:

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

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

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

6. REMUNERATION TO DIRECTORS:

(₹ in Lacs)

NAME	DESIGNATION	SALARY	COMMISSION	SITTING FEES
Mr. Vishwambhar C. Saraf	Chairman and Managing Director	52.60	-	-
Mr. Sunil Saraf	Executive Director	55.97	-	-
Mr. Ritvik V. Saraf	Executive Director	32.71	-	-
Mr. Rajendra C. Saraf	Promoter	-	-	0.12
Mr. Shyam Jatia	Independent Non-Executive	-	-	0.13
Mr. Mahendra Chirawawala	Independent Non-Executive	-	-	0.13
Mr. Ashish Kanodia	Independent Non-Executive	-	-	0.13
Mr. Harkishan Zaveri	Independent Non-Executive	-	-	0.13
Mrs. Archnana Bajaj	Independent Non-Executive	-	-	0.10

7. STAKEHOLDERS RELATIONSHIP COMMITTEE:-

The Members of the Committee comprise of Shri Vishwambhar C. Saraf, Shri Mahendra Chirawawala and Shri Sunil S. Saraf. Shri Mahendra Chirawawala is the Chairman of the Committee.

Shri Sunil S. Saraf has resigned from the position of Compliance Officer of the Company. Ms. H.H. Joshi, Company Secretary, is appointed from the position of Company Secretary and Compliance Officer of the Company w.e.f. 7th September, 2016.

The Company had not received any complaints during the year 2016-17.

8. GENERAL BODY MEETINGS:

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

DATE	VENUE	TIME	NO. OF SPECIAL RESOLUTIONS
30/09/2014	Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai – 400 063	12.30 P.M	--
30/09/2015	- do -	-do-	One
30/09/2016	- do -	-do-	Two

9. POSTAL BALLOT:

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

10. DISCLOSURES:

Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.	:	Transactions with related parties are disclosed in Note No.32 to the accounts. These transactions are not in conflict with the interests of the Company
Details of non-compliances by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.	:	Nil
Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.	:	The Company has complied with all mandatory requirements of Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable time to time.

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

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

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

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

12. INDEPENDENT DIRECTOR'S FAMILIARISATION PROGRAMME:

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

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

13. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS:

Name of Directors	Shareholding (Nos.)
Shri Rajendra C. Saraf	108
Shri Shyam Jatia	--
Shri Mahendra Chirawawala	--
Shri Harkishin Zaveri	--
Shri Ashish Kanodia	--
Smt. Archana Bajaj	100

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

Shri Rajendra C. Saraf (62) is a commerce graduate from the University of Bombay. He hails from business family of more than fifty years' standing. After his college education, he joined his family business and has received from his elders in the family very good training in business management. He has more than 36 years of business experience. He is the Managing Director of Remi Process Plant and Machinery Limited and is on the Board of Remi Edlestahl Tubulars Limited, Pudumjee Industries Ltd., Pudumjee Hygiene Products Limited and Calplus Trading Pvt. Ltd.

15. MEANS OF COMMUNICATION:

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

16. GENERAL SHAREHOLDER INFORMATION:

The 37th Annual General Meeting of the Company will be held on **Thursday, the 28th September, 2017**, at Company's Registered Office, REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 at 11.00 A.M.

Financial year of the Company is from 1st April, 2016 to 31st March, 2017.

The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 21st September, 2017 to Thursday, the 28th September, 2017**, both days inclusive.

> Listing on Stock Exchange:

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

> Market Price Data: (Average Price)

MONTH	HIGH PRICE (in ₹)	LOW PRICE (in ₹)
April – 2016	10.97	10.97
May – 2016	10.97	10.97
June – 2016	10.97	10.97
July – 2016	10.97	10.97
August – 2016	10.97	10.97
September – 2016	10.97	10.97
October – 2016	10.97	10.97
November – 2016	10.97	10.97
December – 2016	10.97	10.97
January – 2017	10.97	10.97
February – 2017	10.97	10.97
March – 2017	10.97	10.97

> Registrar and Transfer Agents:

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

➤ **Share Transfer system:**

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

➤ **Distribution of Shares:**

Distribution of Shareholding as on 31st March, 2017.

SHAREHOLDING OF NOMINAL	NO. OF SHAREHOLDERS	% OF TOTAL	SHARE	% OF TOTAL
1 – 500	114	85.72	11266	0.23
501 – 1000	2	1.50	1410	0.03
1001 – 2000	1	0.75	1300	0.03
4001 – 5000	1	0.75	4124	0.08
5001 – 10000	1	0.75	5280	0.11
10001 & Above	14	10.53	4841620	99.52
TOTAL :	133	100.00	4865000	100.00

Categories of Shareholders as on 31st March, 2017

CATEGORY	NO OF HOLDERS	NO OF SHARES	% OF TOTAL SHARE HOLDING
Individuals	121	3321066	68.26
Companies	12	1543934	31.74
FII's, NRIs & OCBs	--	--	--
Mutual Funds, Banks & FIs	--	--	--
TOTAL :	133	4865000	100.00

➤ **Dematerialization of Shareholding:**

As on 31st March, 2017, 4856110 equity shares constituting 99.82% have been dematerialized.

➤ **Plant Location:**

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

➤ **Address for Correspondence:**

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

Place: Mumbai
Dated: 28th August, 2017

Sd/-
VISHWAMBHAR C. SARAF
CHAIRMAN
(DIN:00161381)

CERTIFICATE OF CORPORATE GOVERNANCE

The Members,
REMI ELEKTROTECHNIK LIMITED

We have examined the compliance of conditions of Corporate Governance by REMI ELEKTROTECHNIK LIMITED, for the year ended on March 31, 2017 as stipulated in Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable from time to time, entered by the Company with Bombay Stock Exchange Limited, Mumbai.

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

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

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the stakeholders Relationship Committee of the Company.
We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency of effectiveness with which the management has conducted the affairs of the Company.

**For SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS,**

Sd/-

**(M. B. DESAI)
PARTNER**

MEMBERSHIP NUMBER:33978

PLACE : MUMBAI
DATED : 28TH AUGUST, 2017

DECLARATION REGARDING CODE OF CONDUCT

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

For **REMI ELEKTROTECHNIK LIMITED**

Sd/-

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

PLACE: MUMBAI
DATED: 28TH AUGUST, 2017

Annual Report on Corporate Social Responsibility (CSR) Activities -2016-17

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

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has adopted the CSR Policy in line with the Schedule VII of the Section 135 of the Companies Act, 2013. The Company has undertaken Education, Environment, health and Medical programs. The CSR policy is available on the website of the Company : http://www.remigroup.com/
2.	The Composition of the CSR Committee	Shri Vishwambhar Saraf Shri Rajendra Saraf Shri Shyam Jatia
3.	Average net profit of the company for last three financial years	Rs.8,35,29,321/-
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs.16,70,600/-
5.	Details of CSR spent during the financial year 2016-17 : (a) total amount to be spent for the financial year; (b) amount unspent, if any; (c) Manner in which the amount spent during the financial year ;	Rs.16,70,600/- Nil The Company has contributed Rs.16,70,600/- towards corpus to Smt. Mohridevi Kishandutt Saraf Trust, a Charitable Trust, and the said Trust has track record of more than three years in the field of Education, Environment, health and Medical programs which are the permitted activities under Schedule VII of the Section 135 of the Companies Act, 2013, as instructed by the Company.
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	N.A.
7.	The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.	
Sd/- Vishwambhar C. Saraf Managing Director DIN : 00161381		Sd/- Shyam Jatia Chairman CSR Committee DIN : 00049457

Form No. MR-3
Secretarial Audit Report

(For the Financial year ended **31st March, 2017**)

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

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

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2017**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **REMI ELEKTROTECHNIK LIMITED** ("**The Company**") for the Financial Year ended on **31st March, 2017** according to the provisions of:

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

Contd....2

(2)

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

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

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

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

I further report that:

