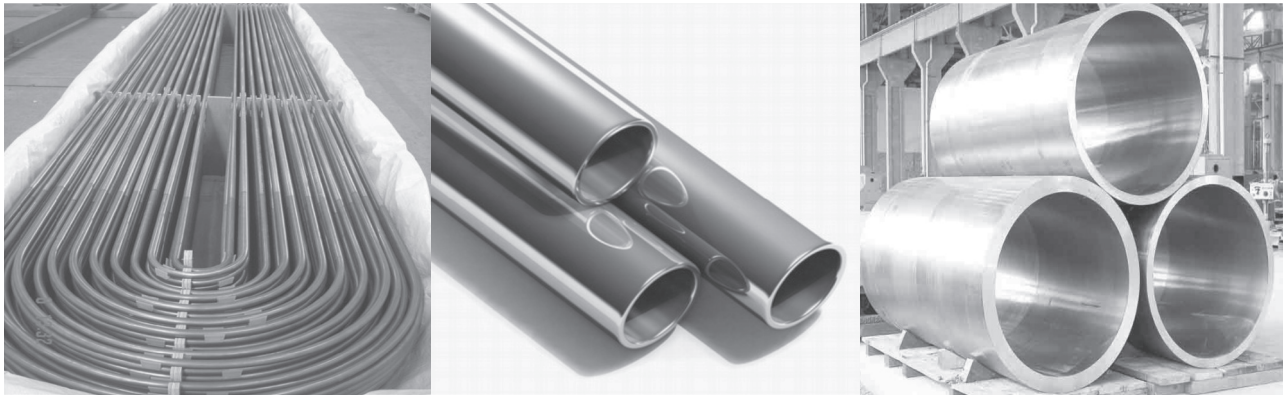




REMI GROUP

REMI EDELSTAHL TUBULARS LIMITED



Stainless Steel Welded and Seamless Pipes & Tubes



**Wind Power
Promoting Green Energy**

**43rd Annual Report
2013-2014**

| | | |
|----------------------------|---|---|
| Board of Directors: | Shri Vishwambhar C. Saraf Shri Rajendra C. Saraf Shri Kamal Kumar Dujodwala Shri Rishabh R. Saraf Shri Ritvik V. Saraf (upto 14/08/2014) Shri Shankar Lal Jain Shri Gopikishan Biyani Shri Sandeep Shriya Smt. Anita Bhartiya | Chairman Managing Director |
| Bankers: | STATE BANK OF INDIA | |
| Auditors: | M/s. Sundarlal, Desai & Kanodia Chartered Accountants 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021 | |
| Registered Office: | REMI HOUSE Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335 | |
| CIN: | L28920MH1970PLC014746 | |
| Works: (1) | Plot No. N-211/1, M.I.D.C. Tarapur, Maharashtra | |
| (2) | Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra | |

NOTICE

To
The Members,

REMI EDELSTAHL TUBULARS LIMITED

NOTICE is hereby given that the 43rd Annual General Meeting of the Company will be held at the Company's Registered Office, Remi House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063, on **Tuesday, the 30th September, 2014**, at 11.30 A.M. to transact the following ordinary business:

1. To consider the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint as Director Shri Vishwambhar C. Saraf (DIN:00161381), who retires by rotation.
3. To re-appoint as Director Shri Rajendra C. Saraf (DIN:00161412), who retires by rotation.
4. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 46th Annual General Meeting of the Company, to be held in the year 2017, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a on such remuneration to be fixed by the Board of Directors of the Company.”

Special Business : Ordinary Resolutions

5. To appoint Shri Kamal Kumar Dujodwala (DIN:00546281) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Kamal Kumar Dujodwala (DIN:00546281), as an Independent Director on the Board of the Company for a term of five years, effective from 30th September, 2014.

6. To appoint Shri Sandeep Shriya (DIN: 00027299) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Sandeep Shriya (DIN: 00027299), as an Independent Director on the Board of the Company for a term of five years, effective from 30th September, 2014.

7. To appoint Shri Gopikishan Biyani (DIN: 00005775) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Gopikishan Biyani (DIN: 00005775), as an Independent Director on the Board of the Company for a term of five years, effective from 30th September, 2014.

8. To appoint Smt. Anita Bhartiya (DIN: 01579145) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Anita Bhartiya (DIN: 01579145) , as an independent director on the Board of the Company for a term of five years, effective from 30th September, 2014.”

For **REMI EDELSTAHL TUBULARS LIMITED**

Sd/-

Place: Mumbai
Dated: 14th August, 2014

(RISHABH R.SARAF)
MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 23rd September, 2014 to Tuesday, the 30th September, 2014**, both days inclusive.
3. In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode.

In this regard kindly register your email address and changes therein from time to time with the Company/Registrar and Transfer Agent or with the concerned depositories.
4. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their rights to vote at General Meeting. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice of Annual General Meeting, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>. The details procedure for e-voting is set out below:

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

- (i) Open the PDF file ‘**RETL-e-Voting.pdf**’ attached to the e-mail with your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an ‘Initial Password’.

- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click 'Login'.
- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.

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

- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of **REMI EDELSTAHL TUBULARS LIMITED**.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at retlscrutinizer@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 (E-voting Event Number) | User ID | Password/ PIN |
|---------------------------------|------------|------------------|

- (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.
- ii. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- iii. The voting rights shall be as per the number of equity share held by the Member(s) as on **14th August, 2014**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
- iv. The voting period shall commence at 9.00 a.m. on **22rd September, 2014** and will end at 5 p.m. on **24th September, 2014**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

- v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two days of the passing of the resolutions at AGM of the Company .

- 5. An Explanatory Statement relating to the item of special business set out in item No. 5 to 8 accompanies.

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

Item No. 5 to 8

With the enactment of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors decided that Shri Kamal Kumar Dujodwala (DIN: 00546281), Shri Sandeep Shriya (DIN: 00027299), Shri Gopikishan Biyani (DIN: 00005775) and Smt. Anita Bhartiya (DIN: 01579145) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Kamal Kumar Dujodwala (DIN: 00546281)**

Shri Kamal Kumar Dujodwala is a B.Sc. Graduate. He has a vast experience of more than 30 years in various sectors of business. He is on the Board of Balaji Pine Chemicals Limited, Indo Euro Securities Limited, Dujodwala Resins And Terpenes Limited, Mangalam Organics Limited, Pine Forest Products And Investments Limited and Dujodwala Exports Private Limited.

❖ **Shri Sandeep Shriya (DIN: 00027299)**

Shri Sandeep Shriya is a commerce graduate of Bombay University. He joined his family business - Transportation and Trading in steel - since 26 years. Entering into new line of business - calcination of limestone and dolomite. He is on the Board of Kuberkamal Industrial Investments Ltd., Holistic Corporate Services Private Ltd. and Aura Minerals Pvt. Ltd.

❖ **Shri Gopikishan Biyani (DIN: 00005775)**

Shri Gopikishan Biyani is a business man of long standing and he also will be of assistance to the other Directors and the Company. He is on the Board of Softtouch Multitrading Private Limited, S.J. Mall Management Private Limited, Best Mall Management Private Limited and Industrial Oil Purification Pvt. Ltd.

❖ **Smt. Anita Bhartiya (DIN: 01579145)**

Smt. Anita Bhartiya is a Commerce graduate with first class from Mumbai University. She has experience in the filed of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. The Company will benefit from her knowledge. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 5 to 8 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

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

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To

The Members

REMI EDELSTAHL TUBULARS LIMITED

Your Directors have immense pleasure in presenting the 43rd Annual Report and Audited Statements of Accounts of the Company for the year ended 31st March, 2014.

PERFORMANCE REVIEW:

The performance for the financial year ended 31st March, 2014 is summarized below:-

(₹ in Lacs)

| | 2013 – 2014 | 2012 – 2013 |
|--|-----------------|-------------|
| Gross Turnover | 13379.19 | 17743.00 |
| Profit / Loss before Finance Cost, Depreciation and Tax (EBIDTA) | 851.44 | 1199.50 |
| Finance Cost | 676.10 | 637.26 |
| Depreciation | 333.80 | 312.35 |
| Taxation | (54.28) | 61.56 |
| | 955.62 | 1011.17 |
| Profit/ Loss for the period | (104.18) | 188.33 |
| Balance brought forward | 1396.12 | 1257.79 |
| | 1291.94 | 1446.12 |
| Appropriations | | |
| Transfer to General Reserve | - | 50.00 |
| Balance carried to Balance Sheet | 1291.94 | 1396.12 |
| | 1291.94 | 1446.12 |

OPERATIONS:

During the year, the company was impacted by the slowdown in the capital goods industry as well as the unprecedented depreciation of the INR vs the USD. Due to this, the company witnessed a sharp decline in its volumes as well as EBIDTA resulting in loss of ₹1.58 Cr. during the year. However, the company is focused on product development of higher value added products for maintaining its strategic advantage in the industry over the long term.

The Company has installed and commissioned a brand new state of art Bright Annealing Furnace. In addition, the Ultra Sonic machine was upgraded to meet the requirements of the Nuclear Industry. An additional factory shed was also constructed. The total capital expenditure during the year was of ₹12 crores. To part finance the Capital expenditure, one wind mill was sold, as it is not the core business of the Company.

With these new installations, the company is now capable to manufacture and supplies tubes for critical high pressure applications in the Power Industry (both Thermal/Nuclear), where selected manufacturers operate globally. The company is now able to produce the complete range of products for Thermal power plants and can develop further products for the Nuclear Power Industry.

The company is hopeful that fresh capital investments in the Power (both Thermal/Nuclear), Oil & Gas, Refining and Petro-Chemical sectors will revive with the stabilization of the new Government during the current FY which would put company in strong position to encash its investments.

