

39th Annual Report 2018-19

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

Board of Directors:	Shri Sandeep Kasera Shri Vinod C. Jalan Shri Mahabir Prasad Sharma Smt. Archana Bajaj	Whole-Time Director Director Independent Director Independent Director
Chief Financial Officer:	Shri Paras Bafna	
Company Secretary:	Shri Prakash Darak	
Bankers	STATE BANK OF INDIA	
Auditors:	Mr. Yatin Kumar Shah Chartered Accountant, 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:	L31100MH1980PLC022314	
Sales & Service Branches:	Ahmedabad, Bangaluru, Chennai, Goa, Hyderabad, Indore, Kanpur, Kochi, Kolkata, Mumbai, Nagpur and New Delhi	
Wind Power:	Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra	

NOTICE

To
The Members,
REMI SALES AND ENGINEERING LIMITED

NOTICE is hereby given that the 39th Annual General Meeting of the Company will be held at its Registered Office, on **Monday, the 30th September, 2019**, at 3.00 P.M. to transact the following business:

Ordinary Business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon.
2. To re-appoint Shri Vinod C. Jalan (DIN:00087424) as Director, who retires by rotation.

Special Business : Special Resolutions

3. To approve re-appointment of Shri Mahabir Prasad Sharma (DIN:00175393), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Mahabir Prasad Sharma (DIN:00175393), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September, 2019.

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

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Archana Bajaj (DIN:06957519), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30th September, 2019.

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

By order of the Board
For **REMI SALES AND ENGINEERING LTD.**

Regd. Office

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

Date: 14th August, 2019.

VINOD C. JALAN
DIRECTOR
(DIN: 00087424)

NOTES:

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

5. Green Initiative :

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

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 39th Annual General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL). The Notice is available on the website of the Company. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
7. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. A member may participate in the AGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the AGM. Incase Members cast their vote through both the modes, voting done by e-voting shall prevail and votes cast through Ballot form shall be treated as invalid.
8. The remote e-voting period shall commence at 9.00 a.m. on **25th September, 2019** and will end at 5 p.m. on **29th September, 2019**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.
9. **The details procedure for remote e-voting is set out below:**
How do I vote electronically using NSDL e-Voting system?

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

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

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

Details on Step 1 is mentioned below:

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the

.pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rselscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical

- User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
 10. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on **23rd September, 2019** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
 11. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **23rd September, 2019**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using “Forgot User Details/ Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
 12. Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
 13. The Company has appointed Shri Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
 14. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
 15. The scrutinizer shall, after the conclusion of voting at the general meeting, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the company and make, not later than three days of conclusion of the meeting, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same.
 16. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website i.e. www.remigroup.com and on the website of NSDL after the result is declared by the chairman or a person authorized by him. The result shall also be forwarded to The Bombay Stock Exchange Limited.
 17. An Explanatory Statement relating to the item of special business set out in item No.3 and 4 accompanies.

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

Item No. 3 and 4

At the 34th AGM of the Company held on 30th September, 2014, the Members had approved the appointment of Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) for a term of five years with effect from 30th September, 2014. In accordance with Section 149(10) of the Act, an Independent Director shall hold office for a term upto five years on the Board and shall be eligible for reappointment on passing a Special Resolution Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms of five years each. Taking into consideration their skills, experience, knowledge and their valuable

contribution to the Company and based on their performance evaluation, it is desirable to continue to avail their services and reappoint them for a second term of five years to hold office with effect from 30th September, 2019.

Accordingly, the Board of Directors have at the Meeting held on 14th August, 2019, based on the recommendation of the Nomination and remuneration Committee, recommended the reappointment Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) as Independent Directors of the Company for second term, as aforesaid. Independent Directors are not liable to retire by rotation. They also have given declaration that they are not disqualified from being reappointed as Independent Director in terms of Section 164 of the Act and have given their consent to act as an Independent Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) have also given declaration that they are not debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. The terms and conditions of reappointment of independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) and their relatives are interested in the Resolutions set out at Item Nos. 3 and 4 respectively of the Notice with regard to their individual appointments. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of Management. Brief profile of Shri Mahabir Prasad Sharma (DIN:00175393) and Smt. Archana Bajaj (DIN:06957519) are given herein below.

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

Shri Mahabir Prasad Sharma (68) is commerce graduate and having more than 35 years of experience in account, finance etc. The Company will benefit from his knowledge and experience. He is on board of Bajrang Finance Ltd. and Remi Finance and Investment Pvt. Ltd. He is Chairman of the Audit Committee and Stakeholders Relationship Committee of the Company. He is member of the Audit Committee and Stakeholders Relationship Committee of Bajrang Finance Ltd. He holds 100 shares in the Company. He has attended 4 (Four) Board Meetings during the year.

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

Smt. Archana Bajaj (62) is a Graduate from Mumbai University in Economic (Hons.), securing 1st Rank in the College. She has an excellent academic record. She has sound knowledge and work experience in the Mutual Funds, Equities, Govt. and PSU bonds, and various other important parameters of financial Market, Insurance and others. The Company will benefit from her experience. She is on board of Remi Elektrotechnik Ltd. She is member of the Audit Committee of the Company. She does not hold any shares in the Company. She has attended 5 (Five) Board Meetings during the year.

The Board recommends passing of special resolutions as set out in item nos. 3 to 4 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives of the Company are concerned or interested in the said resolutions except themselves.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI SALES AND ENGINEERING LIMITED

The Directors are pleased to present herewith the audited accounts of the Company for its financial year ended 31st March, 2019.

(₹ in Lacs)

Financial Results	2018 – 2019	2017 – 2018
Sales	13842.88	12733.64
Profit before Finance Costs, Depreciation and Tax (EBIDTA)	792.40	989.43
Finance Costs	12.15	17.00
Depreciation	46.06	32.34
Taxation	192.55	216.50
Net Profit/(Loss)	541.64	723.59
Other comprehensive income	(22.25)	88.89
Net Profit (including other comprehensive income)	519.39	812.48
Balance brought forward	2342.99	1580.51
	2862.38	2392.99
Appropriations		
Transfer to General Reserve	75.00	50.00
Net surplus in the statement of Profit & Loss	2787.38	2342.99
	2862.38	2392.99

OPERATIONS :

The Company achieved turnover of Rs.138.43 crores during the year as against Rs.127.33 Crores in the previous year. The Working of the Company has resulted in the net profit of Rs.5.42 crores as compared to profit of Rs.7.24 crores during previous year. The net profit during previous was more due to one time gain from property. The company is looking for further improvement in economy and business climate.

During the year, the Company transferred a sum of Rs.0.75 Crores to the General Reserve. There are no changes in the Share capital during the year.

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

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

As stipulated under Section 135 of the Companies Act, 2013 the Company has constituted 'Corporate Social Responsibility Committee' (CSR Committee) comprising of Shri Mahabir Prasad Sharma (DIN:00175393), Chariman, Shri Vinod C. Jalan (DIN:00087424) and Shri Sandeep Kasera (DIN: 00156800).

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

DIRECTORS:

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act.

BRIEF DETAILS OF DIRECTORS SEEKING APPOINTMENT /RE-APPOINTMENT:

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

Shri Vinod Jalan (63), a graduate, having vast experience in the field of manufacturing, production, Trading and various other areas related to operations. He has work experience of more than 30 years in this field. His involvement with the Company is beneficial to the Company and stakeholders. He was first appointed on the Board of Directors w.e.f. 31/01/2006. He is on board of Vishwakarma Jobworks Ltd., Omkareshwar Realities & Services Pvt. Ltd., Hanuman Power Transmission Equipments Pvt. Ltd., and Anurag Investments Pvt. Ltd. He attended 5 (Five) board meetings during the year 2018-19.