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

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

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

Sd/-

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

Place : Mumbai

Date : 5th August, 2017

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L51900MH1988PLC047157
2	Registration Date	5-Dec-1980
3	Name of the Company	REMI ELEKTROTECHNIK LIMITED
4	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai-400063
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Makwana Road, Marol, Andheri East, Mumbai 400059, Tel: 022 62638200 Fax : 022 62638299 Email: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Laboratory Equipments	28191, 32502, 32503, 32509	55.54
2	Property Sales	41001	19.18
3	Electric Motors	27103	16.48

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	Nil				

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	1,346,730	-	1,346,730	27.68%	1,346,730	-	1,346,730	27.68%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	1,661,234	-	1,661,234	34.15%	1,661,234	-	1,661,234	34.15%	0.00%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other (Trust)	463,296	-	463,296	9.52%	463,296	-	463,296	9.52%	0.00%
Sub Total (A) (1)	3,471,260	-	3,471,260	71.35%	3,471,260	-	3,471,260	71.35%	0.00%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	3,471,260	-	3,471,260	71.35%	3,471,260	-	3,471,260	71.35%	0.00%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FII's	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	1,382,700	-	1,382,700	28.42%	1,382,700	-	1,382,700	28.42%	0.00%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2,150	8,890	11,040	0.23%	2,150	8,890	11,040	0.23%	0.00%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	1,384,850	8,890	1,393,740	28.65%	1,384,850	8,890	1,393,740	28.65%	0.00%
Total Public (B)	1,384,850	8,890	1,393,740	28.65%	1,384,850	8,890	1,393,740	28.65%	0.00%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	4,856,110	8,890	4,865,000	100.00%	4,856,110	8,890	4,865,000	100.00%	0.00%

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	ANUPAMA KASERA	100	0.00%	0.00%	100	0.00%	0.00%	0.00%
2	BAJRANG FINANCE LTD	114640	2.36%	0.00%	114640	2.36%	0.00%	0.00%
3	CHIRANJILAL SARAF & SONS H.U.F.	100	0.00%	0.00%	100	0.00%	0.00%	0.00%
4	CHIRANJILAL SARAF FAMILY TRUST	308	0.01%	0.00%	308	0.01%	0.00%	0.00%
5	FULIDEVI SARAF FAMILY TRUST	962988	19.79%	0.00%	962988	19.79%	0.00%	0.00%
6	K K FINCORP LTD. (FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LTD.)	5280	0.11%	0.00%	5280	0.11%	0.00%	0.00%
7	MINAKSHI R SARAF	102108	2.10%	0.00%	102108	2.10%	0.00%	0.00%
8	RAJENDRA C. SARAF	108	0.00%	0.00%	108	0.00%	0.00%	0.00%
9	RAJENDRA CHIRANJILAL H.U.F.	500400	10.29%	0.00%	500400	10.29%	0.00%	0.00%
10	REMI FINANCE & INVT. PVT. LTD.	510	0.01%	0.00%	510	0.01%	0.00%	0.00%
11	REMI SALES & ENGG. LTD.	36680	0.75%	0.00%	36680	0.75%	0.00%	0.00%
12	REMI SECURITIES LIMITED	4124	0.08%	0.00%	4124	0.08%	0.00%	0.00%
13	RISHABH R SARAF H.U.F.	10	0.00%	0.00%	10	0.00%	0.00%	0.00%
14	RISHABH R. SARAF	500110	10.28%	0.00%	500110	10.28%	0.00%	0.00%
15	RITVIK V SARAF	112786	2.32%	0.00%	112786	2.32%	0.00%	0.00%
16	SHRUTI R. SARAF	100	0.00%	0.00%	100	0.00%	0.00%	0.00%
17	SWATI LATH	100	0.00%	0.00%	100	0.00%	0.00%	0.00%
18	VANDANA V SARAF	80708	1.66%	0.00%	80708	1.66%	0.00%	0.00%
19	VISHWAMBHAR C. SARAF	100	0.00%	0.00%	100	0.00%	0.00%	0.00%
20	VISHWAMBHARLAL CHIRANJILAL H.U.F.	1050000	21.58%	0.00%	1050000	21.58%	0.00%	0.00%
	TOTAL:	3,471,260	71.35%	0.00%	3,471,260	71.35%	0.00%	0.00%

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year		0.00%		0.00%
	Changes during the year	There are no changes during the year			0.00%
	At the end of the year		0.00%		0.00%

(iv) Shareholding Pattern of top ten Shareholders*(Other than Directors, Promoters and Holders of GDRs and ADRs):*

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	HANUMAN FORGING AND ENGINEERING PVT .LTD.				
	At the beginning of the year	960900	19.75%	960,900	19.75%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	960900	19.75%
2	HANUMAN FREIGHT AND CARRIERS PVT. LTD.				
	At the beginning of the year	178500	3.67%	178,500	3.67%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	178,500	3.67%
3	LAKSHMINARAYAN REALFINVEST LIMITED				
	At the beginning of the year	156200	3.21%	156,200	3.21%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	156,200	3.21%
4	JAI AMBIKA FINANCE AND INVESTMENT PVT. LTD.				
	At the beginning of the year	45600	0.94%	45,600	0.94%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	45,600	0.94%
5	DHOLISHAKTI ENTERPRISES PVT. LTD.				
	At the beginning of the year	40000	0.82%	40,000	0.82%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	40,000	0.82%
6	VAISHRAVAN FINANCE AND INVESTMENTS LIMITED				
	At the beginning of the year	1300	0.03%	1,300	0.03%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	1,300	0.03%
7	JAGDISH SURENDRA DALAL				
	At the beginning of the year	900	0.02%	900	0.02%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	900	0.02%
8	ANIL MAHESHWARI				
	At the beginning of the year	300	0.01%	300	0.01%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	300	0.01%
9	CHANDU PATEL				
	At the beginning of the year	200	0.00%	200	0.00%
	Changes during the year	Transfer	100	100	0.00%
	At the end of the year		0.00%	300	0.01%
10	BASUKI NATH				
	At the beginning of the year	200	0.00%	200	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	200	0.00%

Note: The above information is based on the weekly beneficiary position received from depository.

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Vishwambhar C. Saraf (MD)				
	At the beginning of the year	100	0.00%	100	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	100	0.00%
2	Rajendra C. Saraf				
	At the beginning of the year	108	0.00%	108	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	108	0.00%
3	Sunil Saraf (WTD)				
	At the beginning of the year	100	0.00%	100	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	100	0.00%
4	Ritvik V. Saraf (WTD & CFO)				
	At the beginning of the year	112,786	2.32%	112,786	2.32%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	112,786	2.32%
5	Shyam Jatia				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	-	0.00%
6	Mahendra M. Chirawawala				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	-	0.00%
7	Ashish Kanodia				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	-	0.00%
8	Harkishan P. Zaveri				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	-	0.00%
9	Archana P. Bajaj				
	At the beginning of the year	100	0.00%	100	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	100	0.00%
10	Ms. H.H. Joshi (CS wef. 07/09/2016)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year		0.00%	-	0.00%

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

(Amt. in Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	913.57	2,416.42	-	3,329.99
ii) Interest due but not paid	-	214.88	-	214.88
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	913.57	2,631.30	-	3,544.87
Change in Indebtedness during the financial year				
* Addition	69.37	-	-	69.37
* Reduction	-	(1,826.93)	-	(1,826.93)
Net Change	69.37	(1,826.93)	-	(1,757.56)
Indebtedness at the end of the financial year				
i) Principal Amount	982.94	722.70	-	1,705.64
ii) Interest due but not paid	-	81.67	-	81.67
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	982.94	804.37	-	1,787.31

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
(1)	Name:	Shri Vishwambhar C. Saraf	Shri Sunil Saraf	Shri Ritvik Saraf	(in Lac)
	Designation:	Managin Director	Whole-Time Director	Whole-Time Director	
1	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	50.53	55.97	32.31	138.81
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	2.07	-	0.40	2.47
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please specify	-	-	-	-
	Total (A)	52.60	55.97	32.71	141.28
	Ceiling as per the Act	As per applicable Companies Act.			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors					Total Amount	
							(in Lac)	
1	Independent Directors	Shri Shyam Jatia	Shri Ashish Kanodia	Shri Harkishan Zaveri	Smt. Archana Bajaj	Shri Mahendra Chirawawal		
	Fee for attending board committee meetings	0.13	0.13	0.13	0.10	0.13	0.62	
	Commission	-	-	-	-	-	-	
	Others, please specify						-	
	Total (1)	0.13	0.13	0.13	0.10	0.13	0.62	
2	Other Non-Executive Directors	Shri Rajendra C. Saraf						
	Fee for attending board committee meetings						0.12	0.12
	Commission						-	-
	Others, please specify						-	-
	Total (2)						0.12	0.12
	Total (B)=(1+2)							0.74
	Total Managerial Remuneration							
	Overall Ceiling as per the Act	As per applicable Companies Act.						