DIRECTORS:

Shri Vishwambhar C. Saraf (DIN:00161381) and Shri Rajendra C. Saraf (DIN:00161412) retire by rotation and are to be re-appointed.

AUDITORS:

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

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 46th Annual General Meeting, to be scheduled in 2017.

COST AUDITORS AND COST AUDIT REPORT :

As per the order of the Central Government, your Company carries out an audit of its cost records. The due date for filing of the Cost Audit Report with the Ministry of Corporate affairs for the Financial year ended 31st March, 2013, was 180 days from the Closure of the Company's financial year. The Cost Audit Report for the financial year ended as on 31st March, 2013 was filed in XBRL format within prescribed time limit.

The Central Government approved the appointment of M/s Kejriwal and Associates, Cost Auditors for conducting Cost audit for the Financial Year 2013-14.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

Various cost reduction efforts are being made including switching fuel for furnaces from LPG to Natural Gas. Two new HT transformers have installed to reduce the Energy losses due to transmission of LT power. This will reduce the energy losses as well as reduce equipment downtime due to better power infrastructure.

The Company does not have any foreign collaboration for manufacturing. The Company is continuously modernizing its production and testing machineries and equipments.

The Company has received certification for ISO 14001 & ISO 18001 in addition to existing ISO 9001 Certificate, now a combination of all of them in one as IMS - Integrated Management System.

Additionally, it already has API 5LC (American Petroleum Institute), PED 97/23 CE (Pressure Equipment Directive, CE Mark, for exports European Union Countries) and AD2000-Merkblatt W0 required for exports to Germany. It has also received EIL Enhancement cum revalidation certificate valid thru Dec 2015.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

| | |
|----------|---|
| Earnings | ₹2265.96 Lacs (including deemed exports & supplies to SEZ & EOU of ₹1559.10 Lacs) |
| Outgo | ₹2891.64 Lacs |

PARTICULARS OF EMPLOYEES:

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

UNPAID DIVIDEND:

The amount of dividend lying unclaimed and unpaid for a period of seven years from the date of such transfer in the Unpaid Dividend Account will be transferred to the Investor Education and Protection Fund (IEPF), within prescribed time limit.

DIRECTORS' RESPONSIBILITY STATEMENT:

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

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation provided relating to material departures, if any;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act,

1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities, if any; and

- (iv) the Directors have prepared the annual accounts on a going concern basis.

APPRECIATION:

The Board extends its grateful thanks to the Investor, Central and various State Governments, its bankers and district level authorities for their continued support extended to the Company from time to time.

Registered Office:

REMI House, Plot No.11,
Cama Industrial Estate,
Goregaon (East),
Mumbai – 400 063
Dated: 14th August, 2014

ON BEHALF OF THE BOARD

Sd/-

VISHWAMBHAR C. SARAF
CHAIRMAN

MANAGEMENT DISCUSSION AND ANALYSIS:-

(a) Industry Structure and Development:

The growth in the product markets have shifted from the traditional focus on oil and petrochemical sector to the power sector. This shift stands to become more prominent in the next few years as the installation of nuclear power plants becomes more critical for the growth of the economy. The Stainless steel tube and pipe industry can be classified in the organized sector, in which the Company operates has witnessed a sharp growth in capacity over the past few years. There has been a revival in demand in the Fertilizer sector owing to the governments focus on increasing the agricultural produce.

(b) Opportunities and Threats:

With the new government coming in, we are hopeful that the economic environment will improve, customer sentiment will turn positive and the industry will see better growth. The growth in the power, both thermal & nuclear, fertilizer, oil and petroleum sector offer opportunities for the Company's products. However, the pricing volatility of key raw material ingredients (such as nickel) can affect demand and usage patterns of user industry as well as affect the viability of major project investments. Apart from this, installation of LNG terminals can have a substantial contribution in the usage of stainless steel tubular products. The threat of dumping of secondary quality products and imposition of antidumping duties by the government on major raw materials can have adverse effect on the demand.

(c) Outlook:

The Stainless Steel Tubular industry has strong fundamentals and the management firmly believes that this is an essential product required during the further industrialization of the country. Its expansion programme which is catered to meeting the demand for value added products is going to give the Company a chance to participate in the specialized markets which are currently dominated with few manufacturers. The approvals received from users abroad will help in redevelopment of an export market which is currently negligible in the Company's portfolio.

(d) Risk and Concerns:

The global environment continues to be marked by economic volatility. The uncertainty in the international

and domestic markets may affect demand. It may also have a further impact on the Indian Rupee, which would make imports more expensive. The Company, however, is taking suitable steps to ensure protection of its margins as and when required. The high rate of interest and lower monsoons may continue to dampen the investment scenario in India.

(e) Internal Control Systems and their adequacy:

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

(f) Financial Performance:

The Financial Performance of the Company was under pressure during the year due to slow down in Indian economy in general and capital goods industry in particular.

(g) Human Resources/ Industrial Relations:

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

(h) 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 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.

2. BOARD OF DIRECTORS:

During the year, the Board of Directors met 5(Five) times on 30/05/2013, 13/08/2013, 24/09/2013, 13/11/2013 and 14/02/2014.

COMPOSITION AND CATEGORY OF DIRECTORS:

| Name of Director | Category | Attendance Particulars | | Other Boards | | |
|----------------------------------|---------------------------|------------------------|----------------|--------------|------------------------|----------------------|
| | | Annual General Meeting | Board Meetings | Directorship | Committee Chairmanship | Committee Membership |
| Mr. V. C. Saraf | Promoter | No | 5 | 3 | 1 | 1 |
| Mr. K.K. Dujodwala | Independent Non-Executive | No | 4 | 6 | - | - |
| Mr. R. C. Saraf | Promoter | Yes | 5 | 5 | - | 3 |
| Mr. R.R. Saraf | Promoter Executive | Yes | 5 | 3 | - | - |
| Mr. R.V. Saraf (upto 14/08/2014) | Promoter Non-Executive | Yes | 4 | 3 | - | - |
| Mr. S.L. Jain | Non-Executive | No | 4 | 1 | - | - |
| Mr. G. Biyani | Independent Non-Executive | No | 3 | 4 | - | - |
| Mr. Sandeep Shriya | Independent Non-Executive | No | 2 | 3 | - | - |

3. 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 2013-14.

| Committee Members | Designation | No. of Meetings | |
|---------------------------|-------------|-----------------|----------|
| | | Held | Attended |
| Mr. Shankar Lal Jain | Chairman | 4 | 3 |
| Mr. Kamal Kumar Dujodwala | Member | 4 | 4 |
| Mr. Rajendra C. Saraf | Member | 4 | 4 |

4. SHAREHOLDERS/ INVESTORS GRIEVANCES COMMITTEE:-

The Members of the Committee comprise of Shri V. C. Saraf and Shri R. C. Saraf. Shri V. C. Saraf is the Chairman of the Committee.

The Company had received only 2 (Two) complaints during the year 2013-2014. All the complaints had been disposed off. There are no Shareholders' complaints pending.

5. GENERAL BODY MEETINGS:-

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

| Date | Venue | Time | No. of Special Resolutions |
|------------|---|------------|----------------------------|
| 30/09/2011 | Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063 | 11.30 A.M. | - |
| 29/09/2012 | - do - | - do - | One |
| 30/09/2013 | - do - | - do - | One |

6. POSTAL BALLOT:

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

7. 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. 1.7 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 Clause 49 of Listing Agreement. |

8. REMUNERATION TO DIRECTORS:

(₹ in Lacs)

| NAME AND DESIGNATION | SALARY | SITTING FEES |
|---|--------|--------------|
| Mr. Vishwambhar C. Saraf - Chairman | - | 0.12 |
| Mr. Rishabh R. Saraf- Managing Director | 30.14 | - |
| Mr. Rajendra C. Saraf | - | 0.16 |
| Mr. Kamal Kumar Dujodwala | - | 0.15 |
| Mr. Shankar Lal Jain | - | 0.14 |
| Mr. Gopikishan Biyani | - | 0.07 |
| Mr. Ritvik V. Saraf | - | 0.10 |
| Mr. Sandeep. Shriya | - | 0.05 |

9. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS

| Name of Directors | Shareholding (Nos.) |
|---------------------------|---------------------|
| Mr. Vishwambhar C. Saraf | 400 |
| Mr. Rajendra C. Saraf | 400 |
| Mr. Ritvik V. Saraf | 362268 |
| Mr. Shankar Lal Jain | - |
| Mr. Kamal Kumar Dujodwala | - |
| Mr. Gopikishan Biyani | - |
| Mr. Sandeep. Shriya | 5000 |

10. BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT / RE APPOINTMENT:

- a) Shri Vishwambhar C. Saraf (DIN:00161381) and Shri Rajendra C. Saraf (DIN:00161412), Directors, who are retiring by rotation, are to be re-appointed. The brief resume of these Directors is given herebelow:

Shri Vishwambhar C. Saraf (DIN:00161381) is a commerce graduate of the University of Bombay and after graduation he joined the family business. He is Managing Director of Remi Elektrotechnik Ltd. and is on the Board of Remi Process Plant and Machinery Ltd. and Magnificent Trading Pvt. Ltd.

Shri Rajendra C. Saraf (DIN:00161412) is a commerce graduate of the University of Bombay. After graduation, he joined the family business.

He is Managing Director of Remi Process Plant and Machinery Ltd. and is on the Board of Remi Elektrotechnik Ltd., Pudumjee Industries Ltd., Pudumjee Hygiene Products Limited and Calplus Trading Pvt. Ltd.