INDEPENDENT DIRECTORS

The Board has recommended and approved reappointment of Shri Mahabir Prasad Sharma and Smt. Archana Bajaj as Independent Directors for second term of five years subject to approval by members by way of special resolutions and brief profile of Independent Directors as stated in the Notice of ensuing AGM

There is no relationship between the Directors inter-se.

BOARD MEETINGS:

During the year, 5 (Five) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act. Details of Board and Committee meetings held during the year are given in the Corporate Governance Report.

POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:

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

FINANCIAL STATEMENTS:

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

AUDITORS:

Shri Yatin Kumar Shah (Membership No.159796) Chartered Accountant was appointed as the statutory auditor of the Company for a term of consecutive five years i.e. from the conclusion of the 37th annual general meeting till the conclusion of the 42nd Annual General Meeting by the shareholders of the Company. He has confirmed that they are not disqualified from continuing as auditor of the Company.

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

SECRETARIAL AUDITOR:

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

LOANS, GUARANTEES OR INVESTMENTS:

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

RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013, all related party transactions that were entered into during the financial year were on an arm’s length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required. Pursuant to Schedule V of the SEBI ((Listing Obligations and Disclosure Requirements) Regulation, 2015, there are no transactions with any person or promoter/ promoters group holding 10% or more shareholding.

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

Your Directors draw attention of the members to Note 34 to the notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

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

A) Conservation of energy:

All efforts are being made to conserve energy.

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

(B) Technology absorption:

- i. the efforts made towards technology absorption; :
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; :
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)
 - (a) the details of technology imported; :
 - (b) the year of import; :
 - (c) whether the technology been fully absorbed; :
 - (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and :
- iv. the expenditure incurred on Research and Development :

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable. However the Company has installed one Windmill to generate green power.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Earnings	Nil
Outgo	₹ 145.40 Lacs

AUDIT COMMITTEE:

The Audit Committee comprises of Shri Mahabir Prasad Sharma, Shri Sandeep Kasera and Smt. Archana Bajaj.

RISK MANAGEMENT:

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

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

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

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

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

DEPOSITS:

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

INTERNAL CONTROL SYSTEM:

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

SIGNIFICANT AND MATERIAL ORDERS:

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

VIGIL MECHANISM:

The Company has set up vigil mechanism viz. Whistle Blower Policy to enable the employees and Directors to report genuine concerns and irregularities, if any in the Company, noticed by them. The same is posted on the website of the Company.

EXTRACT OF THE ANNUAL RETURN:

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

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

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

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

DIRECTORS' RESPONSIBILITY STATEMENT:

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

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

APPRECIATION:

Your Directors appreciate the faith you have reposed in the Company and are confident that the Company can depend upon your continued support in its endeavour to grow.

ON BEHALF OF THE BOARD

Registered Office:

REMI HOUSE
Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai-400 063
Dated: 14th August, 2019

Sd/-

VINOD C. JALAN
CHAIRMAN
(DIN: 00087424)

MANAGEMENT DISCUSSION AND ANALYSIS:

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

The present time is challenging period due to trade barriers, trade wars between USA and China and slow down in Europe due to uncertainty in Brexit etc. and consequently fall in demand of commodities and prices.

Volatility in price of raw materials can have a direct bearing on the Company's margin as the buyers are price sensitive and may react to price fluctuations. The revenue of the electrical motor division are expected to be under stress due to de-growth in user industries and capital goods industry which is the main consumers. The revenue of the electrical fan division has affected during the year. The Laboratory Instrument Division has slightly improved and is expected to perform well during the current year and improve in future due to focus of the Central and State Governments on the health sector.

b) Internal Control Systems and their adequacy:

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

c) Financial Performance:

The Financial Performance of the Company is satisfactory during the year.

d) Human Resources/ Industrial Relations:

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

e) Cautionary Statement:

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

f) Details of significant changes in Key Financial Ratios:

Sr. No.	Particulars	2018-19	2017-18	Remarks
1)	Operating Profit Margin	5.55	0.67	The operating profit was substantially high in FY 2019 compared to previous year as in the previous year operating profit was down due to bad-debt w/off of Rs.4.52 crores as compared to 0.42 crore in FY 19 and due to implementation of GST from 01-07-2017 there was pressure on sale prices on the stock in hand.
2)	Net Profit Margin	3.71	5.94	The net profit and return on net worth were lower in FY19 compared to previous year due to one time long term gain in the previous year.
3)	Return on Net Worth	12.91	23.17	

There was no significant change in Debtors Turnover Ratio, Inventory Turnover Ratio, Interest Coverage Ratio, Current Ratio and Debt-Equity Ratio.

CORPORATE GOVERNANCE

1. COMPANY'S BASIC PHILOSOPHY:

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

2. BOARD OF DIRECTORS:

During the year, the Board of Directors met 5 (Five) times on 30/05/2018, 14/08/2018, 14/11/2018, 29/12/2018 and 14/02/2019.

3. COMPOSITION AND CATEGORY OF DIRECTORS:

Name of Director	Category	Attendance Particulars		Other Boards		
		Annual General Meeting	Board Meetings	Directorship	Committee Chairmanship	Committee Membership
Shri Sandeep Kasera	Executive	Yes	5	2	---	2
Shri Vinod C. Jalan	Non-Executive	Yes	5	4	0	1
Shri Mahabir Prasad Sharma	Independent Non-Executive	Yes	4	2	2	2
Smt. Archana Bajaj	Independent Non-Executive	No	5	1	---	1

4. CATEGORY AND OTHER DIRECTORSHIP IN OTHER LISTED ENTITIES

Name of Director	Name of the Company	Category of Directorship
Shri Mahabir Prasad Sharma	Bajrang Finance Ltd.	Whole-Time Director
Smt. Archana Bajaj	Remi Elektrotechnik Limited	Independent Director
Shri Vinod C. Jalan and Shri Sandeep Kasera are not director in any other listed Company except Remi Sales And Engineering Ltd.		

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

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

6. **AUDIT COMMITTEE:**

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

The functions of the audit committee include:

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

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

Committee Members	Designation	No. of Meetings	
		Held	Attended
Shri Mahabir Prasad Sharma	Chairman	4	3
Shri Sandeep Kasera	Member	4	4
Smt. Archana Bajaj	Member	4	4

The Company Secretary of the Company, Shri Prakash Darak acts as a secretary of the Committee.

7. **NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee Comprise of Shri Vinod C. Jalan (Chairman), Shri M.P. Sharma and Smt. Archana Bajaj, three non-executive directors and provides assistance to the Board of Directors in fulfilling its responsibilities.

Committee Members	Designation	No. of Meetings	
		Held	Attended
Shri Vinod C. Jalan	Chairman	1	1
Shri Mahabir Prasad Sharma	Member	1	1
Smt. Archana Bajaj	Member	1	1

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

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

The remuneration policy is as below:

The Executive Directors and other whole time directors are paid remuneration by way of salary, commission, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from

time to time. Non-Executive Independent Directors are entitled for sitting fees for attending meetings of the Board of Directors.