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount
				(in Lac)
	Name	Shri Ritvik Saraf	Ms. H. H. Joshi	
	Designation	Chief Financial Officer	Company Secretary (wef. 07/09/2016)	
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	32.31	2.78	35.09
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0.40	-	0.40
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total	32.71	2.78	35.49

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:					
Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					Nil
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

INDEPENDENT AUDITORS' REPORT

To,
The Members of **REMI ELEKTROTECHNIK LIMITED**.

Report on the Financial Statements

We have audited the accompanying financial statements of **REMI ELEKTROTECHNIK LIMITED**, which comprise the balance sheet as at 31st March, 2017, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the 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 and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes 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 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.

Auditors' Responsibility

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

Contd.....2.

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

Opinion

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

- i. in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2017;
- ii. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure 'A' a statement on the matters specified in paragraph 3 and 4 of the Order, to extent applicable.

Contd.....3.

2. As required by section 143(3) of the Act, we report that:
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c. the balance sheet and statement of profit and loss dealt with by this report are in agreement with the books of account and returns.
 - d. in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the accounting standards referred to in section 133 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the Directors as on 31st March, 2017, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017, from being appointed as a Director in terms of clause of sub-section (2) of section 164 of the Companies Act, 2013.
 - f. in our opinion the Company has adequate internal financial controls system in place 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 Auditors’ 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 has disclosed the impact of pending litigations on its financial position in its financial statements.

Contd.....4.

: 4 :

- ii) the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any on long-term contracts including derivative contracts.
- iii) there has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv) the company had provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the Company.

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

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2017

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

ANNEXURE 'A' TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to us, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. To the best of our knowledge, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of Company.
- (ii) According to the information and explanations given to us, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to Companies/Firm/Limited Liability Partnerships/Other Persons covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to us, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (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.

Contd.....2.

- (vi) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and we are of the opinion that prima facie the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii) (a) According to the information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Sales tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax, Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2017 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, the particulars of dues of Income tax, Sales Tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and Cess as at 31st March, 2017, which have not been deposited on account of a dispute, are as follows: -

Sr. No.	Name of the Statute	Nature of dues & Period	Amount (₹)	Form where dispute is pending
1.	Service Tax Act	Service Tax & Penalty F.Y. 2008-09	82,143/-	CEST Appellate Tribunal
2.	Central Excise Act	Excise Duty & Penalty F.Y. 2008-09	4,28,152/-	CEST Appellate Tribunal
3.	Central Sales Tax Act	Central Sales Tax & Penalty F.Y. 2005-06	25,227/-	Deputy Commissioner (Appeals)
4.	The Income Tax Act	Income Tax & Interest F.Y. 2008-09	2,37,920/-	Commissioner (Appeals)

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

Contd.....3.

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

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

Sd/-

**(M. B. DESAI)
PARTNER**

PLACE : MUMBAI
DATED : 30TH MAY, 2017

Membership Number 33978

ANNEXURE - “B” TO THE AUDITORS’ REPORT

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

We have audited the internal financial controls over financial reporting of Remi Elektrotechnik Limited (“the Company”) as of 31st March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Contd.....2

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

: 3 :

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, 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 SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS,
(Firm Registration No.110560W)**

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2017

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

REMI ELEKTROTECHNIK LIMITED
BALANCE SHEET AS AT 31ST MARCH 2017

Particulars	Notes	AS AT	AS AT
		31.03.2017	31.03.2016
		(₹)	(₹)
I. EQUITY AND LIABILITIES:			
(1) Shareholders' Funds			
(a) Share Capital	2	48,650,000	48,650,000
(b) Reserves and Surplus	3	738,972,501	734,078,929
		787,622,501	782,728,929
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	4	81,874,325	211,573,653
(b) Deferred Tax Liabilities (Net)		18,965,654	16,796,935
(c) Other Long term Liabilities	5	7,083,141	22,138,551
(d) Long-Term Provisions	6	6,949,506	5,859,958
		114,872,626	256,369,097
(3) Current Liabilities			
(a) Short-Term Borrowings	7	95,397,290	141,089,636
(b) Trade Payables	8	108,371,399	89,168,417
(c) Other Current Liabilities	9	171,435,548	99,654,256
(d) Short-Term Provisions	10	7,473,920	2,425,604
		382,678,157	332,337,913
		1,285,173,284	1,371,435,939
II. ASSETS:			
(1) Non-Current Assets			
(a) Fixed Assets	11		
(i) Tangible Assets		212,089,776	202,269,186
(ii) Intangible Assets		2,119,896	1,995,242
(b) Non-Current Investments	12	419,250	419,250
(c) Long Term Loans and Advances	13	10,173,767	7,417,455
		224,802,689	212,101,133
(2) Current Assets			
(a) Inventories	14	712,196,300	792,735,879
(b) Trade Receivables	15	311,658,603	293,591,335
(c) Cash and Cash Equivalents	16	5,501,410	1,812,422
(d) Short-term Loans and Advances	17	30,821,512	71,056,085
(e) Other Current Assets	18	192,770	139,085
		1,060,370,595	1,159,334,806
		1,285,173,284	1,371,435,939

Significant Accounting Policies are an integral part of the financial statements

1

**AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS
(Firm Registration Number-110560W)**

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

PLACE : MUMBAI
DATED : 30TH MAY, 2017

FOR AND ON BEHALF OF BOARD

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

Sd/-
SUNIL SARAF
WHOLE TIME DIRECTOR
DIN :00157244

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

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

REMI ELEKTROTECHNIK LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2017

Particulars	Notes	For the Year Ended	For the Year Ended
		31.03.2017	31.03.2016
		(₹)	(₹)
I. Revenue from Operations	19	1,147,134,999	1,087,478,010
Less: Excise Duty		89,101,087	86,821,963
		1,058,033,912	1,000,656,047
II. Other Income	20	12,558,984	1,342,576
III. Total Revenue (I +II)		1,070,592,896	1,001,998,623
IV. <u>Expenses:</u>			
Cost of Materials Consumed	21	472,313,833	441,990,660
Purchases and Expenditure of Real estate development	22	131,548,738	178,784,140
Purchase of Traded Goods	23	13,330,926	11,574,802
Changes in Inventories of Finished Goods & Work-in-Progress	24	92,246,047	(13,303,919)
Employee Benefit Expenses	25	94,956,381	83,911,280
Other Expenses	26	206,810,015	182,663,309
Depreciation and amortisation		18,897,140	19,423,950
Finance Costs	27	32,902,280	33,190,162
V. Total Expenses		1,063,005,360	938,234,384
VI. Profit before Tax (III - V)		7,587,536	63,764,239
VII. <u>Tax Expenses</u>			
(a) Current tax		871,772	21,601,113
(b) Deferred tax		2,168,719	(248,514)
VIII. Profit for the period (VI - VII)		4,547,045	42,411,640
IX. Earning per Equity Share [Nominal Value of Share Rs. 10]			
(1) Basic		0.93	8.72
(2) Diluted		0.93	8.72