- b) Pursuant to Section 149 of the Companies Act, 2013 the appointment of Independent Directors be approved in Annual General Meeting of the Company. Brief details of Independent Directors are stated in the Notice of the Meeting.

11. 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.

12. GENERAL SHAREHOLDER INFORMATION:

The 43rd Annual General Meeting of the Company will be held on **Tuesday, the 30th September, 2014**, at its Registered Office, Remi House, Plot No. 11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063, at 11.30 A.M.

Financial year of the Company is from 1st April, 2013 to 31st March, 2014.

The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, the 23rd September, 2014 to Tuesday, the 30th September, 2014**, both days inclusive.

Listing on Stock Exchange:

| Name of the Stock Exchange | Stock Code |
|-------------------------------|------------|
| Bombay Stock Exchange Limited | 513043 |

Market Price Data

| MONTH | HIGH PRICE (in ₹) | LOW PRICE (in ₹) |
|------------------|-------------------|------------------|
| April – 2013 | 20.35 | 19.40 |
| May – 2013 | 22.25 | 21.20 |
| June – 2013 | 22.70 | 22.70 |
| July – 2013 | 21.60 | 21.60 |
| August – 2013 | 21.60 | 21.60 |
| September – 2013 | 20.55 | 19.55 |
| October – 2013 | 18.60 | 18.60 |
| November – 2013 | 17.70 | 15.25 |
| December – 2013 | 17.35 | 15.70 |
| January – 2014 | 20.75 | 15.25 |
| February – 2014 | 18.45 | 16.80 |
| March – 2014 | 18.60 | 10.90 |

Registrar and Transfer Agents:

Bigshare Services Private Limited

E-2&3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072
Tel: 022-28470652/ 40430200 / 28470653,
Fax: 22 28475207
E-mail: investor@bigshareonline.com,
Website: www.bigshareonline.com

Share Transfer system:

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

Categories of Shareholders as on 31st March, 2014

| CATEGORY | NO OF HOLDERS | NO OF SHARES | % OF TOTAL SHARE HOLDING |
|---------------------------|---------------|----------------|--------------------------|
| Individuals | 3885 | 4548598 | 47.47 |
| Companies | 64 | 5008946 | 52.27 |
| FIs, NRIs & OCBs | 17 | 14856 | 0.16 |
| Mutual Funds, Banks & FIs | 3 | 10000 | 0.10 |
| TOTAL: | 3969 | 9582400 | 100.00 |

Distribution of Shares:

Distribution of Shareholding as on 31st March, 2014.

| Shareholding of Nominal (in Rs.) | No. of Shareholders | % of Total | Share Amount (in Rs.) | % of total |
|----------------------------------|---------------------|---------------|-----------------------|---------------|
| Upto 5000 | 3215 | 81.00 | 6998220 | 7.30 |
| 5001 – 10000 | 502 | 12.65 | 3642730 | 3.80 |
| 10001 – 20000 | 136 | 3.43 | 2027980 | 2.12 |
| 20001 – 30000 | 29 | 0.73 | 753800 | 0.79 |
| 30001 – 40000 | 19 | 0.48 | 690850 | 0.72 |
| 40001 – 50000 | 17 | 0.43 | 797980 | 0.83 |
| 50001 – 100000 | 18 | 0.45 | 1258130 | 1.31 |
| 100001 & Above | 33 | 0.83 | 79654310 | 83.13 |
| TOTAL: | 3969 | 100.00 | 95824000 | 100.00 |

Dematerialization of Shares:

As on 31st March, 2014, 8952630 equity shares constituting 93.43% have been dematerialized.

Plant Location:

- The manufacturing facility of the Company is located at the Plot No.N-211/1, M.I.D.C., Tarapur, Maharashtra.
- Wind Mill is located at Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra.

Address for Correspondence:

Registered & Corporate Office: Registrar and Share Transfer Agent:

| | |
|---|---|
| REMI HOUSE Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai – 400 063 Ph. No.:022-4058 9888 Fax No.:022-2685 2335 Email: rmi_igrd@remigroup.com | Bigshare Services Private Limited E-2&3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E) Mumbai – 400 072 Ph. No.:022-2847 0652/ 4043 0200 Fax No.:022-2847 5207 Email: investor@bigshareonline.com |
|---|---|

ON BEHALF OF THE BOARD

Sd/-

Place : Mumbai
Dated: 14th August, 2014

VISHWAMBHAR C. SARAF
CHAIRMAN

CERTIFICATE OF CORPORATE GOVERNANCE

The Members,

REMI EDELSTAHL TUBULARS LIMITED

We have examined the compliance of conditions of Corporate Governance by **REMI EDELSTAHL TUBULARS LIMITED**, for the year ended on March 31, 2014 as stipulated in clause 49 of the Listing Agreement of the said 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 Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the shareholders/Investors Grievance 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/-

PLACE : Mumbai
DATED : 14th August, 2014

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

DECLARATION REGARDING CODE OF CONDUCT

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

For REMI EDELSTAHL TUBULARS LIMITED

Sd/-

Place :Mumbai
Dated : 14th August, 2014

**(RISHABH R.SARAF)
MANAGING DIRECTOR**

INDEPENDENT AUDITORS' REPORT

To,
The Members of **Remi Edelstahl Tubulars Limited**.

Report on the Financial Statements

We have audited the accompanying financial statements of **Remi Edelstahl Tubulars Limited** (the company), which comprise the balance sheet as at 31st March, 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

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

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, 2014;
- (ii) in the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

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

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

Sd/-
(M. B. DESAI)
PARTNER

**Membership Number
33978**

PLACE : MUMBAI
DATED : 30TH MAY, 2014

ANNEXURE TO THE AUDITORS' REPORT

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

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of 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 Company has not disposed off substantial part of fixed assets during the year.
- (ii) (a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company.
- (iii) (a) According to the information and explanations given to us, the Company has not granted any unsecured loans to Companies/Firm/Other Persons covered in the register maintained under section 301 of the Companies Act, 1956.
- (b) According to the information and explanations given to us, the Company has taken unsecured loans from two companies covered in the register maintained under section 301 of the Companies Act, 1956. Amount involved during the year was ₹2,324.50 Lacs and closing balance was ₹557.84 Lacs.
- (c) In our opinion the rate of interest and other terms & conditions of unsecured loans taken by the Company are not prima facie prejudicial to the interest of the Company.
- (d) In our opinion payment of the principal amount and interest are also regular.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventory and fixed assets and with regard to the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) (a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
- (b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lakhs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices except for items of specialized nature, where a question of comparison does not arise.
- (vi) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of sections 58A and 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company pursuant to the Rules made by the Central Government for the maintenance of cost records under Section 209(1)(d) of the Companies Act, 1956 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.
- (ix) (a) According to the information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom Duty, Excise Duty, cess and other material statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2014 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, Wealth tax, Service tax, Sales tax, Customs Duty, Excise Duty and Cess as at 31st March, 2014, which have not been deposited on account of a dispute, are as follows: -

| Sr. No. | Name of the Statute | Nature of dues | Amount (₹) | Form where dispute is pending |
|---------|---------------------------|------------------------|-------------|---|
| 1. | The Central Sales Tax Act | CST Interest & Penalty | 12,676/- | Maharashtra Sales Tax Tribunal |
| 2. | The Income Tax Act, 1961 | Income Tax | 19,780/- | Income Tax Appellate Tribunal |
| 3. | The Customs Act | Interest & Penalty | 33,00,507/- | Customs, Excise and Service Tax Appellate Tribunal (Appeal) |

- (x) The Company does not have accumulated losses and has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (xii) According to the information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion, the Company is not a chit fund or a nidhi/mutual benefit fund/society and therefore, the provisions of clause 4(xiii) of the Order are not applicable to the Company.
- (xiv) In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments. Accordingly, the provisions of clause 4(xiv) of the Order are not applicable to the Company.
- (xv) In our opinion, the terms and conditions on which the Company has given guarantees for loans taken by others from banks or financial institutions are not prejudicial to the interest of the Company.
- (xvi) According to the information and explanations given to us, the Company has applied the term loans for the purposes for which the loans were obtained.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the

Company, we report that the no funds raised on short-term basis have been used for long-term investment.