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

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

8. REMUNERATION TO DIRECTORS:

(₹ in Lacs)				
NAME	DESIGNATION	SALARY	COMMISSION	SITTING FEES
Shri Sandeep Kasera	Executive	54.39	-	-
Shri Vinod C. Jalan	Non-Executive	-	-	0.07
Shri Mahabir Prasad Sharma	Independent Non-Executive	-	-	0.05
Smt. Archana Bajaj	Independent Non-Executive	-	-	0.07

9. STAKEHOLDERS RELATIONSHIP COMMITTEE:-

The Members of the Committee comprise of Shri Mahabir Prasad Sharma, Shri Vinod C. Jalan and Shri Sandeep Kasera. Shri Mahabir Prasad Sharma is the Chairman of the Committee. Shri Prakash Darak, Company Secretary, is Compliance Officer of the Company. The terms of reference of the Committee are as contained under Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

10. GENERAL BODY MEETINGS:

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

DATE	VENUE	TIME	NO. OF SPECIAL RESOLUTIONS
30/09/2016	Plot No.11, Cama Industrial Estate, Goregaon (E), Mumbai – 400 063	3.00 P.M.	--
28/09/2017	- do -	1.30 P.M.	--
29/09/2018	- do -	3.00 P.M.	One

11. POSTAL BALLOT:

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

12. DISCLOSURES:

Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large.	:	Transactions with related parties are disclosed in Note No.34 to the accounts. These transactions are not in conflict with the interests of the Company
Details of non-compliances by the Company, penalties, strictures imposed on the Company by the Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.	:	Nil
Details of compliance with mandatory requirements and adoption of non-mandatory requirements of this clause.	:	The Company has complied with all mandatory requirements of Corporate Governance and other requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as applicable from time to time.

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

Particulars		Amount (in Rs.)
Audit fees	:	536745.00
Certification fees	:	103380.00

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

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

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

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

13. INDEPENDENT DIRECTOR'S FAMILIARISATION PROGRAMME:

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

14. SHAREHOLDING OF NON-EXECUTIVE DIRECTORS:

Name of Directors	Shareholding (Nos.)
Shri Vinod C. Jalan	--
Shri Mahabir Prasad Sharma	100
Smt. Archana Bajaj	--

15. BRIEF DETAILS OF DIRECTORS/ KEY MANAGERIAL PERSONNEL(KMP) SEEKING APPOINTMENT / RE APPOINTMENT:

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

Shri Vinod Jalan (63), a graduate, having vast experience in the field of manufacturing, production, Trading and various other areas related to operations. He has work experience of more than 30 years in this field. His involvement with the Company is beneficial to the Company and stakeholders. He was first appointed on the Board of Directors w.e.f. 31/01/2006. He is on board of Vishwakarma Jobworks Ltd., Omkareshwar Realities & Services Pvt. Ltd., Hanuman Power Transmission Equipments Pvt. Ltd., and Anurag Investments Pvt. Ltd. He attended 5 (Five) board meetings during the year 2018-19.

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

INDEPENDENT DIRECTORS

The Board has recommended and approved reappointment of Shri Mahabir Prasad Sharma and Smt. Archana Bajaj as Independent Directors for second term of five years subject to approval by members by way of special resolutions and brief profile of Independent Directors is stated in the Notice of ensuing AGM.

There is no relationship between the Directors inter-se.

KEY MANAGERIAL PERSONNEL(KMP)

During the year Shri Prakash Darak was appointed as company secretary of the Company with effect from 1st January, 2019.

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

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

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

17. MEANS OF COMMUNICATION:

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

17. GENERAL SHAREHOLDER INFORMATION:

The 39th Annual General Meeting of the Company will be held on **Monday, the 30th September, 2019**, at Company's Registered Office, REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 at 3.00 P.M.

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

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

➤ Listing on Stock Exchange:

Name of the Stock Exchange	Stock Code
Bombay Stock Exchange Limited	504360

➤ Market Price Data:

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

➤ Registrar and Transfer Agents:

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

➤ Share Transfer system:

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

➤ Distribution of Shares:

Distribution of Shareholding as on 31st March, 2019.

SHAREHOLDING OF NOMINAL (SHARES)	NO. OF SHAREHOLDERS	% OF TOTAL	SHARE	% OF TOTAL
1 – 500	114	89.76	6800	1.19
501 – 5000	1	0.79	4150	0.73
5001 & Above	12	9.45	559250	98.08
TOTAL :	127	100	570200	100.00

Categories of Shareholders as on 31st March, 2019

CATEGORY	NO OF HOLDERS	NO OF SHARES	% OF TOTAL SHARE HOLDING
Individuals	116	115099	20.19
Companies	11	455101	79.81
FII's, NRI's & OCB's	--	--	--
Mutual Funds, Banks & FIs	--	--	--
TOTAL :	127	570200	100.00

➤ **Dematerialization of Shareholding:**

As on 31st March, 2019, 564144 equity shares constituting 98.94% have been dematerialized.

➤ **Plant Location:**

Wind Mill is located at Village Brahmanwel, Taluka Sakri, District Dhule, Maharashtra.

➤ **Address for Correspondence:**

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

ON BEHALF OF THE BOARD

Place: Mumbai
Dated: 14th August, 2019

VINOD C. JALAN
CHAIRMAN
(DIN: 00087424)

CERTIFICATE OF CORPORATE GOVERNANCE

The Members,
REMI SALES AND ENGINEERING LIMITED

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

The compliance of conditions of Corporate Governance is the responsibility of the management. My 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 my opinion and to the best of our information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned SEBI Regulation.

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

I 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 YATIN KUMAR SHAH,
CHARTERED ACCOUNTANT,**

Sd/-

**(YATIN KUMAR SHAH)
PROPRIETOR**

MEMBERSHIP NUMBER: 159796

PLACE : MUMBAI
DATED : 14TH AUGUST, 2019

DECLARATION REGARDING CODE OF CONDUCT

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

FOR REMI SALES AND ENGINEERING LIMITED

Sd/-

**(SANDEEP KASERA)
WHOLE-TIME DIRECTOR**

DIN: 00156800

PLACE : MUMBAI
DATED : 14TH AUGUST, 2019

REMI SALES AND ENGINEERING LIMITED

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

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

1.	A brief outline of the Company's CSR policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs.	The Company has adopted the CSR Policy in line with the Schedule VII of the Section 135 of the Companies Act, 2013. The Company has undertaken Education, Environment, health and Medical programs. The CSR policy is available on the website of the Company : http://www.remigroup.com/
2.	The Composition of the CSR Committee	Shri Mahabir Prasad Sharma Shri Vinod C. Jalan Shri Sandeep Kasera
3.	Average net profit of the company for last three financial years	Rs.2,73,95,972/-
4.	Prescribed CSR Expenditure (two per cent of the amount as in item 3 above)	Rs.5,48,000/-
5.	Details of CSR spent during the financial year 2018-19 : (a) total amount to be spent for the financial year; (b) amount unspent, if any; (c) Manner in which the amount spent during the financial year ;	Rs.5,48,000/- Nil The Company has contributed Rs.5,48,000/- towards corpus to Smt. Mohridevi Kishandutt Saraf Trust, a Charitable Trust, and the said Trust has track record of more than three years in the field of Education, Environment, health and Medical programs which are the permitted activities under Schedule VII of the Section 135 of the Companies Act, 2013.
6.	In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the company shall provide the reasons for not spending the amount in its Board report.	N.A.
7.	The CSR Committee confirms that the implementation and monitoring of the CSR activities of the Company are in compliance with the CSR objectives and CSR Policy of the Company.	
Sd/- Sandeep Kasera Whole-Time Director DIN : 00156800		Sd/- Mahabir Prasad Sharma Chairman CSR Committee DIN : 00175393

Form No. MR-3
Secretarial Audit Report

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

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

To,
The Members
REMI SALES AND ENGINEERING LIMITED
CIN: L31100MH1980PLC022314
Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai -4000063

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

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

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

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

Contd.... 2

(2)

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

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

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

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

I further report that:

- i. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There are no changes in the composition of the Board of Directors during the period under review.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.
- iv. The Company appointed Shri Prakash Darak, Company Secretary as Compliance Officer with effect from 1st January, 2019.