Significant Accounting Policies are an integral part of the financial statements

1

**AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS
(Firm Registration Number-110560W)**

Sd/-

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

PLACE : MUMBAI

DATED : 30TH MAY, 2017

FOR AND ON BEHALF OF BOARD

Sd/-

**V. C. SARAF
CHAIRMAN & MANAGING DIRECTOR
DIN :00161381**

Sd/-

**SUNIL SARAF
WHOLE TIME DIRECTOR
DIN :00157244**

Sd/-

**RITVIK V. SARAF
WHOLE TIME DIRECTOR &
CHIEF FINANCIAL OFFICER
DIN :01638851**

Sd/-

**H.H. JOSHI
COMPANY
SECRETARY**

REMI ELEKTROTECHNIK LIMITED

CASH FLOW STATEMENT FOR THE YEAR 2016-17

	(₹ in Lacs)	
	2016-17	2015-16
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit/(Loss) before Tax and Extra-ordinary item	75.88	637.64
Adjustment for :		
Depreciation	188.97	194.24
Interest	329.02	331.90
Profit on sale of Fixed Assets	(108.92)	-
Other Income	(16.67)	(13.43)
Operating profit before working capital changes	468.28	1,150.35
Adjustment for :		
Trade and Other Receivables	193.57	(874.95)
Inventories	805.40	(112.74)
Trade Payable and Provision	824.29	(128.07)
Cash Generated from Operations	2,291.54	34.59
Direct Taxes Paid	(8.72)	(216.01)
Cash Flow before Extra-ordinary items	2,282.82	(181.42)
Extra-ordinary items	-	-
Net Cash from Operating Activities (A)	2,282.82	(181.42)
B. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets	(285.03)	(44.33)
Sales of Fixed Assets	109.00	-
Other Income	16.67	13.43
Net Cash used in Investing Activities (B)	(159.36)	(30.90)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Interest Paid	(329.02)	(331.90)
Proceeds from Long Term Loan	-	589.22
Proceeds from Short Term Loan	-	194.74
Repayment of Long Term Loan	(1,300.63)	-
Repayment of Short Term Loan	(456.92)	-
Interim Dividends and Distribution Tax Paid	-	(292.77)
Net Cash used in Financial Activities (C)	(2,086.57)	159.29
Net Increase in Cash and Cash Equivalents (A+B+C)	36.89	(53.03)
Cash as at (Closing Balance)	55.01	18.12
Cash as at (Opening Balance)	18.12	71.15
Increase/Decrease in Cash Balance	36.89	(53.03)

NOTES:

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

**AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS**

**Sd/-
(M.B. DESAI)
PARTNER
Membership Number - 33978**

PLACE : MUMBAI
DATED : 30TH MAY, 2017

FOR AND ON BEHALF OF BOARD OF DIRECTORS

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

**Sd/-
SUNIL SARAF
WHOLE TIME DIRECTOR
DIN :00157244**

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

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

REMI ELEKTROTECHNIK LIMITED

Notes on Financial Statements for the year ended 31st March, 2017.

NOTE – 1 - SIGNIFICANT ACCOUNTING POLICIES:

i) **Basis of Accounting**

The Financial Statements are prepared under historical cost convention and generally on accrual basis and are in accordance with the requirement of the Companies Act, 2013.

ii) **Fixed Assets, Depreciation and Treatment of Expenditure During Construction**

a) All Fixed Assets are valued at cost, which include expenditure incurred in acquisition and construction/installation and other related expenses & difference in foreign exchange liability related to assets acquired in foreign currency in accordance with Notification dated 31st March, 2009.

b) Depreciation on tangible fixed assets, except Solar Plants is provided on is provided on straight line method based on useful life of the assets as prescribed in Schedule II to the Companies Act;2013. The depreciation on Solar Plant is provided based on internal assessment and technical evaluation by Central Electricity Regulatory Commission (CERC) and the management believes that useful lives as estimated by CERC of 25 years best represent the period over which management expects to use these assets. Depreciation & amortization methods, useful lives and residual values are reviewed periodically, including at each financial year end.

c) Leasehold Land is amortised over the lease period.

iii) **Intangible Assets**

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

iv) **Assets Given on Operating Lease**

a) All assets given on operating lease are capitalized as Fixed Assets and shown separately in the Fixed Assets Schedule.

b) Depreciation on fixed asset is provided to the extent of depreciable amount provided on straight line method. Depreciation is provided based on useful life of the asset as prescribed in Schedule II in to the Companies Act, 2013. In respect of additions on extensions forming an integral part of existing fixed assets, depreciation provided as aforesaid over the useful life of the respective asset.

v) **Inventories**

a) Raw materials and General Stores are valued at cost or net realizable value whichever is less, excluding Cenvat and VAT credit, by FIFO method.

b) Work in Process is valued at raw material cost plus estimated overheads or net realizable value, whichever is less but excluding Cenvat and VAT credit.

- c) Finished Goods valued at cost including estimated overheads or net realizable value whichever is less. The value includes excise duty paid/payable on such goods.
- d) Scrap is valued at net realizable value. This value includes excise duty payable thereon.

vi) **Retirement Benefits**

1) **Post-Employment Employee benefits**

a) **Defined Contribution Plans:**

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

b) **Defined Benefit Plans:**

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

Liability for above defined benefit plan is provided on the basis of valuation, as at the Balance Sheet date, carried out by an independent actuary. The actuarial method used for measuring the liability is the Projected Unit Credit method.

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

Liability for Compensated Absences (unutilized leave benefit) is provided on the basis of valuation, as at the Balance Sheet Date, carried out by an independent actuary. The actuarial valuation method used for measuring the liability is the Projected Unit credit method in respect of past service.

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

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

vii) **Investments**

Long Term investments are stated at cost. However, provision for diminution for decline other than temporary fall in market value, if any, is provided for. Current Investments are carried at lower of cost and fair value.

viii) **Revenue Recognition**

Sales are inclusive of excise duty and net of sales tax, sales returns, claims and discount, etc. Domestic sale is recognised at the point of billing & exports sale is recognised on date of Bill of lading.

Revenue from property development is recognised as per Guidance Note on Accounting for Real Estate transactions (Revised 2012) issued by the ICAI, which is effective from 01.04.2012.

ix) **Borrowing Cost**

Borrowing costs that are directly attributable to the acquisition of fixed assets are capitalised for the period until the asset is ready for its intended use. Other borrowing costs are recognised as an expense in the period in which they are incurred.

x) **Taxes on Income**

Income Tax expense for the year comprises of current tax and deferred tax. Current tax provision has been determined on the basis of relief's, deduction available under the Income Tax Act. Deferred Tax is recognized for all timing differences, subject to the consideration of prudence, applying the tax rates and laws that have been enacted or substantively enacted on Balance Sheet Date. Deferred Tax asset is recognized only to the extent there is virtual certainty that assets will be realized in future.

xi) **Foreign Currency Transaction**

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

xii) **Impairment of Assets**

In accordance with AS 28 on 'Impairment of assets', where there is an indication of impairment of the company's assets related to cash generating units, the carrying amount of such assets are reviewed at each balance sheet date to determine whether there is any impairment. An asset is treated as impaired when the carrying cost of the asset exceeds its recoverable value. An impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. The impairment loss recognised in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount.

xiii) **Provisions, Contingent Liabilities and Contingent Assets:**

Provision involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent assets are neither recognized nor disclosed in the financial statements. Contingent liabilities are disclosed separately.

xiv) **Excise Duty:**

Excise Duty payable on products is accounted for at the time of dispatch of goods from the factory but is accrued for stocks held at the year end. Excise Duty related to the difference between the closing stock and opening stock of finished goods has been recognized separately in the statement of Profit and Loss under "Other Expenses".