- (xviii) According to the information and explanations given to us, there was no preferential allotment of shares to parties covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, the Company has not issued any secured debentures during the period covered by our report. Accordingly, the provisions of clause (xix) of the order are not applicable to the Company.
- (xx) According to the information and explanations given to us, the Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Sd/-

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

PLACE : MUMBAI
DATED : 30TH MAY, 2014

Membership Number 33978

BALANCE SHEET AS AT 31st MARCH, 2014

(₹ in Lacs)

| Particulars | Notes | As At | |
|------------------------------------|--------------|------------------|------------------|
| | | 31.03.2014 | 31.03.2013 |
| I. EQUITY AND LIABILITIES: | | | |
| (1) Shareholders' Funds | | | |
| (a) Share Capital | 2 | 958.24 | 958.24 |
| (b) Reserves and Surplus | 3 | 3,604.14 | 3,708.32 |
| | | <u>4,562.38</u> | <u>4,666.56</u> |
| (2) Non-Current Liabilities | | | |
| (a) Long-Term Borrowings | 4 | 2,419.51 | 2,484.22 |
| (b) Deferred Tax Liabilities (Net) | | 726.96 | 782.06 |
| (c) Other Long term Liabilities | 5 | 74.82 | 75.38 |
| | | <u>3,221.29</u> | <u>3,341.66</u> |
| (3) Current Liabilities | | | |
| (a) Short-Term Borrowings | 6 | 3,699.61 | 2,703.24 |
| (b) Trade Payables | 7 | 1,105.67 | 1,774.31 |
| (c) Other Current Liabilities | 8 | 1,248.97 | 1,032.10 |
| (d) Short-Term Provisions | 9 | 2.61 | 8.22 |
| | | <u>6,056.86</u> | <u>5,517.87</u> |
| | TOTAL | <u>13,840.53</u> | <u>13,526.09</u> |
| II. ASSETS: | | | |
| (1) Non-Current Assets | | | |
| (a) Fixed Assets | 10 | | |
| (i) Tangible Assets | | 5,367.68 | 5,161.85 |
| (ii) Intangible Assets | | 3.87 | 5.83 |
| (iii) Capital Work-in-Progress | | 88.34 | — |
| (b) Non-Current Investments | 11 | 61.95 | 5.82 |
| (d) Long Term Loans and Advances | 12 | 153.91 | 235.79 |
| | | <u>5,675.75</u> | <u>5,409.29</u> |
| (2) Current Assets | | | |
| (a) Inventories | 13 | 5,191.59 | 4,334.35 |
| (b) Trade Receivables | 14 | 1,978.75 | 2,630.41 |
| (c) Cash and Cash Equivalents | 15 | 148.66 | 174.66 |
| (d) Short-term Loans and Advances | 16 | 838.03 | 966.79 |
| (e) Other Current Assets | 17 | 7.75 | 10.59 |
| | | <u>8,164.78</u> | <u>8,116.80</u> |
| | TOTAL | <u>13,840.53</u> | <u>13,526.09</u> |

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

1

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

Sd/-

(M.B. DESAI)**PARTNER****Membership No.33978**

PLACE : MUMBAI
DATED : 30th May, 2014

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

**RISHABH R. SARAF
MANAGING DIRECTOR
DIN:00161435**

Sd/-

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

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31st MARCH, 2014

(₹ in Lacs)

| Particulars | Notes | For the year ended | |
|---|-------|--------------------|------------|
| | | 31.03.2014 | 31.03.2013 |
| I. Revenue from Operations | 18 | 13,379.19 | 17,743.00 |
| Less: Excise Duty | | 1,142.56 | 1,550.39 |
| | | 12,236.63 | 16,192.61 |
| II Other Income | 19 | 232.55 | 207.43 |
| III Total Revenue (I +II) | | 12,469.18 | 16,400.04 |
| IV Expenses: | | | |
| Cost of Materials Consumed | 20 | 9,254.60 | 12,369.95 |
| Purchase of Stock-in-Trade | 21 | 152.70 | 343.81 |
| Changes in Inventories of Finished Goods & Work-in-Progress | 22 | (698.15) | (301.34) |
| Employee Benefit Expenses | 23 | 675.48 | 687.09 |
| Other Expenses | 24 | 2,233.10 | 2,101.03 |
| Depreciation and Amortization Expenses | | 333.80 | 312.35 |
| Finance Costs | 25 | 676.10 | 637.26 |
| Total Expenses | | 12,627.63 | 16,150.15 |
| V Profit before Tax (III - IV) | | (158.45) | 249.89 |
| VI Tax Expense: | | | |
| (a) Current Tax | | 0.13 | 51.25 |
| Less: MAT Credit Entitlement | | - | 50.00 |
| Net Current Tax | | 0.13 | 1.25 |
| (b) Deferred Tax / (Credit) | | (55.10) | 60.32 |
| (c) Excess/ (Short) Provision of taxation of earlier years W/Back | | (0.84) | - |
| VII Excess depreciation provided in earlier years W/Back | | 0.13 | 0.01 |
| VIII Profit/ (Loss) for the Period (V-VI-VII) | | (104.18) | 188.33 |
| IX Earning per Equity Share [Nominal Value of Share Rs. 10] | | | |
| (1) Basic | | (1.09) | 1.97 |
| (2) Diluted | | (1.09) | 1.97 |

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

1

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

Sd/-
(M.B. DESAI)
PARTNER

Membership No.33978

PLACE : MUMBAI
DATED : 30TH MAY, 2014

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
RISHABH R. SARAF
MANAGING DIRECTOR
DIN:00161435

Sd/-
VISHWAMBHAR C. SARAF
CHAIRMAN
DIN:00161381

CASH FLOW STATEMENT FOR THE YEAR 2013-2014

| (₹ in Lacs) | | | |
|--|-----------------|-----------|------------|
| | 2013-2014 | 2012-2013 | |
| A. CASH FLOW FROM OPERATING ACTIVITIES | | | |
| Net Profit/(Loss) before Tax and Extra-ordinary item | (158.45) | 249.89 | |
| Adjustment for : | | | |
| Depreciation | 333.80 | 312.34 | |
| Interest | 676.10 | 637.26 | |
| Profit on sale of Fixed Assets | (82.81) | (132.20) | |
| Other non-operating Income | (5.40) | (25.63) | |
| Operating profit before working capital charges | 763.24 | 1,041.66 | |
| Adjustment for : | | | |
| Trade and Other Receivables | 782.91 | 1,586.97 | |
| Inventories | (857.24) | (719.75) | |
| Trade Payable and Provision | (469.53) | 185.23 | |
| Cash Generated from Operations | 219.38 | 2,094.11 | |
| Interest Paid | (676.10) | (637.26) | |
| Direct Taxes Paid | (0.13) | (1.24) | |
| Cash Flow before Extra-ordinary items | (456.85) | 1,455.61 | |
| Extra-ordinary items | (0.83) | 0.01 | |
| Net Cash from Operating Activities (A) | (457.68) | | 1,455.62 |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | | |
| Purchase of Fixed Assets | (1,255.40) | (678.24) | |
| Sales of Fixed Assets | 712.33 | 175.67 | |
| Purchase of Investments | (56.14) | - | |
| Other non-operating Income | 5.40 | 25.63 | |
| Net Cash used in Investing Activities (B) | (593.81) | | (476.94) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | | |
| Repayment of Long Term Loan | (397.52) | (172.82) | |
| Repayment of Short Term Loan | - | (794.81) | |
| Proceeds from Long Term Loan | 344.98 | - | |
| Proceeds from Short Term Loans | 996.37 | - | |
| Increase in Long Term Loans & Advances | - | (67.32) | |
| Decrease in Long Term Loans & Advances | 82.22 | - | |
| Decrease in Long Term Liabilities | (0.56) | (7.71) | |
| Net Cash used in Financial Activities (C) | 1,025.49 | | (1,042.66) |
| Net Increase in Cash and Cash Equivalents (A+B+C) | (26.00) | | (63.98) |
| Cash as at (Closing Balance) | 148.66 | 174.66 | |
| Cash as at (Opening Balance) | 174.66 | 238.64 | |
| Increase/Decrease in Cash Balance | 26.00 | | 63.98 |

NOTES:

- 1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in Accounting Standard "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 No.33978

PLACE : MUMBAI
DATED : 30TH MAY, 2014

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-
RISHABH R. SARAF
MANAGING DIRECTOR
DIN:00161435

Sd/-
VISHWAMBHAR C. SARAF
CHAIRMAN
DIN:00161381

NOTE – 1**1.1 SIGNIFICANT ACCOUNTING POLICIES****(I) BASIS OF ACCOUNTING**

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards specified by the Institute of Chartered Accountants of India.

(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 for the year has been provided on straight-line method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on additions to and deductions from assets during the year is provided on a pro-rata basis.
- c) Leasehold Land is amortised over the lease period.

(III) INTANGIBLE ASSETS

Expenditure incurred for acquiring Software is stated at acquisition cost less accumulated amortisation. 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 has been provided for on assets given on operating lease on straight-line method at the rates prescribed in Schedule XIV to the Companies Act, 1956. Depreciation on additions to and deductions from assets during the year is provided on pro-rata basis.

(V) VALUATION OF INVENTORY

- a) Raw Materials and General Stores are valued at cost or realisable 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 realisable value; whichever is less but excluding Cenvat and VAT credit.
- c) Finished Goods valued at cost including estimated overheads or net realisable value whichever is less. The value includes excise duty paid/payable on such goods.
- d) Scrap is valued at realisable value. This value includes excise duty payable thereon.

(VI) SALES

Sales are inclusive of Excise duty and Sales Tax and net of returns, claims, discount etc. Domestic Sale is recognised at the point of dispatch / billing & Exports Sale is recognised on the date of Bill of Lading.

(VII) EMPLOYEE RETIREMENT BENEFITS:1) Post-Employment Employee Benefitsa) 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 the year are recognized in the Statement of Profit and Loss of the year without resorting to any amortization.

(VIII) SALES TAX INCENTIVE

Sales Tax deferred under the Incentive Scheme of Govt. of Maharashtra has been shown as unsecured Loans.

(IX) INVESTMENTS

Long Term Investments are stated at cost or fair value, whichever is less, temporary fall in market value, if any, is not provided for. Current Investments are carried at lower of cost and fair value.

(X) FOREIGN CURRENCY TRANSACTIONS

- a) Foreign currency transactions are recorded at the exchange rate prevailing at the time of the transaction.
- b) Foreign currency transactions remaining unsettled at the year end and not covered by forward contract are translated at the exchange rate prevailing at the year end. Premium/discount on forward contracts are amortized over the period of the contract.
- c) The difference in translation of monetary assets and liabilities and realised gains and losses on foreign exchange transactions are recognised in the Statement of Profit and Loss except, as referred in para (d) below.
- d) Company has exercised option as per Notification dated 31st March, 2009 to account for gain/loss in foreign exchange liability for fixed assets acquired in foreign currency.

(XI) BORROWING COSTS

Borrowing costs that are 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.