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

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

V M MEHRA & ASSOCIATES

Sd/-

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

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

CERTIFICATE

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

In pursuance sub clause (i) of clause 10 of Part C of Schedule V of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015: (LODR) in respect of **Remi Sales And Engineering Limited** (L31100MH1980PLC022314), I hereby certify that:

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

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

Sd/-

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

**Date : 09.08.2019
Place : Mumbai**

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF REMI SALES AND ENGINEERING LIMITED

Report on the standalone Financial Statements

Opinion

I have audited the financial statements of **REMI SALES AND ENGINEERING LIMITED** (“**the Company**”), which comprise the balance sheet as at March 31, 2019, and the statement of profit and loss (including other comprehensive income), statement of changes in equity and statement of cash flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information (Collectively referred to as 'standalone financial statements'). These consolidated financial statements have been prepared after considering financial statement of Head office at Mumbai and Branches situated at Ahmedabad, Bangaluru, Kolkata, New Delhi, Hyderabad, Vijayawada, Chennai, Nagpur, Kochi, Kanpur, Indore, Margao (Goa) and Jaipur. The report on the accounts of the branch office stated above have been audited by branch auditors which were forwarded to me and have been dealt with in preparing my report in the manner considered necessary by me.

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

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

Basis for Opinion

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

Key Audit Matters

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

I have determined that there are no key audit matters to communicate in my report.

Other Information

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

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

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

Responsibility of Management for the Standalone Financial Statements

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

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

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

Auditor's Responsibilities for the Audit of the Financial Statements

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

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

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

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, I give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, I report that:
 - a. I have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b. In my opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - c. The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement With the books of accounts;
 - d. In my opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act read with Companies (Indian Accounting Standard),Rules 2016.
 - e. On the basis of the written representations received from the directors as on 31 March 2019, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2019, from being appointed as a director in terms of section 164(2) of the Act ;
 - f. With respect to the adequacy of the internal financial controls over financial Reporting of the Company and the operating effectiveness of such controls, Refer to my separate Report in "Annexure B".
 - g. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in my opinion and to the best of my information and according to the explanations given to me :
 - i. The Company does not have any pending litigations which would impact its financial position.
 - ii. The Company did not have any long term contract including derivative contract ; as such the question of commenting on any material foreseeable losses thereon does not arise;

- iii. There has not been any occasion in case of the Company during the year under report to transfer any sums to the investor education and protection fund. The question of delay in transferring such sums does not arise.

**For YATIN KUMAR SHAH,
CHARTERED ACCOUNTANT**

Place: Mumbai

Date: 30TH MAY ,2019

Sd/-

**(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership. No. 159796**

ANNEXURE 'A' TO THE AUDITORS' REPORT

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of its fixed assets.
- (b) According to the information and explanations given to me, all the assets have not been physically verified by the management during the year but there is a regular programme of verification which, in my opinion, is reasonable having regard to the size of the Company and the nature of its assets. To the best of my knowledge, no material discrepancies were noticed on such verification.
- (c) The title deeds of immovable properties are held in the name of Company.
- (ii) According to the information and explanations given to me, physical verification of inventory has been conducted at reasonable intervals by the management. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to me, the Company has not granted any secured or unsecured loans to Companies/Firm/Limited Liability Partnerships/Other Persons covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) According to the information and explanations given to me, the Company has complied with the provisions of sections 185 and 186 of the Companies Act, 2013 in respect of loans, investments, guarantees and security.
- (v) In my opinion and according to the information and explanations given to me, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of the Companies Act, 2013 and rules framed there under are not attracted.
- (vi) I have broadly reviewed the books of account relating to materials, labour and other items of cost maintained by the company as specified by the Central Government under sub-section (1) of Section 148 of the Companies Act, 2013 and I am of the opinion that prima facie the prescribed accounts and records have been made and maintained. I have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.

Contd.....2.

- (vii) (a) According to the information and explanations provided to me, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Employees' State Insurance, Income tax, Duty of Customs, Duty of excise, Service Tax, Value Added Tax, GST Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2019 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to me, the particulars of dues of Income tax, Sales Tax, Service tax, Duty of Customs, Duty of Excise, Value Added Tax and GST Cess as at 31st March, 2019, which have not been deposited on account of a dispute, are as follows: -

Sr. No.	Name of the Statute	Assessment Year	Nature of dues & Period	Amount –in Rupees	Form where dispute is pending
1	The Kerala Value Added Tax, 2005	2010-11	VAT	87,017	The Dy. Commissioner (Appeals)
2	Income tax Act 1961	2011-12	Income Tax & Interest	1.03,523	The Commissioner of Income tax (Appeal)
3	Income tax Act 1961	2014-15	Income Tax & Interest	26,60,811	The Income Tax Appellate Tribunal.
4	Income tax Act 1961	2016-17	Income Tax & Interest	88,67,260	The Commissioner of Income tax (Appeal)

- (viii) In my opinion and according to the information and explanations given to me, the Company has not defaulted in repayment of dues to a financial institutions, banks, Government or debenture holders.
- (ix) The Company has not raised any money by way of initial public offer or further public offer, including debt instruments and term loans in the year under review.

Contd.....3.

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

**For YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS**

Sd/-

**(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership Number 159796**

PLACE : MUMBAI
DATED : 30th May,2019.

ANNEXURE - “B” TO THE AUDITORS’ REPORT

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

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

Management’s Responsibility for Internal Financial Controls

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

Auditors’ Responsibility

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

Contd.....2

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

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

Meaning of Internal Financial Controls over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

: 3 :

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

Opinion

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

**For YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS**

Sd/-

**(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership Number 159796**

PLACE : MUMBAI
DATED : 30th May,2019.

REMI SALES AND ENGINEERING LIMITED
BALANCE SHEET AS AT 31st MARCH 2019

Particulars	Notes	AS AT	AS AT
		31-03-2019	31-03-2018
(Amount in Rs.₹)			
I. ASSETS:			
(1) Non-Current Assets			
Property, Plant and Equipment	2	26,042,100	28,455,057
Other Intangible Assets		119,251	138,401
Investment in Property	3	86,412,687	87,802,900
Financial Assets			
Investments	4	113,888,528	86,077,294
Others	5	11,546,525	9,485,754
		238,009,091	211,959,406
(2) Current Assets			
Inventories	6	78,901,355	79,931,042
Financial Assets			
Investments	7	70,540,674	48,328,498
Trade Receivable	8	318,616,138	327,036,529
Cash and cash equivalents	9	806,046	667,030
Bank Balances other than above	10	18,730,851	7,521,042
Loans	11	10,000,000	3,386,478
Others	12	8,488,450	8,280,476
Current Tax Assets (Net)		481,122	-
		506,564,636	475,151,095
Total Assets		744,573,727	687,110,501
II. EQUITY AND LIABILITIES :			
(1) Equity :			
Equity Share Capital	13	5,702,000	5,702,000
Other Equity	14	396,958,149	345,019,145
		402,660,149	350,721,145
(2) Liabilities :			
Non-current liabilities			
Other non current liabilities	15	20,204,816	15,603,712
Deferred tax liabilities (Net)		5,433,417	5,646,365
		25,638,233	21,250,077
Current liabilities			
Financial liabilities			
Borrowings	16	22,053,075	8,509,008
Trade Payables	17	246,160,730	264,988,901
Other financial liabilities	18	48,061,540	40,015,726
Provisions	19	-	1,625,644
		316,275,345	315,139,279
Total Equity and Liabilities		744,573,727	687,110,501

SIGNIFICANT ACCOUNTING POLICIES

Notes are integral part of these financial statements.