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

	31-03-2017	31-03-2016
	(₹)	(₹)
NOTE - 2		
SHARE CAPITAL		
AUTHORISED:		
55,00,000 (55,00,000) Equity Shares Of Rs. 10/- Each	55,000,000	55,000,000
ISSUED, SUBSCRIBED AND PAID UP :		
48,65,000 (48,65,000) Equity Shares of Rs. 10/- each	48,650,000	48,650,000
TOTAL	48,650,000	48,650,000

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

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

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

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

Sr. No.	Name of the Shareholder	No. of shares as on 31-03-2017	No. of shares as on 31-03-2016
	Fulidevi Saraf Family Trust	962,988	962,988
	Rishabh R. Saraf	500,110	500,110
	Vishwambharlal Chiranjilal H.U.F.	1,050,000	1,050,000
	Hanuman Forging & Engineering Pvt.Ltd.	960,900	960,900
	Rajendra Chiranjilal Saraf H.U.F.	500,400	500,400

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

Particulars	31-03-2017	31-03-2016
	(₹)	(₹)
NOTE - 3		
RESERVES AND SURPLUS		
(a) Revaluation Reserve - As per Last Balance Sheet	386,997,996	386,997,996
	386,997,996	386,997,996
(b) Securities Premium Account - As per Last Balance Sheet	8,000,000	8,000,000
(c) <u>General Reserve:</u> Opening Balance	85,097,451	80,097,451
Add: Transferred from surplus balance in statement of profit & loss	2,500,000	5,000,000
Closing Balance	87,597,451	85,097,451
(d) <u>Surplus:</u> Opening Balance	253,983,482	245,840,368
Add: Profit for the period	4,547,045	42,411,640
Less: <u>Appropriations:</u> Transferred to General reserve	2,500,000	5,000,000
Interim Dividend paid	-	24,325,000
Distribution Tax on interim dividend	-	4,952,362
Excess Depreciation related to earlier years Written/ Back	(346,527)	(8,836)
Net surplus in the statement of profit & loss	256,377,054	253,983,482
Total reserves and surplus	738,972,501	734,078,929

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

Particulars	31-03-2017	31-03-2016
	(₹)	(₹)
NOTE - 4		
<u>LONG TERM BORROWING</u>		
(a) Secured Loans :		
Vehicle Loans :		
From HDFC Bank Limited		
(Secured against hypothecation of the Vehicle purchased from such loans & repayable in EMI of Rs.95,890/- each including interest).	1,437,222	2,296,978
	1,437,222	2,296,978
(b) Unsecured Loans		
Intercompany Deposit from Others	36,396,495	153,749,675
Intercompany Deposit from Related Parties	43,472,391	54,358,783
Deferred Sales Tax Liabilities	568,217	1,168,217
	80,437,103	209,276,675
	81,874,325	211,573,653
NOTE - 5		
<u>OTHER - LONG TERM LIABILITIES</u>		
Long Term Deposits	7,083,141	22,138,551
	7,083,141	22,138,551
NOTE - 6		
<u>LONG TERM PROVISIONS</u>		
For Employee Benefit		
Provision for Leave Encashment	6,949,506	5,859,958
	6,949,506	5,859,958
NOTE - 7		
<u>SHORT TERM BORROWING</u>		
(a) Secured Loans		
From State Bank of India:		
Cash Credit Facility including Packing Credit (EPC) Repayable on Demand (Secured by equitable mortgage of the Co.'s immovable property situated at Vasai, hypothecation of Stocks of Raw materials, Stock in Process, Finished Goods, Stores and Spares and Book Debts and all other Current Assets, and further guaranteed by two of the Directors)	95,397,290	87,236,740
(b) Unsecured Loans		
Intercompany Deposit from Others	-	53,852,896
	95,397,290	141,089,636
NOTE - 8		
<u>TRADE PAYABLES</u>	108,371,399	89,168,417
	108,371,399	89,168,417
NOTE - 9		
<u>OTHER CURRENT LIABILITIES</u>		
- Advance from Customers	11,961,987	12,003,356
- Excise Duty Payable on BSR Stock	5,821,687	5,226,719
- Other Liabilities	152,192,138	80,601,062
- Current Maturity of Long Term Loans	1,459,736	1,823,119
	171,435,548	99,654,256
NOTE - 10		
<u>SHORT TERM PROVISIONS</u>		
(a) For Employee Benefit:		
Provision For Gratuity	5,347,278	1,110,808
Provision For Leave Encashment	2,126,642	1,314,796
	7,473,920	2,425,604

REMI ELEKTROTECHNIK LIMITED

FIXED ASSETS

NOTE- 11

Sr. No.	Description of Assets	GROSS CARRYING AMOUNT					DEPRECIATION					NET CARRYING AMOUNT	
		As on 01.04.2016	Additions during the year	Deletions during the year	As on 31.03.2017	Up to 31.03.2016	ADJUSTMENT	For the Year	Deduction	Up to 31.03.2017	As on 31.03.2017	As on 31.03.2016	
(a)	TANGIBLE ASSETS:												
1	land	24,430,832	-	-	24,430,832	-	-	-	-	-	24,430,832	24,430,832	
2	lease hold land	2,406,330	-	-	2,406,330	376,581	156,134	-	532,715	-	1,873,615	2,029,749	
3	Staff Quarter	20,000	-	20,000	-	12,498	-	12,498	-	-	-	7,502	
4	Factory Building	76,124,496	-	-	76,124,496	22,081,141	2,390,931	-	24,472,072	-	51,652,424	54,043,355	
5	Plant & Machinery	82,652,454	409,639	-	83,062,093	45,248,811	4,026,246	-	49,275,057	-	33,787,036	37,403,643	
6	Dies & Moulds	25,685,709	3,518,055	-	29,203,764	15,615,589	886,075	-	16,501,664	-	12,702,100	10,070,120	
7	Elect. Installation	11,551,261	-	-	11,551,261	8,604,184	2,321,424	-	10,925,608	-	625,653	2,947,077	
8	Furniture & Fixtures	8,694,700	-	-	8,694,700	6,544,721	1,027,579	-	7,572,300	-	1,122,400	2,149,979	
9	Testing Equipments	577,938	-	-	577,938	336,248	65,748	-	401,996	-	175,942	241,690	
10	Office Equipments	3,829,333	259,533	-	4,088,866	2,597,104	380,329	-	2,977,433	-	1,111,433	1,232,229	
11	Air Conditioner	2,644,796	169,943	-	2,814,739	1,845,002	270,847	-	2,115,849	-	698,890	799,794	
12	Fire Extinguishers	133,552	-	-	133,552	116,459	2,083	-	118,542	-	15,010	17,093	
13	Borewell	109,630	-	-	109,630	98,699	5,449	-	104,148	-	5,482	10,931	
14	Computers	5,363,734	165,049	-	5,528,783	4,778,670	269,061	-	5,047,731	-	481,052	585,064	
15	Motor Car	12,994,846	2,250,000	-	15,244,846	5,325,162	1,570,628	-	6,895,790	-	8,349,056	7,669,684	
16	Wind Mill Electric Generator	70,067,543	-	-	70,067,543	11,437,099	4,793,658	-	16,230,757	-	53,836,786	58,630,444	
17	Solar Energy	-	21,257,474	-	21,257,474	-	35,409	-	35,409	-	21,222,065	-	
	Total (a)	327,287,154	28,029,693	20,000	355,296,847	125,017,968	18,201,601	12,498	143,207,071	212,089,776	202,269,186		
(b)	INTANGIBLE ASSETS:												
1	Goodwill	4,200,000	-	-	4,200,000	4,200,000	-	-	4,200,000	-	-	-	
2	Computer Software	6,305,281	473,666	-	6,778,947	4,310,039	695,539	-	4,659,051	-	2,119,896	1,995,242	
	Total (b)	10,505,281	473,666	-	10,978,947	8,510,039	695,539	-	8,859,051	2,119,896	1,995,242		
	Total (a + b)	337,792,435	28,503,359	20,000	366,275,794	133,528,007	18,897,140	12,498	152,066,122	214,209,672	204,264,428		
	Previous Year	333,359,757	4,432,678	-	337,792,435	114,066,261	19,423,950	-	133,528,007	204,264,428	219,246,864		