(XII) TAXES

Tax expense for the year comprises of current income tax & wealth tax and deferred income tax. Current income tax provision has been determined on the basis of reliefs, deductions available under the Income Tax Act. Deferred tax is recognized for all timing differences, subject to the consideration of prudence, applying the tax rates and tax laws which have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets is recognised only to the extent that there is virtual certainty that the assets will be realised in future.

(XIII) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions 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) IMPAIRMENT

Impairment of assets are assessed at each Balance Sheet date and loss is recognized whenever the recoverable amount of an asset is less than its carrying amount.

(XV) EXCISE DUTY

Excise Duty payable on products is accounted for at the time of dispatch of goods from the factory but is accrued for finished goods 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 Note of Other Expenses under "Manufacturing Expenses".

| Current Accounting Year Ended 31.03.2014 | Previous Accounting Year ended 31.03.2013 |
|--|---|
| (₹ in Lacs) | (₹ in Lacs) |

1.2 CONTINGENT LIABILITIES NOT PROVIDED FOR :

| | | |
|---|----------|--------|
| a) Bank Guarantees given by bankers on behalf of the Company. | 1,398.19 | 722.62 |
| b) Guarantee given by the Company to Bankers on behalf of associate Company | 500.00 | 665.00 |
| c) Bills Discounted | 564.48 | 562.70 |
| d) Claim of Collector | 353.47 | 353.47 |
| e) Central Excise disputed in appeal | | 278.18 |
| i) Show cause notices pending for Adjudication. | 70.94 | — |
| ii) Appeal filed by Dept. in High Court against Tribunal order | 207.24 | — |
| f) Sales Tax disputed in appeal | — | 1.96 |
| g) In respect of Custom Duty | 33.01 | 33.01 |
| h) Income Tax disputed in appeal | 0.19 | 0.19 |

1.3 Rent receivable in respect of assets given on operating lease in next one year is ₹ 38.75 Lacs (P.Y. ₹ 3.00 Lacs), beyond one year to five years ₹ 210.00 Lacs (P.Y. ₹ 15.00 Lacs) and beyond five years ₹ 3.50 Lacs (P.Y. ₹ 0.25 Lacs).

1.4 THE SIGNIFICANT COMPONENT AND CLASSIFICATION OF DEFERRED TAX ASSETS AND LIABILITIES ON ACCOUNT OF TIMING DIFFERENCES ARE: -

| As At 31-03-2014 | As At 31-03-2013 |
|------------------|------------------|
| (₹ in Lacs) | (₹ in Lacs) |

DEFERRED TAX ASSETS:

| | | |
|-----------------------------------|---------------|---------------|
| Provision for Retirement Benefits | 12.14 | 10.83 |
| Business Loss | 194.88 | 91.27 |
| Long Term Capital Loss | 17.24 | 17.24 |
| | <u>224.26</u> | <u>119.34</u> |

DEFERRED TAX LIABILITY:

| | | |
|---|---------------|---------------|
| Depreciation | 951.22 | 901.40 |
| Net deferred tax liability on account of timing difference | <u>726.96</u> | <u>782.06</u> |

1.5 SEGMENT REPORTING:

The Company operates in two segments namely (i) Manufacturing of S.S. Pipes & Tubes and (ii) Wind Power Generation. Since revenue, result and assets of Wind Power Generation are below the prescribed criteria, same is not treated as reportable segment.

1.6 EARNING PER SHARE

| 2013-2014 | 2012-2013 |
|-----------|-----------|
|-----------|-----------|

RECONCILIATION OF BASIC AND DILUTED SHARES USED IN COMPUTING EARNINGS PER SHARE

| | | |
|--|-----------|-----------|
| a) Number of shares considered as basic weighted average shares outstanding | 95,82,400 | 95,82,400 |
| Number of shares considered as basic weighted average shares outstanding for computing basic earning per share | 95,82,400 | 95,82,400 |
| Number of shares considered as weighted average shares outstanding for computing diluted earning per share . | 95,82,400 | 95,82,400 |

COMPUTATION OF BASIC AND DILUTED EARNING PER SHARE

| | | |
|--|----------|--------|
| b) Net profit after tax attributable to equity share-holders (₹ in Lacs) | (104.18) | 188.33 |
| c) Basic earnings per equity share of ₹10/- each (in ₹) | (1.09) | 1.97 |
| d) Diluted earnings per equity share of ₹10/- each (in ₹) | (1.09) | 1.97 |

1.7 RELATED PARTIES DISCLOSURES: -

- i) (a) Key Management Personnel:
Shri. Rishabh R. Saraf - Managing Director
- (b) Associates with whom the Company has transactions:
Remi Process Plant and Machinery Ltd., Remi Elektrotechnik Ltd., Calplus Trading Pvt. Ltd., Magnificent Trading Pvt. Ltd. & Aura Realfinvest Pvt. Ltd.
- (c) Relatives of key management personnel and other related parties with whom the Company has transactions:
Rajendra Electrical Motor Industries, Shri Ritvik V. Saraf

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, in ordinary course of business during the year and balances as at year end:

| Nature of Transactions (Excluding reimbursements) | Related Parties | | |
|---|---------------------------|-------------------------------|---------------------------|
| | Referred in 1(a) above | Referred in 1(b) above | Referred in 1(c) above |
| (₹ in Lacs) | | | |
| Purchases | | | |
| Fixed Assets | — (—) | 26.60 (47.55) | — (—) |
| Goods & Materials | — (—) | 0.51 (1,020.50) | — (—) |
| Sales | | | |
| Goods and Materials | — (—) | 3.93 (349.06) | — (—) |
| Fixed Assets | — (—) | 711.00 (—) | — (—) |
| Expenses | | | |
| Rent and other service charges | — (—) | 24.96 (22.48) | 0.60 (0.60) |
| Royalty Charges | — (—) | — (—) | 11.31 (15.77) |
| Remuneration | 30.14 (30.32) | — (—) | — (—) |
| Repairs & Maintenance | — (—) | 3.06 (1.00) | — (—) |
| General Expenses | — (—) | — (—) | — (—) |
| Interest paid | — (—) | 64.35 (28.99) | — (—) |
| Income | | | |
| Rent and other service charges | — (—) | 2.40 (2.40) | — (—) |
| Testing Charges | — (—) | 0.98 (1.19) | — (—) |
| Job Work Charges | — (—) | — (2.36) | — (—) |
| Finance | | | |
| Loans and Advances taken | — (—) | 2,325.50 (1,237.00) | — (—) |
| Balances as at 31st March 2014 | | | |
| Payable | — (—) | 28.96 (0.64) | — (0.27) |
| Receivable | — (—) | 106.94 (107.01) | 1.25 (1.25) |
| Outstanding Loans | — (—) | 557.92 (—) | — (—) |

Figures in bracket represent previous year figures.

1.8 DISCLOSURES IN ACCORDANCE WITH REVISED AS – 15 ON “EMPLOYEE BENEFITS”:-

- (A) Defined Contribution Plans:

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

| | For the year ended March 31, 2014 | | |
|---|-----------------------------------|-------------------------|--|
| | | | |
| Contribution to Employees' Provident Fund | | 38.95 (39.80) | |
| Total | | 38.95 (39.80) | |

(B) DEFINED BENEFITS PLANS:

(i) Changes in the Present Value of Obligation

For the year ended March 31, 2014

(₹ in Lacs)

| | Gratuity | Leave Encashment | Total |
|--|----------------|------------------|----------------|
| (a) Present Value of Obligation as at April 1, 2013 | 122.96 | 39.55 | 162.51 |
| | (118.58) | (37.05) | (155.63) |
| (b) Interest Cost | 9.83 | 3.17 | 13.00 |
| | (9.49) | (2.96) | (12.45) |
| (c) Past Service Cost | — | — | — |
| | (—) | (—) | (—) |
| (d) Current Service Cost | 7.69 | 3.44 | 11.13 |
| | (9.86) | (2.97) | (12.83) |
| (e) Benefits Paid | (16.67) | (10.17) | (26.84) |
| | ((16.86)) | ((11.22)) | ((28.08)) |
| (f) Actuarial (Gain)/Loss | (13.73) | 1.45 | (12.28) |
| | (1.89) | (7.79) | (9.68) |
| (g) Present Value of Obligation as at March 31, 2014 | 110.08 | 37.44 | 147.52 |
| | (122.96) | (39.55) | (162.51) |

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

For the year ended March 31, 2014

| | Gratuity |
|--|----------------|
| (a) Present Value of Plan Assets as at April 1, 2013 | 136.82 |
| | (141.24) |
| (b) Expected Return on Plan Assets | 11.65 |
| | (12.08) |
| (c) Actuarial (Gain)/Loss | — |
| | (—) |
| (d) Employers' Contributions | 0.39 |
| | (0.36) |
| (e) Employees' Contributions | — |
| | (—) |
| (f) Benefits Paid | (16.67) |
| | ((16.86)) |
| (g) Fair Value of Plan Assets as at March 31, 2014 | 132.19 |
| | (136.82) |

(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, 2014

| | Gratuity | Leave Encashment | Total |
|---|----------------|------------------|---------------|
| (a) Present Value of Funded Obligation as at March 31, 2014 | 110.08 | — | 110.08 |
| | (122.96) | (—) | (122.96) |
| (b) Fair Value of Plan Assets as at March 31, 2014 | 132.19 | — | 132.19 |
| | (136.82) | (—) | (136.82) |
| (c) Present Value of Unfunded Obligation as at March 31, 2014 | (22.11) | 37.44 | 15.33 |
| | ((13.86)) | (39.55) | (25.69) |
| (d) Net Liability/(Asset) recognized in the Balance Sheet | (22.11) | 37.44 | 15.33 |
| | ((13.86)) | (39.55) | (25.69) |