1

AS PER OUR REPORT OF EVEN DATE

**FOR YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF BOARD

**Sd/-
(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership No.159796**

**Sd/-
(Sandeep Kasera)
Whole Time Director
DIN : 00156800**

**Sd/-
(Vinod Jalan)
Director
DIN : 00087424**

PLACE : MUMBAI
DATED : 30th MAY, 2019

**Sd/-
(Paras Bafna)
Chief Financial Officer**

**Sd/-
(Prakash Darak)
Company Secretary**

REMI SALES AND ENGINEERING LIMITED

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

Particulars	Notes	Year Ended 31-03-2019	Year Ended 31-03-2018
		(Amount in Rs.₹)	
I. Revenue from Operations	20	1,384,288,080	1,273,364,127
II Other Income	21	16,501,064	95,077,184
III Total Revenue (I +II)		1,400,789,144	1,368,441,311
IV <u>Expenses:</u>			
Purchases	22	1,087,030,153	970,511,971
Changes in inventories	23	1,029,687	43,865,305
Employee Benefit Expenses	24	125,514,473	114,345,603
Other Expenses	25	107,974,104	140,775,774
Depreciation and amortization of expenses		4,606,297	3,234,156
Finance Costs	26	1,215,326	1,699,751
Total Expenses		1,327,370,040	1,274,432,560
V Profit before Tax (III - IV)		73,419,104	94,008,751
VI <u>Tax Expense:</u>			
(a) Provision for Current Taxation		19,796,000	22,002,815
(b) Provision for Deferred Tax (Credit)		(540,968)	(353,176)
VII Profit/ (Loss) for the Period (V-VI)		54,164,072	72,359,112
VIII Other Comprehensive Income			
Items that will be reclassified to Profit & Loss (Net of Tax)		(2,225,068)	8,888,859
IX Income for the Period		51,939,004	81,247,971
X Earning per Equity Share [Nominal Value of Share Rs. 10]			
(1) Basic		94.99	126.90
(2) Diluted		94.99	126.90

SIGNIFICANT ACCOUNTING POLICIES

1

Notes are integral part of these financial statements.

AS PER OUR REPORT OF EVEN DATE
FOR YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS

FOR AND ON BEHALF OF BOARD

Sd/-
(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership No. 159796

Sd/-
(Sandeep Kasera)
Whole Time Director
DIN : 00156800

Sd/-
(Vinod Jalan)
Director
DIN : 00087424

PLACE : MUMBAI
DATED : 30th MAY, 2019

Sd/-
(Paras Bafna)
Chief Financial Officer

Sd/-
(Prakash Darak)
Company Secretary

REMI SALES AND ENGINEERING LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2019.

	2018-19	2017-18
	(In Rupees)	(In Rupees)
A CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax and extraordinary items	73,419,104	94,008,751
Adjustment for :		
Depreciation	4,606,297	3,234,156
Finance Cost	1,215,326	1,699,751
Long term Capital Gain	(552,918)	(87,802,900)
Short term Capital Gain	(2,573,684)	(2,026,503)
Dividend Income	(2,385,514)	(811,312)
Other Interest Income	(2,645,102)	(1,883,106)
Other Income	(8,343,846)	(2,553,363)
	62,739,663	3,865,474
Operating profit before working capital changes		
Adjustment for :		
Trade and other receivables	(63,860,317)	(6,504,754)
Inventories	1,029,687	43,865,305
Trade payable and provision	5,524,222	(24,535,303)
Cash Generated from Operations	5,433,255	16,690,722
Direct tax paid	(19,796,000)	(22,002,815)
Net Cash from Operating Activities (A)	(14,362,745)	(5,312,093)
B CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of fixed assets	(783,977)	(996,354)
Sale of Investments short term	2,573,684	2,026,503
Sale of Investments long term	552,918	-
Dividend Income	2,385,514	811,312
Interest from others	2,645,102	1,883,106
Other Income	8,343,846	2,553,363
Net cash used in Investing Activities (B)	15,717,087	6,277,930
C CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from issue of share capital	-	-
Repayment of long term loans	-	-
Interest paid	(1,215,326)	(1,699,751)
Proceeds from short term loans	-	-
Net cash used in Financing Activities (C)	(1,215,326)	(1,699,751)
Net increase in Cash and Cash Equivalents (A+B+C)	139,016	(733,914)
Cash & Cash Equivalents as at (Closing Balance)	806,046	667,030
Cash & Cash Equivalents as at (Opening Balance)	667,030	1,400,944
Net Increase/Decrease in Cash and Cash Equivalents	139,016	(733,914)

NOTES :

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

**AS PER OUR REPORT OF EVEN DATE
FOR YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF BOARD

Sd/-
(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership No.159796

Sd/-
(Sandeep Kasera)
Whole Time Director
DIN : 00156800

Sd/-
(Vinod Jalan)
Director
DIN : 00087424

PLACE : MUMBAI
DATE : 30th May,2019

Sd/-
(Paras Bafna)
Chief Financial Officer

Sd/-
(Prakash Darak)
Company Secretary

REMI SALES AND ENGINEERING LIMITED
Notes on Financial Statements for the year ended 31st March, 2019.

Corporate Information

REMI Sales & Engineering Limited is Public Company domiciled in India and incorporated under the provisions of the Companies Act, 1956 having Corporate Identity Number L3100MH1980PLC022314. Its shares are listed on Bombay Stock Exchange in India. The Company is engaged in Trading business of Electrical Motors, Laboratory Equipments, Fans, Electrical Goods, Steel Goods and Wind Power Producer. The principal place of business of the company is at Remi House, 11, Cama Industrial Estate, Goregaon East, Mumbai, Maharashtra.

1. Significant Accounting Policies:-

Basis of Preparation of Financial Statements:-

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

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

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

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

1.1 Authorization of Financial Statements:-

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

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

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

1.2 Property, Plant and Equipment

- 1.2.1 Property, Plant and Equipment are stated at cost net of accumulated depreciation and accumulated impairment losses, if any.
- 1.2.2 The initial costs of an asset comprises its purchase price or construction costs (including import duties and non-refundable taxes), any costs directly attributable to bringing the asset into the location and condition necessary for it to be capable of operating in the manner intended by management, the initial estimate of any decommissioning obligation, if any, and borrowing cost for qualifying assets (i.e. assets that necessarily take a substantial period of time to get ready for their intended use).
- 1.2.3 Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.
- 1.2.4 Expenditure on assets not exceeding threshold limit are charged to revenue.
- 1.2.5 Spare parts which meet the definition of Property, Plant and Equipment are capitalized as Property, Plant and Equipment in case the unit value of the spare part is above the threshold limit. In other cases, the spare part is inventorised on procurement and charged to Statement of Profit and Loss on consumption.
- 1.2.6 An item of Property, Plant and Equipment and any significant part initially recognized separately as part of Property, Plant and Equipment is de-recognized upon disposal; or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset is included in the Statement of Profit and Loss when the asset is de-recognized.