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

Particulars	31-03-2017 (₹)	31-03-2016 (₹)
NOTE - 12		
NON-CURRENT INVESTMENTS		
(a) Non Trade & Quoted		
i) Investment in Equity Shares of Related Parties:		
40000 Equity shares of Rs.10/- each fully paid up of Remi Edelsthl Tubulers Ltd.	295,000	295,000
400 Equity shares of Rs.10/- each fully paid up of Bajrang Finance Ltd.	2,950	2,950
ii) Investment in Equity Shares of Others:		
900 Equity shares of Rs.10/- each fully paid up of Dena Bank	27,000	27,000
(b) Non Trade & Unquoted		
9800 Equity shares of Rs.10/- each fully paid up of Rajendra Finance Pvt. Ltd.	41,650	41,650
2700 Equity shares of Rs.10/- each fully paid up of Remi Finance & Investment Pvt. Ltd.	39,150	39,150
7425 Equity shares of Rs.100/- each fully paid up of Remi Fans Ltd.	13,500	13,500
	419,250	419,250
i) Aggregate Cost of Quoted Investments	324,950	324,950
ii) Market value of Quoted Investments	1,677,258	956,675
iii) Aggregate Cost of Unquoted Investments	94,300	94,300
NOTE - 13		
LONG-TERM LOANS AND ADVANCES		
(Unsecured & Considered good)		
Security Deposits	9,744,267	7,093,855
Earnest Money Deposits	429,500	323,600
	10,173,767	7,417,455
NOTE - 14		
INVENTORIES		
(As taken, Valued & certified by Management)		
(a) Raw Materials & Stores	49,581,507	37,875,039
(b) Work-In -Process	62,473,006	47,128,283
(c) Finished goods	47,632,055	46,168,615
(d) Real Estate Development	552,509,732	661,563,942
	712,196,300	792,735,879
NOTE - 15		
TRADE RECEIVABLES		
(Unsecured & Considered good)		
Outstanding for more than 6 months	16,075,278	8,688,491
Others	295,583,325	284,902,844
	311,658,603	293,591,335
NOTE - 16		
CASH AND BANK BALANCES:		
CASH AND CASH EQUIVALENTS:		
(a) <u>Balance with Banks:</u>		
On current account	3,534,825	114,251
(b) Cash on Hand	215,333	261,584
	3,750,158	375,835
OTHER BANK BALANCES:		
(a) Fixed Deposits with maturity of more than 3 months and less than 12 months (Pledged with bank as margin against B/Gs)	509,173	-
(b) Fixed Deposits with maturity of more than 12 months (Pledged with bank as margin against B/Gs)	52,486	527,246
(C) Fixed Deposits with maturity of more than 12 months (Pledged with customers as Earnest Money Deposit)	1,189,593	909,341
	1,751,252	1,436,587
	5,501,410	1,812,422
NOTE - 17		
SHORT TERM LOANS AND ADVANCES		
(Unsecured & Considered good)		
Advance recoverable in cash or in kind for value to be received	4,560,487	3,180,425
Advance to Suppliers/Contractors (Against B/G Rs.Nil ,P.Y.- Rs.44,35,428/-)	2,834,949	55,886,285
Balances in Central Excise	154,229	525,059
Central Excise Duty, Service Tax & Income Tax Refundable	3,924,664	6,220,830
Prepaid Expenses	1,987,763	2,270,122
Sales Tax Refundable	214,783	297,459
Income Tax & TDS (net of Provision)	17,144,637	2,675,905
	30,821,512	71,056,085
NOTE - 18		
OTHER CURRENT ASSETS		
Interest Accrued but not Due	192,770	139,085
	192,770	139,085

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

PARTICULARS	Figures at the end of Current Reporting Period ended on 31.03.2017	Figures at the end of Current Reporting Period ended on 31.03.2016
	(₹)	(₹)
NOTE - 19		
Revenue from Operations:		
(a) <u>Sale of Products:</u>		
Local Sales	831,258,728	800,741,187
Export Sales	74,856,505	64,250,375
Property Sales (Refer Note No.37)	218,748,196	206,344,886
Wind Power Sales	15,178,891	13,571,489
Solar Energy Generation	194,354	-
	1,140,236,674	1,084,907,937
(b) <u>Other Operating Revenues:</u>		
Sale of scrap	3,536,285	1,549,445
Duty Drawback	1,209,846	970,683
Labour Charges	2,081,243	36,200
Additional Duty Refund	70,951	13,745
	6,898,325	2,570,073
	1,147,134,999	1,087,478,010
Products Sold		
Lab Equipments	633,234,250	578,494,414
Electric Motors	187,925,569	203,029,341
Others	84,955,414	83,467,807
Property Sales	218,748,196	206,344,886
Wind Power Sales	15,178,891	13,571,489
Solar Energy Generation	194,354	-
	1,140,236,674	1,084,907,937
NOTE - 20		
Other Income		
(a) Rent Received	254,716	386,592
(b) Dividend Income on Long Term Investments	-	810
(c) Profit on Sale of Fixed Assets	10,892,498	-
(d) Other non operating Income	1,411,770	955,174
	12,558,984	1,342,576
NOTE - 21		
(a) Cost of materials Consumed:		
Inventory at the beginning of the year	37,767,250	39,792,666
Add: Purchases	483,949,054	439,965,244
	521,716,304	479,757,910
Less: Inventory at the end of the year	49,402,471	37,767,250
Cost of materials consumed	472,313,833	441,990,660
Consumption of Materials - Itemwise details:-		
Silicon Sheet	14,080,111	11,616,706
Copper Wire	21,821,415	21,737,840
Castings	23,705,867	22,780,767
M.S.Goods	105,072,445	95,644,005
Ball Bearings	10,662,266	10,864,248
Electric Goods	153,399,775	148,068,188
Others	143,571,954	131,278,906
Total	472,313,833	441,990,660
NOTE-22		
Purchases and Expenditure of Real Estate		
Steel Goods	166,528	928,224
Cement & R.M.C. Concret etc.	5,939,127	7,370,599
Electrical Goods	1,278,867	12,621,098
Purchase of other Building Materials	15,560,400	31,799,824
Job work charges	80,641,656	94,985,763
Property Tax	6,053,792	6,081,635
Development Charges & other charges paid to MCGM	293,010	1,757,677
Other Expenditure	21,615,358	23,239,320
	131,548,738	178,784,140
NOTE - 23		
Purchase of Traded Goods		
Laboratory Equipments	12,864,214	11,574,802
Electrical Motors	466,712	-
	13,330,926	11,574,802

REMI ELEKTROTECHNIK LIMITED
Notes on Financial Statements

PARTICULARS	For the Year Ended 31.03.2017	For the Year Ended 31.03.2016
	(₹)	(₹)
NOTE - 24		
(a) <u>(Increase)/Decrease in Inventories</u>		
<u>Inventories at the end of the Year</u>		
Finished goods	47,632,055	46,168,615
Work-in-process	62,473,006	47,128,283
Real Estate	552,509,732	661,563,942
	662,614,793	754,860,840
(b) <u>Inventories at the beginning of the year</u>		
Finished goods	46,168,615	42,111,613
Work-in-process	47,128,283	49,574,314
Work-in-process Real estate	661,563,942	649,870,994
	754,860,840	741,556,921
Change in Inventories for Finished Goods & WIP	92,246,047	(13,303,919)
NOTE - 25		
<u>Employee Benefit Expenses:</u>		
Salaries, wages and bonus etc.	81,296,797	75,799,242
Contribution to provident & Gratuity funds	12,496,618	6,573,081
Staff welfare expenses	1,162,966	1,538,957
	94,956,381	83,911,280
NOTE - 26		
<u>Other Expenses:</u>		
Power and fuel	9,308,374	9,959,901
<u>Repairs and maintenance:</u>		
Building	4,744,825	536,653
Plant & Machinery	5,461,277	5,460,493
Others	3,511,784	2,602,738
Job Work Charges	96,523,519	90,075,244
Excise duty on increase/(decrease) in Finished Goods	594,968	195,500
Other Manufacturing Expenses	4,329,547	3,153,568
Rent	2,199,142	2,116,904
Insurance	931,999	603,325
Rates & Taxes	7,747,857	7,017,216
Commission on Sales	15,662,950	11,787,144
Royalty Charges	1,571,580	1,478,514
Directors' Commission	-	611,615
Directors' sitting fees	74,153	90,500
Legal & Professional Fees	4,364,461	3,066,053
Bad Debts Written off	144,529	592,546
Advertisement & Sales Promotion	9,519,240	5,856,001
Foreign Exchange Loss	554,092	205,730
<u>Payment to Auditors</u>		
(a) <u>As auditors:</u>		
Audit fee	350,000	350,000
(b) <u>In other capacity:</u>		
Certification fees	16,640	33,029
Freight and Forwarding Charges	19,347,085	16,584,382
CSR Contribution	1,670,600	1,790,000
Donations	-	21,000
Service Tax, Profession Tax & Sales Tax	717,573	644,064
Miscellaneous Expenses	17,463,820	17,831,189
	206,810,015	182,663,309
NOTE - 27		
<u>Finance Costs</u>		
Interest expenses	32,398,017	33,379,195
Other borrowing costs	868,884	482,895
	33,266,901	33,862,090
Less: Interest Received	364,621	671,928
	32,902,280	33,190,162