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

For the year ended March 31, 2014

| | Gratuity | Leave Encashment | Total |
|---|----------------------|------------------|----------------------|
| (a) Current Service Cost | 7.69 (9.86) | 3.44 (2.97) | 11.13 (12.83) |
| (b) Past Service Cost | — (—) | — (—) | — (—) |
| (c) Interest Cost | 9.83 (9.49) | 3.16 (2.96) | 12.99 (12.45) |
| (d) Expected Return on Plan Assets | (11.65) ((12.08)) | — (—) | (11.65) ((12.08)) |
| (e) Net actuarial (Gain)/Loss | (13.73) (1.89) | 1.45 (7.79) | (12.28) (9.68) |
| (f) Employees' Contribution | — (—) | — (—) | — (—) |
| (g) Total Expenses recognized in the Statement of Profit and Loss | (7.86) (9.16) | 8.05 (13.72) | 0.19 (22.88) |

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

| | Percentage |
|---------------------------------------|-----------------------|
| (a) Government of India Securities | — (—) |
| (b) Corporate Bonds | — (—) |
| (c) Special Deposit Scheme | — (—) |
| (d) Equity Shares of Listed Companies | — (—) |
| (e) Property | — (—) |
| (f) Insurer Managed Funds | 100% (100%) |
| (g) Others | — (—) |

(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 | (₹ in Lacs) |
|------------------------------|-------------------------|
| Actual return on plan assets | 11.65 (12.08) |

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

| Sr. No. | Particulars | Gratuity | Leave Encashment |
|---------|--|-------------------------|---------------------|
| (a) | Discount Rate | 8.5% (8%) | 8.5% (8%) |
| (b) | Expected Rate of Return on Plan Assets | 8.75% (9.25%) | — (—) |
| (c) | Salary Escalation Rate | 6% (6%) | 6% (6%) |

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

1.9 Estimated amount of contracts remaining to be executed on Capital Account and not provided for ₹4.77 Lacs (P.Y. ₹ 432.02 Lacs)

1.10 Value of Imports calculated on C.I.F. basis in respect of:

| | | |
|---------------------------|----------|----------|
| (i) Raw Material | 2,253.94 | 4,950.68 |
| (ii) Stores & Spare Parts | 14.58 | 30.83 |
| (ii) Fixed Assets | 603.72 | 165.63 |

1.11 Value of Raw Materials and Stores & Spare Parts consumed & percentage of total consumption:

| | Value (₹ in Lacs) | % of total consumption | Value (₹ in Lacs) | % of total Consumption |
|-----------------------------------|----------------------|---------------------------|----------------------|---------------------------|
| a) RAW MATERIALS: | | | | |
| i) Imported | 2,388.71 | 25.81 | 5,063.76 | 40.94 |
| ii) Indigenous | 6,865.89 | 74.19 | 7,306.19 | 59.06 |
| | 9,254.60 | 100.00 | 12,369.95 | 100.00 |
| b) STORES AND SPARE PARTS: | | | | |
| i) Imported | 16.71 | 4.46 | 40.58 | 10.84 |
| ii) Indigenous | 359.40 | 95.54 | 333.72 | 89.16 |
| Total | 374.11 | 100.00 | 374.30 | 100.00 |

1.12 EXPENDITURE IN FOREIGN CURRENCY:

| | | |
|-----------------------------|--------------|--------------|
| i) Travelling expenses | 13.16 | 11.56 |
| ii) Interest & Bank Charges | 1.65 | 0.26 |
| iii) Other Expenses | 4.59 | 4.94 |
| | <u>19.40</u> | <u>16.76</u> |

1.13 EARNING IN FOREIGN EXCHANGE:

| | | |
|--|-----------------|-----------------|
| Export of S.S. Pipes (at F.O.B. Value) | <u>2,265.96</u> | <u>2,678.95</u> |
|--|-----------------|-----------------|

(Including value of Deemed Exports & Supplies to SEZ & EOU of ₹ 1,559.10 Lacs; P.Y. ₹ 1,822.14 Lacs)

1.14 Payments to Micro, Small and Medium Enterprises are made in accordance with the agreed credit terms and to the extent ascertained from available information, there is no overdue payable to MSME units beyond the period specified in Micro, Small and Medium Enterprises Development Act, 2006.

1.15 Previous year figures are regrouped/rearranged and reclassified whenever necessary to confirm to current year's presentation.

| Particulars | AS AT 31.03.2014 | AS AT 31.03.2013 |
|-------------|---------------------|---------------------|
| | (₹ in Lacs) | |

NOTE - 2

SHARE CAPITAL

AUTHORISED:

| | | |
|--|-----------------|-----------------|
| 1,00,00,000 (1,00,00,000) Equity Shares Of ₹ 10/- each | <u>1,000.00</u> | <u>1,000.00</u> |
|--|-----------------|-----------------|

ISSUED, SUBSCRIBED AND FULLY PAID UP :

| | | |
|---|---------------|--------|
| 95,82,400 (95,82,400) Equity Shares of ₹ 10/- each | <u>958.24</u> | 958.24 |
|---|---------------|--------|

(of these 49,39,700 equity shares were allotted as bonus shares by way of Capitalisation of reserves)

| | | |
|--------------|----------------------|----------------------|
| TOTAL | <u><u>958.24</u></u> | <u><u>958.24</u></u> |
|--------------|----------------------|----------------------|

a) Terms/ Rights Attached to Equity Shares:

The company has only one class of equity shares having par value of ₹10/- Each holder of equity shares is entitled to one vote per share. The company declares and pays dividend, if any, in Indian Rupees.

b) 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.

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

| Sr. No. | Name of the Shareholder | No. of shares as on 31-03-2014 | No. of shares as on 31-03-2013 |
|---------|---|--------------------------------|--------------------------------|
| 1 | Vandana V. Saraf | 485972 | 485972 |
| 2 | Vishwambharlal Chiranjilal HUF | 501264 | 501264 |
| 3 | Minakshi R. Saraf | 552580 | 552580 |
| 4 | Rajendra Finance Pvt. Ltd. | 625000 | 625000 |
| 5 | Remi Finance & Investment Pvt. Ltd. | 625000 | 625000 |
| 6 | Remi Securities Ltd. | 1209390 | 1209390 |
| 7 | Hanuman Forging & Engineering Pvt. Ltd. | 1600000 | 1600000 |

d) There is no change in share capital during the year.

NOTE - 3

RESERVES AND SURPLUS

| Particulars | | AS AT 31.03.2014 | AS AT 31.03.2013 |
|-------------|---|------------------|------------------|
| | | (₹ in Lacs) | |
| a) | Capital Reserve | 35.01 | 35.01 |
| b) | <u>General Reserve:</u> | | |
| | Opening Balance | 2,277.19 | 2,227.19 |
| | Add: Transferred from surplus balance in statement of profit & loss | — | 50.00 |
| | | <u>2,277.19</u> | <u>2,277.19</u> |
| c) | <u>Surplus:</u> | | |
| | Opening Balance | 1,396.12 | 1,257.79 |
| | Add: Profit for the period | (104.18) | 188.33 |
| | Less: Appropriations: | | |
| | Transferred to General reserve | — | 50.00 |
| | Net surplus in the statement of profit & loss | <u>1,291.94</u> | <u>1,396.12</u> |
| | | <u>3,604.14</u> | <u>3,708.32</u> |

NOTE - 4

LONG TERM BORROWING

Term Loans:

Secured Loans

From State Bank of India:

| | | | |
|----|--|--------|--------|
| a) | Rupee Term Loan - I | — | 118.63 |
| | [Secured by equitable mortgage of land & building at Tarapur, land at Dhule for Wind Power Project and hypothecation of Plant & Machinery and extension of hypothecation charge on the entire current assets of the Company, consisting of Raw Materials, Stock-in-Process, Finished Goods, Stores & Spares, other Consumables, Book Debts, both Present & Future. The term loan is also guaranteed by two of the Directors.) (Repayable in monthly installment of ₹10,33,000/- each. Total number of installments -60) | | |
| b) | Rupee Term Loan - II | 351.78 | 531.78 |
| | [Secured by equitable mortgage of land & building at Tarapur, land at Dhule for Wind Power Project and hypothecation of Plant & Machinery and extension of hypothecation charge on the entire current assets of the Company consisting of Raw Materials, Stock-in-Process, Finished Goods, Stores & Spares, other Consumables, Book Debts, both Present & Future. The term loan is also guaranteed by two of the Directors.) (Repayable in monthly installment of ₹15,00,000/- each. Total number of installments -60) | | |