- 1.2.7 The residual values and useful lives of Property, Plant and Equipment are reviewed at each financial year end and changes, if any are accounted in line with revisions to accounting estimates.
- 1.2.8 The Company has elected to use exemption available under Ind AS 101 to continue the carrying value for all its Property, Plant and Equipment as recognised in the financial statements as at the date of transition to Ind ASs, measured as per previous GAAP and use that as its deemed cost as at the date of transition (1st April, 2016).

1.3. Depreciation

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

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

1.4 Intangible Assets

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

1.5 Investment Property

- 1.5.1 Investment property is property (land or a building – or part of building – or both) held either to earn rental income or a capital appreciation or for both, but not for sale in the ordinary course of business, use in production or supply of goods or services or for administrative purposes.
- 1.5.2 Any gain or loss on disposal of investment property calculated as the difference between the net proceeds and the carrying amount of the Investment Property is recognised in Statement of Profit and Loss.

1.6 Borrowing Costs

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

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

1.7 Impairment of Non-financial Assets

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

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

1.8 Inventories

1.8.1 The stock in trade have been valued "At cost" or net realizable value whichever is less arrived at on FIFO basis.

1.8.2 Obsolete, slow moving, surplus and defective stocks are identified at the time of physical verification of stocks and where necessary, provision is made for such stocks.

1.9 Revenue Recognition

1.9.1 Sale of Goods

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

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

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

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

1.9.2 Claims are recognized on settlement. Export incentives are accounted on accrual basis.

1.9.3 Interest income is recognized using Effective Interest Rate (EIR) method.

1.10 Classification of Income/ Expenses

1.10.1 Income/ expenditure (net) in aggregate pertaining to prior year(s) above the threshold limit are corrected retrospectively in the first set of financial statements approved for issue after their discovery by restating the comparative amounts and / or restating the opening Balance Sheet for the earliest prior period presented.

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

1.11 Employee benefits

1.11.1 Short term employment benefits

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

1.11.2 Defined Contribution Plans

⇒ Employee's Family Pension:

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

⇒ Provident Fund:

The Company has Defined Contribution Plan for Post-employment benefits in the form of Provident Fund for all eligible employees; which is administered by the Regional

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

1.11.3 **Defined Benefit Plans**

⇒ **Gratuity:**

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

⇒ **Compensated Absences :**

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

1.11.4 **Termination Benefits:**

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

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

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

1.11.7 Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are

recognised in the period in which they occur directly in Other Comprehensive Income. They are included in retained earnings in the Statement of changes in equity and in the Balance Sheet.

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

1.12 Foreign Currency Transactions

1.12.1 Monetary Items

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

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

Exchange differences arising on settlement or translation of monetary items (except for long term foreign currency monetary items outstanding as of 31st March 2016) are recognised in Statement of Profit and Loss either as profit or loss on foreign currency transaction and translation or as borrowing costs to the extent regarded as an adjustment to borrowing costs.

1.12.2 Non - Monetary items:

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

1.13 Provisions, Contingent Liabilities and Capital Commitments

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

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

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

- 1.13.4 Contingent liabilities are possible obligations whose existence will only be confirmed by future events not wholly within the control of the Company, or present obligations where it is not probable that an outflow of resources will be required or the amount of the obligation cannot be measured with sufficient reliability.
- 1.13.5 Contingent liabilities are not recognized in the financial statements but are disclosed unless the possibility of an outflow of economic resources is considered remote.
- 1.13.6 Contingent liabilities and Capital Commitments disclosed are in respect of items which in each case are above the threshold limit.

1.14 Fair Value measurement

- 1.14.1 The Company measures certain financial instruments at fair value at each reporting date.
- 1.14.2 Certain accounting policies and disclosures require the measurement of fair values, for both financial and non- financial assets and liabilities.
- 1.14.3 Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date in the principal or, in its absence, the most advantageous market to which the Company has access at that date. The fair value of a liability also reflects its non-performance risk.
- 1.14.4 The best estimate of the fair value of a financial instrument on initial recognition is normally the transaction price – i.e. the fair value of the consideration given or received. If the Company determines that the fair value on initial recognition differs from the transaction price and the fair value is evidenced neither by a quoted price in an active market for an identical asset or liability nor based on a valuation technique that uses only data from observable markets, then the financial instrument is initially measured at fair value, adjusted to defer the difference between the fair value on initial recognition and the transaction price. Subsequently that difference is recognised in Statement of Profit and Loss on an appropriate basis over the life of the instrument but no later than when the valuation is wholly supported by observable market data or the transaction is closed out.

1.15 Financial Assets

1.15.1 Initial recognition and measurement

Trade Receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument. All financial assets other than those

measured subsequently at fair value through profit and loss, are recognised initially at fair value plus transaction costs that are attributable to the acquisition of the financial asset.

1.15.2 **Subsequent measurement**

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

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

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

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

1.15.3 **Impairment of financial assets**

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

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

1.16 **Offsetting of financial instruments**

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

1.17 Taxes on Income

1.17.1 Current Tax

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

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

1.17.2 Deferred tax

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

Deferred tax liabilities are recognised for all taxable temporary differences.

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

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

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

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

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

1.18 Earnings per share

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

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

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

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

1.20 Cash and Cash equivalents

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

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

1.21 Cash Flows

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

NOTE - 2

REMI SALES AND ENGINEERING LIMITED

FIXED ASSETS :

Description of Assets	Years	Gross Block				Depreciation Block				Net Block	
		As at	Additions	Deduction	As at	Up to	Provided	Deduction	Up to	As at	As at
		1.04.18	During yr.	During yr.	31.03.19	31.03.18	During Yr.	During yr.	31.03.19	31.03.19	31.03.18
		Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	Rs.	
A TANGIBLE ASSETS											
Buildings	30	6,373,439	-	-	6,373,439	524,303	201,826	-	726,129	5,647,310	5,849,136
Wind Mill	22	35,535,453	-	-	35,535,453	20,792,341	1,329,881	-	22,122,222	13,413,231	14,743,112
Plant & Machinery	15	12,405	-	-	12,405	11,236	370	-	11,606	799	1,169
Dies & Moulds	10	4,458,095	-	-	4,458,095	2,001,447	350,375	-	2,351,822	2,106,273	2,456,648
Air Conditioners	10	655,395	22,007	-	677,402	390,514	45,930	-	436,444	240,958	264,881
Testing Equipments	10	8,147	-	-	8,147	5,665	607	-	6,272	1,875	2,482
Generator	10	116,950	-	-	116,950	110,028	1,077	-	111,105	5,845	6,922
Furniture & Fixture	10	5,053,416	165,364	-	5,218,780	3,300,548	283,827	-	3,584,375	1,634,405	1,752,868
Electrical Installations	10	343,510	39,625	-	383,135	251,524	12,024	-	263,548	119,587	91,986
Two Wheelers	10	75,818	-	-	75,818	72,085	-	-	72,085	3,733	3,733
Motor Car	8	3,457,940	-	-	3,457,940	1,511,889	374,488	-	1,886,377	1,571,563	1,946,051
Office Equipments	5	1,971,964	103,091	-	2,075,055	1,547,490	136,081	-	1,683,571	391,484	424,474
Computers	3	5,908,453	426,150	141,635	6,192,968	4,996,858	430,448	139,375	5,287,931	905,037	911,595
Sub Total (A)		63,970,985	756,237	141,635	64,585,587	35,515,928	3,166,934	139,375	38,543,487	26,042,100	28,455,057
B INTANGIBLE ASSETS											
Computer Software	6	467,263	30,000	-	497,263	328,862	49,150	-	378,012	119,251	138,401
Sub Total (B)		467,263	30,000	-	497,263	328,862	49,150	-	378,012	119,251	138,401
Grand Total (A+B)		64,438,248	786,237	141,635	65,082,850	35,844,790	3,216,084	139,375	38,921,499	26,161,351	28,593,458
PREVIOUS YEAR		63,441,894	996,354	-	64,438,248	32,610,634	3,234,156	-	35,844,790	28,593,458	30,831,260