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

- i) Guarantee given to bank on behalf of other Companies Rs.8,40,00,000/- (P.Y. Rs .8,40,00,000/-).
- ii) Guarantee issued by bank on behalf of the company Rs.1,43,43,169 /- (P.Y. Rs.96,99,453 /-).
- iii) Service tax liability disputed by the Company Rs.82,143 /- (P.Y. Rs.82,143/-)
- iv) Central Excise liability disputed by the Company Rs.4,28,152/-(P.Y.7,83,420/-)
- v) Sales Tax liability disputed by the Company Rs.25,227/- (P.Y. Rs. 25,227/-)
- vi) Bills Discounted with Bank Rs.Nil (P.Y. Rs. 3,40,085 /-)
- vii) Income Tax demand Rs.2,37,920/- (P.Y. Rs.23,29,390/-)

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

		As At 31-03-2017 (₹)	As At 31-03-2016 (₹)
a)	<u>Deferred Tax Assets:</u> On account of retirement benefits On account of long term capital loss	30,00,575 4,99,893	23,71,974 4,99,893
b)	<u>Deferred Tax Liability:</u> On account of Depreciation	(2,24,66,122)	(1,96,68,802)
c)	<u>Net deferred tax Assets/(liability) on account of timing difference</u>	(1,89,65,654)	(1,67,96,935)

30. <u>Earning per Share:</u>		2016-2017 (₹)	2015-2016 (₹)
a)	<u>Weighted average number of equity shares</u>		
i)	Number of shares at the beginning of the year	48,65,000	48,65,000
ii)	Number of shares considered as basic weighted average shares outstanding for computing basic earning per shares	48,65,000	48,65,000
iii)	Number of shares considered as weighted average shares outstanding for computing diluted earning per shares	48,65,000	48,65,000
	<u>Computation of basic and diluted earning per share:</u>		
b)	Net profit after tax distributable to share holders	45,47,045	4,24,11,640
c)	Basic earning per equity share of Rs.10/- each	0.93	8.72
d)	Diluted earnings per equity share of Rs.10/-each	0.93	8.72

31. Information about business Segments:

Revenue	Electrical Motors	Instruments	Real Estate	Energy	Total (₹)
External	17,07,41,742 (18,00,00,109)	65,67,10,535 (60,33,00,217)	22,06,29,196 (20,63,44,886)	1,53,73,245 (1,35,71,489)	106,34,54,718 (100,32,16,701)
Less: Inter-Segment	54,20,806 (25,60,654)	-- (--)	-- (--)	-- (--)	54,20,806 (25,60,654)
Total Revenue	16,53,20,936 (17,74,39,455)	65,67,10,535 (60,33,00,217)	22,06,29,196 (20,63,44,886)	1,53,73,245 (1,35,71,489)	105,80,33,912 (100,06,56,047)
Result					
Segment Result	42,62,910 (9,02,234)	5,15,08,160 (5,36,71,026)	-2,21,45,658 (3,70,57,554)	68,64,404 (53,23,587)	4,04,89,816 (9,69,54,401)

Financial Charges(Net)	3,29,02,280 (3,31,90,162)
Profit Before tax	75,87,536 (6,37,64,239)
Provision for current taxation	8,71,772 (2,16,01,113)
Provision for deferred taxation/(credit)	21,68,719 (-2,48,514)
Profit after taxation	45,47,045 (4,24,11,640)

Other Information

	Electrical Motors	Instruments	Real Estate	Energy	Total (₹)
Segment Assets	17,02,89,089 (17,24,82,327)	41,26,07,197 (37,31,92,641)	62,33,08,679 (76,17,35,525)	7,89,68,319 (6,40,25,446)	128,51,73,284 (137,14,35,939)
Segment Liabilities	8,65,24,191 (7,25,65,215)	19,32,86,877 (21,54,96,563)	50,01,50,121 (45,73,26,308)	22,87,875 (1,23,213)	78,22,49,064 (74,55,11,299)
Capital Expenditure	6,44,843 (6,43,564)	64,06,073 (34,19,817)	1,94,969 (3,69,297)	2,12,57,474 (-)	2,85,03,359 (44,32,678)
Depreciation	73,70,364 (82,88,804)	60,40,269 (57,59,214)	5,01,306 (4,26,140)	49,85,201 (49,49,792)	1,88,97,140 (1,94,23,950)
Non-Cash Expenses-other than depreciation	-- (--)	-- (--)	-- (--)	-- (--)	-- (--)

Note: Management has identified four separate segments namely:

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

32. Related parties disclosures:

- i) (a) **Key Management Personal:**
Shri V.C.Saraf- Chairman & Managing Director
Shri R. C Saraf - Director
Shri Ritvik.V.Saraf- Whole -Time Director & Chief Financial Officer
Shri Sunil Saraf – Whole -Time Director
- (b) **Associate companies:**
Bajrang Finance Ltd., Remi Process Plant & Machinery Ltd. and Remi Edelstahl Tubulars Ltd.
- (c) **Relatives of key management personal and their enterprises where transactions have taken place:**
Rajendra Electric Motor Industries

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

ii) Transactions carried out with related parties referred in i) above, are in ordinary course of business:

Nature of Transaction	Related Parties		
	Referred in 1(a) above (₹)	Referred in 1(b) above (₹)	Referred in 1(c) above (₹)
Sales & Labour charges	-- (--)	4,36,78,991 (40,16,465)	-- (--)
Royalty Charges Paid	-- (--)	-- (--)	15,71,580 (14,78,514)
Remuneration Paid	1,58,63,382 (1,33,03,322)	-- (--)	-- (--)
Rent Paid	-- (--)	20,93,868 (20,16,840)	-- (--)
Interest Paid	2,77,688 (4,55,586)	81,77,240 (38,45,230)	-- (--)
Reimbursement of Expenses	-- (--)	7,08,161 (7,95,052)	-- (--)
Vehicle Hiring Charges Paid	-- (--)	-- (--)	8,87,500 (9,00,000)
Loan taken during the year	4,56,00,000 (1,10,00,000)	16,76,61,000 (9,92,00,000)	-- (--)
Purchase Raw Material & Fixed Asset	-- (--)	14,823 (--)	22,50,000 (--)

<u>Closing Balances as on 31.03.2017</u>			
Payable	36,863 (4,10,027)	4,37,87,142 (5,44,30,964)	4,98,358 (81,477)
Receivable	-- (--)	6,65,710 (--)	-- (--)

33. **Percentage of Consumption of Imported Goods with Total Consumption:**

	Value (₹)	% of Total Consumption
Imported	11,22,017 (4,99,586)	0.24 (0.11)
Indigenous	47,11,91,816 (44,14,91,074)	99.76 (99.89)
TOTAL	47,23,13,833 (44,19,90,660)	100.00 (100.00)

34. **Disclosures in accordance with Revised AS – 15 on “Employee Benefits” :**

(A) Defined Contribution Plans:

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

For the year ended March 31, 2017 (₹)

Contribution to Employees' Provident Fund	45,51,741 (42,99,300)
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(B) Defined Benefits Plans:

(i) **Changes in the Present Value of Obligation for the year ended March 31, 2017**

	Gratuity	Leave Encashment	Total
(a) Present Value of Obligation as at 1 st April, 2016	1,92,43,351 (1,81,99,328)	71,74,754 (66,54,308)	2,64,18,105 (2,48,53,636)
(b) Interest Cost	15,39,468 (14,10,448)	5,73,980 (5,15,709)	21,13,448 (19,26,157)
(c) Past Service Cost	-- (--)	-- (--)	-- (--)
(d) Current Service Cost	17,88,559 (14,18,633)	6,49,450 (6,27,421)	24,38,009 (20,46,054)
(e) Benefits Paid during the year ending 31-03-2017	15,43,428 (14,13,096)	10,85,237 (8,93,870)	26,28,665 (23,06,966)
(f) Actuarial (Gain)/Loss	35,40,009 (3,71,962)	17,63,201 (2,71,186)	53,03,210 (1,00,776)
(g) Present Value of Obligation as at 31-03-2017	2,45,67,959 (1,92,43,351)	90,76,148 (71,74,754)	3,36,44,107 (2,64,18,105)