| Particulars | AS AT 31.03.2014 | AS AT 31.03.2013 |
|---|---------------------|---------------------|
| | (₹ in Lacs) | |
| c) Vehicle Loan | 3.94 | 1.87 |
| [Secured against hypothecation of the Vehicle purchased from such loans repayable in 36 EMIS of ₹63,400/- each] | 355.72 | 652.28 |
| Unsecured Loans | | |
| Inter Corporate Loans | 1,412.36 | 1,074.38 |
| Deferred Sales Tax Liabilities | 651.43 | 757.56 |
| | 2,063.79 | 1,831.94 |
| TOTAL | 2,419.51 | 2,484.22 |
| NOTE - 5 | | |
| LONG TERM LIABILITIES | | |
| Deposit Received | 40.00 | 40.00 |
| Provision For Leave Encashment | 34.82 | 35.38 |
| | 74.82 | 75.38 |
| NOTE - 6 | | |
| SHORT TERM BORROWING | | |
| Loans Repayable on Demand: | | |
| Secured Loans: | | |
| From State Bank of India: | | |
| Cash Credit Facility | 2,880.86 | 2,703.24 |
| [Secured by first hypothecation charge on entire current assets consisting of raw material, semi finished, finished goods and receivables. Extension of first charge on entire fixed assets of the Company consisting of land, building, plant & machinery situated at Tarapur, Distt. Thane and at Brahmanwel, Distt. Dhule. The Loans are also guaranteed by two of the Directors.) | | |
| Unsecured Loans | | |
| Inter Corporates Loans | 818.75 | — |
| | 3,699.61 | 2,703.24 |
| NOTE - 7 | | |
| TRADE PAYABLES (Including ₹ 47,63,248/- P.Y. ₹ 20,88,687/- Payable to MSME Units) | 1,105.67 | 1,774.31 |
| | 1,105.67 | 1,774.31 |
| NOTE - 8 | | |
| OTHER CURRENT LIABILITIES | | |
| Income Received in Advance | 5.91 | 6.16 |
| Unpaid Dividend | 3.42 | 5.00 |
| Current Maturities of long term debts | 408.77 | 396.62 |
| Other Payables: | | |
| - Advance from Customers | 65.22 | 79.66 |
| - TDS Payable | 50.40 | 42.08 |
| - Sales Tax Payable | 17.76 | — |
| - Other Statutory Dues Payable - PF etc. | 2.87 | 3.33 |
| - Other Creditors | 39.29 | 21.10 |
| - Excise Duty Payable | 104.21 | 70.79 |
| - Other Liabilities | 551.11 | 407.36 |
| | 830.86 | 624.32 |
| | 1,248.97 | 1,032.10 |
| NOTE - 9 | | |
| SHORT TERM PROVISION | | |
| For Employee Benefit: | | |
| Provision For Leave Encashment | 2.61 | 4.18 |
| Taxation (Net) | — | 4.04 |
| | 2.61 | 8.22 |

NOTE - 10

| Particular | GROSS CARRYING AMOUNT | | | | DEPRECIATION | | | | NET CARRYING AMOUNT | |
|------------------------------------|-----------------------|-------------------------|--------------------------|---------------------|--------------------|-----------------|---------------|--------------------|---------------------|---------------------|
| | As on 01.04.2013 | Addition/ Adjustment | Deduction/ Adjustment | As on 31.03.2014 | Upto 31.03.2013 | For the Year | Deduction | Upto 31.03.2014 | As on 31.03.2014 | As on 31.03.2013 |
| (a) TANGIBLE ASSETS: | | | | | | | | | | |
| Land | 53.00 | - | - | 53.00 | 12.60 | 0.56 | - | 13.16 | 39.84 | 40.40 |
| Leasehold Land - Wind Mill | 47.20 | - | 35.20 | 12.00 | 15.75 | 1.16 | 11.14 | 5.77 | 6.23 | 31.44 |
| Factory Building | 754.40 | 302.26 | - | 1,056.66 | 373.68 | 26.05 | - | 399.73 | 656.93 | 380.72 |
| Plant And Machinery | 5,049.13 | 820.33 | - | 5,869.44 | 1,396.95 | 231.34 | 0.13 | 1,628.16 | 4,241.28 | 3,652.17 |
| Plant And Machinery - Wind Mill | 1,327.47 | - | 994.36 | 333.12 | 535.08 | 43.11 | 391.58 | 186.61 | 146.51 | 792.40 |
| Dies & Moulds | 166.21 | 17.12 | - | 183.33 | 87.63 | 6.48 | - | 94.11 | 89.22 | 78.58 |
| Electrical Installation | 177.49 | 8.51 | - | 186.00 | 115.56 | 6.32 | - | 121.88 | 64.12 | 61.93 |
| Office Equipments | 16.58 | 2.11 | - | 18.70 | 9.16 | 0.63 | - | 9.79 | 8.91 | 7.42 |
| Air Conditioners | 22.49 | 2.45 | - | 24.94 | 7.94 | 1.06 | - | 9.00 | 15.94 | 14.55 |
| Computers | 46.04 | 1.41 | 0.27 | 47.18 | 38.62 | 2.06 | 0.27 | 40.41 | 6.77 | 7.42 |
| Furniture & Fixtures | 57.07 | 3.00 | - | 60.06 | 31.75 | 3.04 | - | 34.79 | 25.27 | 25.32 |
| Vehicles | 87.04 | 9.73 | 5.78 | 90.99 | 34.74 | 8.52 | 3.10 | 40.16 | 50.83 | 52.30 |
| Leased Assets : | | | | | | | | | | |
| Plant & Machinery | 28.84 | - | - | 28.84 | 11.64 | 1.37 | - | 13.01 | 15.83 | 17.20 |
| Total (a) | 7,832.96 | 1,166.92 | 1,035.61 | 7,964.26 | 2,671.10 | 331.70 | 406.22 | 2,596.58 | 5,367.68 | 5,161.85 |
| Capital WIP | | | | | | | | | 88.34 | - |
| (b) INTANGIBLE ASSETS: | | | | | | | | | | |
| Computer Software | 25.18 | 0.13 | - | 25.31 | 19.35 | 2.09 | - | 21.44 | 3.87 | 5.83 |
| Total (b) | 25.18 | 0.13 | - | 25.31 | 19.35 | 2.09 | - | 21.44 | 3.87 | 5.83 |
| Grand Total (a+b) | 7,858.14 | 1,167.05 | 1,035.61 | 7,989.57 | 2,690.45 | 333.79 | 406.22 | 2,618.02 | 5,371.55 | 5,167.68 |
| Previous Year Total | 6,691.98 | 1,220.63 | 54.47 | 7,858.14 | 2,389.11 | 312.35 | 11.00 | 2,690.46 | 5,167.68 | 4,302.89 |

| Particulars | AS AT 31.03.2014 | AS AT 31.03.2013 |
|-------------|---------------------|---------------------|
| | (₹ in Lacs) | |

NOTE - 11

NON -CURRENT INVESTMENTS

(valued at cost unless stated otherwise):

Unquoted & Trade Investment - Equity Shares

Tarapur Environment Protection Society.
[5816 (5816) shares of ₹100 each]

5.82 5.82

Unquoted & Non-Trade Investment - Equity Shares

Vastupurna Property Holding Pvt. Ltd.
[250000 (—) shares of ₹10/- each]

25.00 —

Vishwakarma Jobworks Ltd.

[9350 (—) shares of ₹333/- each]

31.13 —

61.95 5.82

(Aggregate amount of Unquoted investment)

61.95 5.82

NOTE - 12

LONG -TERM LOANS AND ADVANCES

(Unsecured and considered good)

Capital Advances

3.50 88.27

Security Deposits

150.41 147.52

153.91 235.79

NOTE - 13

INVENTORIES [Refer note 1 (v)]

(As per Inventory taken, valued and certified by management)

(a) Raw Materials (including goods in transit ₹2,50,94,554/- P.Y. ₹3,46,54,692/-)

1,096.45 959.60

(b) Work-In -Process

3,011.85 2,617.75

(c) Finished goods

947.56 643.50

(d) Stores and Spares (including goods in transit ₹5,93,532/- P.Y. ₹1,19,245/-)

135.73 113.50

TOTAL **5,191.59** 4,334.35

| Particulars | AS AT | AS AT |
|-------------|------------|------------|
| | 31.03.2014 | 31.03.2013 |

(₹ in Lacs)

NOTE - 14

TRADE RECEIVABLE

(Unsecured and considered good)

| | | |
|---|-----------------|-----------------|
| Outstanding Over Six Months from due date | 150.29 | 173.59 |
| Others | 1,828.46 | 2,456.82 |
| TOTAL | 1,978.75 | 2,630.41 |

NOTE - 15

CASH AND BANK BALANCES:

CASH AND CASH EQUIVALENTS:

| | | |
|--------------------------------|-------------|--------------|
| (a) <u>Balance with Banks:</u> | | |
| On current account | 3.39 | 8.36 |
| (b) Cash on Hand | 1.85 | 1.97 |
| | 5.24 | 10.33 |

OTHER BANK BALANCES:

| | | |
|--|---------------|---------------|
| (a) Balance in Unpaid Dividend Account | 3.42 | 5.00 |
| (b) Fixed Deposits with maturity of more than 12 months (Pledged with bank as margin against B/Gs' & L/Cs') | 140.00 | 159.33 |
| | 143.42 | 164.33 |
| TOTAL | 148.66 | 174.66 |

NOTE - 16

SHORT TERM LOANS AND ADVANCES

(Unsecured and considered good)

Others

| | | |
|--|---------------|---------------|
| (a) Advances recoverable in cash or in kind for value to be received | 140.47 | 115.40 |
| (b) MAT Credit Entitlement | 96.16 | 96.79 |
| (c) Payment of Advance Income Tax, TDS and FBT (Net) | 18.76 | — |
| (d) Balances with Central Excise and Cenvat Refundable | 512.98 | 696.09 |
| (e) Prepaid Expenses | 63.34 | 52.47 |
| (f) Advance to Staff | 6.32 | 6.04 |
| | 838.03 | 966.79 |

NOTE - 17

OTHER CURRENT ASSETS

| | | |
|------------------------------------|-------------|--------------|
| Interest accrued on fixed deposits | 7.75 | 10.59 |
| TOTAL | 7.75 | 10.59 |