REMI SALES AND ENGINEERING LIMITED

Particulars	AS AT	AS AT
	31-03-2019	31-03-2018
	(Amount in Rs.₹)	
NOTE - 3		
<u>Investment in Property</u>		
Cost	87,802,900	87,802,900
Less : Depreciation	1,390,213	-
	86,412,687	87,802,900
NOTE - 4		
Non Current Investments :		
(a) <u>Trade & Quoted (At market value):</u>		
<u>Investment in Equity Shares-Associate Companies :</u>		
<u>[Fully paid up]</u>		
172550 (172550) Equity Shares of Rs. 10/- each of Remi Securities Limited	2,277,660	2,277,660
1080000 (1080000) Equity Shares of Rs. 10/- each of K K Fincorp Limited	12,873,600	13,003,200
220200 (220200) Equity Shares of Rs. 10/- each of Bajrang Finance Limited	2,635,794	2,635,794
21400 (21400) Equity Shares of Rs. 10/- each of Remi Edelstahl Tubulars Limited	652,700	705,130
36680 (36680) Equity Shares of Rs. 10/- each of Remi Elektrotechnik Limited	402,380	402,380
(b) <u>Trade & Unquoted :</u>		
<u>Investment in Equity Shares-Associate Companies :</u>		
<u>[Fully paid up, Valued at Cost]</u>		
600 (600) Equity Shares of Rs. 10/- each of Remi International Limited	3,000	3,000
14000 (14000) Equity Shares of Rs. 10/- each of Rajendra Finance Private Limited	147,000	147,000
14000 (14000) Equity Shares of Rs. 10/- each of Remi Finance & Investment Private Limited	147,000	147,000
8485 (8485) Equity shares of Rs. 10.- each of Vishwakarma Job Works Limited	15,736,494	15,736,494
(c) <u>Investment in Mutual Funds (At market value):</u>		
493349.647 (493349.647) Units of Birla Sun Life Medium Term Plan-Growth-Regular Plan.	11,242,994	10,842,691
Nil (449161.64) units @ 22.2637 per unit of Reliance Regular Saving Fund-Debts Plan - Growth Plan - Growth Option-	-	10,873,170
5000 (5000) Units of DHFL Pramerica Mutul fund, Fixed duration Fund Series - AB-Regular Growth.	5,770,783	5,459,322
391692.975 (391692.975) Units of HDFC Corporate Debt Opportunity Fund - Regular Plan Growth.	5,975,316	5,644,609
296112.049 (296112.049) Units of Kotak Income Opportunities Fund - Growth Regular Plan.	6,023,807	5,663,232
NIL (228599) Units of Franklin India Ultra Short Fund Super- Institutional Plan -Direct-Growth.	-	5,518,585
NIL (228599) Units of Franklin India Ultra Short Fund Super- Istitutional Plan -Direct-Growth.	-	7,018,027
50000 (NIL) 7.18% IRFC Tax free Bonds of Rs. 1000 each fully paid up.	50,000,000	-
Total	113,888,528	86,077,294
Aggregate Cost of Quoted Investments	2,266,318	2,266,318
Aggregate Cost of Unquoted Investments	16,033,494	16,033,494
Aggregate Cost of Mutual fund Quoted Investments	77,936,991	47,505,300

REMI SALES AND ENGINEERING LIMITED

Particulars	AS AT	AS AT
	31-03-2019	31-03-2018
	(Amount in Rs.₹)	
NOTE - 5		
Other- Non Current Assets		
(Unsecured and considered good)		
Security Deposits	9,915,603	8,969,298
Earnest Money Deposit	565,860	264,160
Fixed Deposits with maturity of more than 12 months (Pledged with bank as Margin against B/G & L/C)	1,065,062	252,296
Total	11,546,525	9,485,754
NOTE - 6		
Inventories :		
(As per Inventory taken, valued and certified by management)		
Stock in Trade	78,901,355	79,931,042
Total	78,901,355	79,931,042
NOTE - 7		
Curent investments (At market value):		
a) Nil (768419.26) Units of Franklin India Ultr Short Bond Fund- Super institutional Plan- Growth	-	18,550,331
b) 1900959.985 (1900959.985) Units@10.5210 of HDFC Arbitrage Fund- Wholesale Plan Monthly Dividend Direct Plan	19,889,744	20,005,703
c) 2860684.657 (NIL)Units of HDFC Arbitrage Fund- Wholesale Plan Monthly Dividend Direct Plan.	29,931,344	-
d) 676585.409 (676585.409) Units @ 14.7801 of ICICI Prudential Equity Arbitrage Fund- Fund Direct Plan Dividend.	9,804,670	9,772,464
e) 39487.223 (NIL) Units of ICICI Prudential Liquid Fund- Direct Plan- Growth	10,914,916	-
Total	70,540,674	48,328,498
NOTE - 8		
Trade receivables :		
Outstanding for more than 6 months (Unsecured & Considered good)	42,284,060	41,250,970
Trade receivable which have signifiican increase in credit risk	1,754,764	1,692,762
Less : Provision for Doubtful debts	1,754,764	1,692,762
	42,284,060	41,250,970
Trade Receivable Considered good- Secured	-	-
Trade Receivable Considered good- Unsecured	276,332,078	285,785,559
Total	318,616,138	327,036,529
NOTE - 9		
Cash and cash equivalentents :		
Cash on Hand	806,046	667,030
Total	806,046	667,030
NOTE - 10		
Bank balances other than cash :		
(a) Fixed Deposits with maturity of more than 3 month and - -less than 12 months(Pledged with SBI as Margin on B/G & L/C)	11,924,263	693,533
(b) -On current accounts	6,806,588	6,827,509
Total	18,730,851	7,521,042