(ii) **Changes in the Fair value of Plan Assets: For the year ended March 31, 2017 (₹)**

	Gratuity	Leave Encashment	Total
(a) Fair Value of Plan Assets as at April 1, 2016	1,81,32,543 (1,53,39,393)	-- (--)	1,81,32,543 (1,53,39,393)
(b) Expected Return on Plan Assets for the year ending 31-03-2017	14,97,629 (13,73,390)	-- (--)	14,97,629 (13,73,390)
(c) Actuarial (Gain)/Loss	-- (--)	-- (--)	-- (--)
(d) Employers' Contributions	11,33,937 (28,32,856)	-- (--)	11,33,937 (28,32,856)
(e) Employees' Contributions	-- (--)	-- (--)	-- (--)
(f) Benefits Paid during the year ending 31-03-2017	15,43,428 (14,13,096)	-- (--)	15,43,428 (14,13,096)
(g) Fair Value of Plan Assets as at March 31, 2017	1,92,20,681 (1,81,32,543)	-- (--)	1,92,20,681 (1,81,32,543)

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

For the year ended March 31, 2017 (₹)

	Gratuity	Leave Encashment	Total
(a) Present Value of Defined benefit Obligation as at March 31, 2017	2,45,67,959 (1,92,43,351)	90,76,148 (71,14,754)	3,36,44,107 (2,64,18,105)
(b) Fair Value of Plan Assets as at March 31, 2017	1,92,20,681 (1,81,32,543)	-- (--)	1,92,20,681 (1,81,32,543)
(c) Present Value of Unfunded Obligation as at March 31, 2017	-- (-)	-- (--)	-- (--)
(d) Net Liability recognized in the Balance Sheet as at 31-03-2017	53,47,278 (11,10,808)	90,76,148 (71,74,754)	1,44,23,426 (82,85,562)

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

For the year ended March 31, 2017 (₹)

	Gratuity	Leave Encashment	Total
(a) Current Service Cost	17,88,559 (14,18,633)	6,49,450 (6,27,421)	24,38,009 (20,46,054)
(b) Past Service Cost	-- (--)	-- (--)	-- (--)
(c) Interest Cost on obligation	15,39,468 (14,10,448)	5,73,980 (5,15,709)	21,13,448 (19,26,157)
(d) Expected Return on Plan Assets	14,97,629 (13,73,390)	-- (--)	14,97,629 (13,73,390)
(e) Net actuarial (Gain)/Loss recognized in the year ended 31-03-2017	35,40,009 (3,71,962)	17,63,201 (2,71,186)	53,03,210 (1,00,776)
(f) Employees' Contribution	-- (--)	-- (--)	-- (--)
(g) Total Expenses recognized in the Statement of Profit and Loss	53,70,407 (10,83,729)	29,86,631 (14,14,316)	83,57,038 (24,98,045)

(v) **Percentage of each Category of Plan Assets to total Fair Value of Plan Assets as at March 31, 2017**

Insurer Managed Funds	Percentage
	100% (100%)

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

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

Particulars	(%)
Actual return on plan assets	8.25% (8.35%)

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

Sr. No.	Particulars	Gratuity	Leave Encashment
(a)	Rate of Interest	7.5% (8%)	7.5% (8%)
(b)	Salary Growth	7.5% (7%)	7.5% (7%)
(c)	Withdrawal Rate	1% (1%)	1% (1%)
(d)	Mortality Rates	Indian Assured Lives (2006-08) Ultimate Mortality Rates	Indian Assured Lives (2006-08) Ultimate Mortality Rates

35. The company has not received details from its suppliers as to whether any of them are micro small and medium enterprises and hence any overdue amount payable to such enterprises cannot be compiled. However, the company is paying to its suppliers as per agreed terms.
36. The Company has contributed Rs.16,70,600/- (Rupees Sixteen Lakhs Seventy Thousand Six Hundred only) towards CSR activities to a trust during the year as per requirement of section 135 of the Companies Act, 2013. (P.Y. - Rs.17,90,000/-)
37. During the year company completed the project of property development and received occupation certificate from MCGM dated 27-01-2017. The Company has offered income of said Project in accordance with Guidance Note on Accounting for Real Estate Transaction issued by The Institute of Chartered Accountants of India. The receipt from the development project for the year is net of amount of compensation Rs.9,46,71,186/- (Rupees Nine Crores Forty Six Lacs Seventy One Thousand One Hundred Eighty Six only) paid to certain buyers of premises as mutually agreed, due to decreased accessibility of certain areas as a result of change in lay-out.
38. a) Imports of goods on CIF basis : Rs.44,20,863/- (P.Y. Rs.35,77,295/-)
b) Expenses in Foreign Currency :
- Travelling : Rs.17,06,274/- (P.Y. Rs.16,62,327/-)
- Sales Promotion : Rs.14,28,771/- (P.Y. Rs.20,26,382/-)
- Freight Outward : Rs. 4,30,495/- (P.Y. NIL)
- Other Expenses : Rs. 5,57,276/- (P.Y. Rs. 5,34,305/-)

39. Earning in foreign Currency :
- FOB value of Exports : Rs.7,21,61,648/- (P.Y. Rs.6,19,79,960/-)
40. Details of Specified Bank Notes (SBN) held and transacted during the period from 08th November, 2016 to 30th December, 2016:-

	SBNs (Rs.)	Other denomination notes (Rs.)	Total (Rs.)
Closing Cash in hand as on 08.11.2016	5,50,000	4,67,994	10,17,994
(+) Permitted Receipts	--	19,42,300	19,42,300
(-) Permitted Payments	--	21,69,943	21,69,943
(-) Amount Deposited in Banks	5,50,000	--	5,50,000
Closing cash in hand as on 30.12.2016	--	2,40,351	2,40,351

41. Previous year figures are regrouped, rearranged and reclassified, wherever necessary, to conform to current year's presentation.
42. Figures within brackets are for previous year.
43. Figures have been rounded off to the nearest rupee.

Signature to Notes 1 to 43

**AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS
(Firm Registration Number-110560W)**

FOR AND ON BEHALF OF BOARD

**Sd/-
(M.B.DESAI)
PARTNER
Membership Number – 33978**

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

**Sd/-
SUNIL SARAF
WHOLE TIME
DIRECTOR
DIN :00157244**

PLACE : MUMBAI
DATED : 30TH MAY, 2017

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

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

REMI ELEKTROTECHNIK LIMITED

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

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

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

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Thursday, the 28th September, 2017, at 11.00 A.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**.

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password/ PIN
107401		

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

Commencement of e-voting	End of e-voting
From 9.00 a.m. of 25th September, 2017	Upto 5 p.m. of 27th September, 2017

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Thursday, the 28th September, 2017.**

Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut-off date, i.e. **21st September, 2017.**

INSTRUCTIONS FOR REMOTE E-VOTING

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

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

Registered & Corporate Office:

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

Registrar and Share Transfer Agent:

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

REMI ELEKTROTECHNIK LIMITED

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

ATTENDANCE SLIP

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

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

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

I hereby record my presence at the **37th ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Thursday, the 28th September, 2017, at 11.00 A.M.**

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

Member's/ Proxy's Signature

Form No. MGT-11 PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **37th Annual General Meeting** of the Company, to be held on **Thursday, the 28th September, 2017, at 11.00 A.M.** at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

No.	Description
1.	To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2017, together with the reports of the Board of Directors and the Auditors thereon.
2.	To re-appoint Shri Rajendra C. Saraf as Director, who retires by rotation.
3.	To appoint Auditors and to fix their remuneration.
4.	To ratify the remuneration of Cost Auditors.
5.	To appoint Shri Rajendra C. Saraf as Executive Director of the Company
6.	To revise the remuneration of Shri Sunil Saraf, Whole-Time Director of the Company.

Signed this _____ day of _____ 2017.

Signature of
shareholder :

Signature of Proxy
holder(s) :

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

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