NOTE - 18

Revenue from Operations:

| | | |
|---|------------------|------------------|
| (a) <u>Sale of Products:</u> | | |
| Local Sales | 12,094.84 | 16,059.53 |
| Export Sales | 727.92 | 874.46 |
| Trading Sales | 180.47 | 349.06 |
| Income from Wind Power | 188.52 | 176.52 |
| | 13,191.75 | 17,459.57 |
| (b) <u>Other Operating Revenues:</u> | | |
| Sale of scrap | 164.72 | 277.10 |
| Labour & Service Charges | 2.75 | 6.33 |
| Income from Renewable Energy Certificates | 19.97 | — |
| | 187.44 | 283.43 |
| Revenue from operations | 13,379.19 | 17,743.00 |

Product wise details

| | | |
|------------------------------|------------------|------------------|
| 1. Sale of S.S.Pipes & Tubes | 12,822.77 | 16,933.99 |
| 2. Sale of Wind Power | 188.52 | 176.52 |
| 3. Others | 180.47 | 349.06 |
| | 13,191.76 | 17,459.57 |

| Particulars | AS AT | AS AT |
|-------------|------------|------------|
| | 31.03.2014 | 31.03.2013 |

(₹ in Lacs)

NOTE - 19
Other Income

| | | |
|---|---------------|---------------|
| (a) Lease Rent of Machinery | 9.45 | 9.45 |
| Excess Provision of Gratuity Liability W/Back | 7.86 | — |
| Excess Provision of Leave Salary & Bonus W/Back | 2.32 | — |
| Sundry Credit Balance W/back | 11.72 | 36.61 |
| Commission Received | 108.29 | — |
| Miscellaneous Income | 4.70 | 3.54 |
| (b) Other Non - Operating Income | | |
| Rent Received | 5.40 | 25.63 |
| Long Term Gain on Sales of Fixed Assets (Net) | 82.81 | 132.20 |
| | <u>232.55</u> | <u>207.43</u> |

NOTE - 20
(a) Cost of Materials consumed

| | | |
|--|------------------|------------------|
| Inventory at the beginning of the year | 959.60 | 540.06 |
| Add: Purchase | 9,391.45 | 12,789.49 |
| | <u>10,351.05</u> | <u>13,329.55</u> |
| Less: Inventory at the end of the year | 1,096.45 | 959.60 |
| Cost of Materials Consumed | <u>9,254.60</u> | <u>12,369.95</u> |

Product wise details

| | | |
|-----------------------------|-----------------|------------------|
| 1. Consumption of S.S.goods | 9,153.50 | 12,235.70 |
| 2. Others | 101.10 | 134.25 |
| | <u>9,254.60</u> | <u>12,369.95</u> |

NOTE - 21
Details of purchase of traded goods

| | | |
|--------------------------|---------------|---------------|
| 1. Stainless Steel goods | 132.14 | 343.81 |
| 2. Others | 20.56 | — |
| | <u>152.70</u> | <u>343.81</u> |

NOTE - 22
(a) (Increase) / decrease in inventories

| | | |
|---|-----------------|-----------------|
| Inventories at the end of the year | | |
| Work-in-progress | 3,011.85 | 2,617.76 |
| Finished goods | 947.56 | 643.50 |
| | <u>3,959.41</u> | <u>3,261.26</u> |

(b) Inventories at the beginning of the year

| | | |
|-------------------------|-----------------|-----------------|
| Work-in-progress | 2,617.76 | 2,153.62 |
| Finished goods | 643.50 | 806.30 |
| | <u>3,261.26</u> | <u>2,959.92</u> |
| Net (Increase) | <u>(698.15)</u> | <u>(301.34)</u> |

NOTE - 23
Employee Benefit expenses:

| | | |
|--|---------------|---------------|
| Salaries, wages and bonus etc. | 620.65 | 624.98 |
| Contribution to provident & Gratuity funds | 38.95 | 48.96 |
| Staff welfare expenses | 15.88 | 13.15 |
| | <u>675.48</u> | <u>687.09</u> |

| Particulars | AS AT | AS AT |
|-------------|------------|------------|
| | 31.03.2014 | 31.03.2013 |

(₹ in Lacs)

NOTE - 24

Other Expenses:

Manufacturing Expenses :

| | | |
|---|--------|---------|
| Consumption of stores and spares parts | 374.11 | 374.30 |
| Power and fuel | 356.62 | 345.26 |
| Job Work Charges | 315.19 | 254.59 |
| Royalty | 11.31 | 15.77 |
| Excise duty on increase / decrease in Closing Stock of Finished Goods | 33.47 | (17.91) |

Repairs and maintenance:

| | | |
|------------------------------|-------|-------|
| Building | 22.29 | 26.39 |
| Machinery | 91.22 | 82.07 |
| Others | 11.23 | 21.27 |
| Other Manufacturing Expenses | 25.14 | 68.25 |

Administrative, Selling & Other Expenses :

| | | |
|--------------------------------------|--------|--------|
| Rent | 29.99 | 27.92 |
| Insurance | 17.70 | 18.58 |
| Property Tax and Lease Rent | 7.40 | 2.59 |
| Rates and taxes | 8.20 | 6.98 |
| Travelling & Conveyance | 52.02 | 49.82 |
| Director sitting fees | 0.81 | 0.70 |
| Director Commission | — | 0.32 |
| Legal and professional fees | 38.41 | 37.47 |
| Brokerage & Commission | 0.98 | 21.00 |
| Late Delivery Charges | 22.25 | 124.14 |
| Bad Debts Written off | 49.87 | 8.46 |
| Sales Tax & VAT | 422.34 | 418.81 |
| Loss on Foreign Currency translation | 170.33 | 47.15 |

Payment to auditors:

(a) As auditors:

| | | |
|-----------|------|------|
| Audit fee | 2.75 | 2.75 |
|-----------|------|------|

(b) In other capacity:

| | | |
|--------------------------------|-------|-------|
| Certification fees | 0.42 | 1.02 |
| Freight and Forwarding Charges | 75.38 | 68.58 |
| Licence Fee & Service Tax | 0.59 | 1.96 |
| Miscellaneous Expenses | 93.08 | 92.79 |

| | | |
|--------------|-----------------|-----------------|
| TOTAL | 2,233.10 | 2,101.03 |
|--------------|-----------------|-----------------|

NOTE - 25

Finance Costs

| | | |
|---------------------------|--------|--------|
| Interest expenses | 633.52 | 601.09 |
| Bank Charges & Commission | 87.12 | 97.39 |
| Less : Interest Income | 44.54 | 61.22 |

| | | |
|--------------|---------------|---------------|
| TOTAL | 676.10 | 637.26 |
|--------------|---------------|---------------|

Signature to Notes 1 to 25

AS PER OUR REPORT OF EVEN DATE

FOR SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS

Sd/-

(M.B. DESAI)
PARTNER

Membership No.33978

PLACE : MUMBAI
DATED : 30TH MAY, 2014

FOR AND ON BEHALF OF BOARD OF DIRECTORS

Sd/-

RISHABH R. SARAF
MANAGING DIRECTOR
DIN:00161435

Sd/-

VISHWAMBHAR C. SARAF
CHAIRMAN
DIN:00161381

REMI EDELSTAHL TUBULARS LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L28920MH1970PLC014746, Web.: www.remigroup.com, Email: rmi_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 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 **43rd ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Tuesday, the 30th September, 2014**, at 11.30 A.M.

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

Member's/ Proxy's Signature

INTENTIONELY KEPT BLANK

REMI EDELSTAHL TUBULARS LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L28920MH1970PLC014746, Web.: www.remigroup.com, Email: rmi_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 26852335

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: | , or failing him |
| 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 **43rd Annual General Meeting** of the Company, to be held on **Tuesday, the 30th September, 2014**, at 11.30 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:

Resolution

| No. | Description |
|-----|---|
| 1. | Consideration of Financial Accounts for the year ended 31st March, 2014 and the Directors' and Auditors' Reports thereon. |
| 2. | Re-appointment of Shri Vishwambhar C. Saraf as director, who retires by rotation. |
| 3. | Re-appointment of Shri Rajendra C. Saraf as director, who retires by rotation. |
| 4. | Appointment of M/s Sundarlal, Desai & Kanodia, as Auditors of the Company. |
| 5. | Appointment of Shri Kamal Kumar Dujodwala as an independent director of the Company for a term of five years. |
| 6. | Appointment of Shri Sandeep Shriya as an independent director of the Company for a term of five years. |
| 7. | Appointment of Shri Gopikishan Biyani as an independent director of the Company for a term of five years. |
| 8. | Appointment of Smt. Anita Bhartiya as an independent director of the Company for a term of five years. |

Signed this _____ day of _____ 2014.

Signature of shareholder:

Signature of Proxy holder(s):

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

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

REMI EDELSTAHL TUBULARS LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E),
Mumbai- 400 063, CIN: L28920MH1970PLC014746, Email: rmi_igrd@remigroup.com,
Web.: www.remigroup.com, Ph.: 022-40589888, Fax: 022-26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No. :

No. of Shares Held :

Sub: Process and Manner for Availing E-Voting Facility

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Tuesday, the 30th September, 2014, at 11.30 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 |
|---|----------------|----------------------|
| 101007 | | |

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

| Commencement of e-voting | End of e-voting |
|--|---|
| From 9.00 a.m. of 22nd September, 2014 | Upto 5 p.m. of 24th September, 2014 |

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Tuesday, the 30th September, 2014.**

INSTRUCTIONS FOR E-VOTING

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

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch an internet browser by typing in the URL **<https://www.evoting.nsdl.com>**
- (c) Click on "Shareholder - Login."
- (d) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **REMI EDELSTAHL TUBULARS LIMITED**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
- (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- (j) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **retlscrutinizer@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**.

Registered & Corporate Office:

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

Registrar and Share Transfer Agent:

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

REMI GROUP