REMI SALES AND ENGINEERING LIMITED

Particulars	AS AT	AS AT	
	31-03-2019	31-03-2018	
	(Amount in Rs.₹)		
NOTE - 11			
Loans :			
Loans Receivables considered good - Secured	-	-	
Loans Receivables considered good - Unsecured	10,000,000	3,386,478	
Loans Receivables which have significant increase in Credit Risk	-	-	
Loans Receivables - credit impaired	-	-	
Total	10,000,000	3,386,478	
NOTE - 12			
Other Financial Assets :			
Advances recoverable in cash or in kind for value to be received	2,259,361	2,443,688	
Interest accrued but not due on fixed deposits	245,368	98,795	
Advance to Staff	491,077	483,082	
Advances Given	2,298,283	215,781	
Balance with Sales tax authorities	897,796	847,493	
GST Refundable	771,493	2,255,531	
Prepaid Expenses	586,012	588,884	
Prepaid Rent (IndAS)	268,464	381,381	
Gratuity Provisions (IndAs)	670,596	965,841	
Total	8,488,450	8,280,476	
NOTE - 13			
Equity Share Capital :			
AUTHORISED:			
6,00,000 ,(600,000) Equity Shares Of Rs. 10/- each	6,000,000	6,000,000	
Issued Subscribed and Paid up :			
5,70,200 (5,70,200) Equity Shares of Rs. 10/- each	5,702,000	5,702,000	
Total	5,702,000	5,702,000	
a) Terms/ Rights Attached to Equity Shares:			
The company has only one class of equity shares having par value of Rs. 10/-each holder of equity shares is entitled to one vote per share. The company declares and pays dividend in Indian Rupees.			
In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.			
b) Details of Shareholders Holding more than 5% Shares of the Company:			
Sr. No.	Name of the Shareholder	No. of shares as on 31-03-2019	No. of shares as on 31-03-2018
1	K K Fincorp Ltd.	101,800	101,800
2	Bajrang Finance Ltd.	97,000	97,000
3	Remi Securities Ltd.	83,000	83,000
4	Remi Finance & Investment Pvt. Ltd.	45,000	45,000
5	Rajendra Finance Pvt. Ltd.	50,000	50,000
6	Minakshi R. Saraf	33,000	33,000
c) Reconciliation of outstanding Shares at the beging and at the end of the reporting period		No. of shares as on 31-03-2019	No. of shares as on 31-03-2018
Number of Equity Shares at the beginning of the year		570,200	570,200
Number of Equity Shares issued during the year		-	-
Number of Equity Shares at the end of the year		570,200	570,200
NOTE - 14			
Other Equity :			
a) Securities Premium			
As per last Balance sheet.		38,220,000	38,220,000
b) General Reserve:			
Opening Balance		72,500,000	67,500,000
Add: Transferred from surplus balance in statement of profit & loss		7,500,000	5,000,000
		80,000,000	72,500,000
c) Surplus:			
Opening Balance		234,299,145	158,051,174
Profit for the period		54,164,072	72,359,112
Other Comprehensive Income		(2,225,068)	8,888,859
Transferred to General reserve		7,500,000	5,000,000
Net surplus in the statement of profit & loss		278,738,149	234,299,145
Total		396,958,149	345,019,145

REMI SALES AND ENGINEERING LIMITED

Particulars	AS AT 31-03-2019	AS AT 31-03-2018
	(Amount in Rs.₹)	
NOTE - 15		
Other non current liabilites :		
Dealers Deposits	14,089,010	9,975,769
Employees retirment benefits	5,761,837	5,211,781
Deposits (IndAS)	353,969	416,162
Total	20,204,816	15,603,712
NOTE-16		
Current Liabilites :		
(i) Borrowings :		
Secured Loans:		
From State Bank of India:		
Cash Credit Facility	22,053,075	8,509,008
[Secured by first hypothecation charge on entire current assets consisting of finished goods and receivables. Extension of Equitable Mortgage of land at Brahmanwel, Distt. Dhule, and hypothecation of Windmill. The Loans also guaranteed by two individuals.]		
Total	22,053,075	8,509,008
NOTE - 17		
Trade Payable to Other than Micro & Small Enterprises	171,649,297	161,299,631
Trade payable to Micro & Small Enterprises - (Interest paid /payable-Nil)	74,511,433	103,689,270
Total	246,160,730	264,988,901
NOTE - 18		
Other financial liabilites		
Advance from Customers	14,448,351	15,343,398
Other Statutory Dues Payable	11,061,529	5,560,473
Other Liabilities	19,988,018	16,413,422
Provision For Gratuity	2,277,331	2,175,554
Leave Salary Current liability	286,311	522,879
Total	48,061,540	40,015,726
NOTE - 19		
Provisions :		
For Taxation (Net) :	-	1,625,644
Total	-	1,625,644

REMI SALES AND ENGINEERING LIMITED

Particulars	Year Ended	Year Ended
	31-03-2019	31-03-2018
	(Amount in Rs.₹)	
NOTE - 20		
Revenue from operations :		
(a) Sale of Products:		
Sale of Engineering & Electrical goods	1,279,147,391	1,245,509,825
Sale of Steel Goods	69,044,593	-
Sale of Power	7,296,044	4,177,088
	1,355,488,028	1,249,686,913
(b) Other Operating Revenues:		
Commission received	3,307,263	4,083,483
Service & Installation charges	25,492,789	19,588,953
Bad Debts writtenoff in earlier years received during the year	-	4,778
	28,800,052	23,677,214
Revenue from operations	1,384,288,080	1,273,364,127
Details of Sale of traded goods		
Sale of Electric Motors	28,856,852	39,468,323
Sale of Electric Fans	565,874,667	577,521,733
Sale of Scientific & Laboratory Instruments	663,958,355	611,162,041
Sale of Wind Power	7,296,044	4,177,088
Sale of Steel Goods	69,044,593	-
Others	20,457,517	17,357,728
	1,355,488,028	1,249,686,913
NOTE - 21		
Other Income :		
Interest Received.	2,645,102	1,883,106
Sundry Credit Balance W/back	4,561,533	1,200,627
Foreign Exchange Gain	89,107	-
Short Term Capital Gain	2,573,684	2,026,503
Long Term Capital Gain	552,918	87,802,900
Sales tax refund received.	25,299	-
Export Incentives	330,873	443,332
Miscellaneous Income	651,437	50,046
Dividend Income	2,385,514	811,312
Discount received	-	668,151
Insurance claim received	688,967	-
Increase in fair value of Current Investments (IndAS)	262,507	-
Rent Income	1,251,000	-
Rent Income (IndAs)	153,269	-
Interest Income (IndAs)	248,935	191,207
Leave Salary Excess Provision writtenback	80,919	-
Total	16,501,064	95,077,184
NOTE - 22		
Purchases :		
Purchase of Electric Motors	26,518,360	35,015,186
Purchase of Electric Fans	464,168,131	584,754,912
Purchase of Scientific & Laboratory Instruments	522,444,089	340,521,863
Purchase of Steel Goods	67,527,918	-
Others	6,371,655	10,220,010
Total	1,087,030,153	970,511,971
NOTE - 23		
Changes in Inventories :		
Inventories at the end of the year	78,901,355	79,931,042
Inventories at the beginning of the year	79,931,042	123,796,347
Total	1,029,687	43,865,305
NOTE - 24		
Employees Benefit Expenses :		
Salaries, wages and bonus etc.	115,826,206	105,494,063
Contribution to PF, ESIC, Gratuity & Other funds	8,544,160	7,973,052
Staff welfare expenses	1,144,107	878,488
Total	125,514,473	114,345,603

REMI SALES AND ENGINEERING LIMITED

Particulars	Year Ended 31-03-2019	Year Ended 31-03-2018
	(Amount in Rs.₹)	
NOTE - 25		
<u>Other Expenses :</u>		
Rent	9,489,923	9,817,637
Rent Expenses (IndAS)	266,186	211,055
Interest Expenses (IndAS)	186,742	-
Rates and taxes	1,143,494	119,969
Packing Freight & Forwarding	23,507,020	24,061,558
Insurance	304,153	309,769
Security Services	291,441	273,245
Repairs & Maintenance- Plat & Machineries	1,334,214	1,428,203
Repairs & Maintenance-Others	2,734,623	1,732,847
Royalty	1,986,057	1,736,982
Postage, Telephone & Courier charges	2,642,414	3,020,619
Travelling & Conveyance Expenses	23,037,807	21,670,508
Vehicle Running & Maintenance expenses	3,642,681	1,591,639
Advertisement & Sales promotion	5,451,889	3,954,321
Director sitting fees	19,000	13,750
Commission & Brokerage	9,143,414	5,287,032
Legal and professional fees	2,057,853	1,964,305
Impairment of fixed assets	2,260	-
Bad Debts Written off	4,151,286	45,168,327
Provision for Doubtful debts	128,786	-
Service charges	7,425,294	10,415,600
Discount Allowed	1,057,124	644,160
Payment to Auditors:		
(a) As auditors:		
Audit fee	536,745	417,745
(b) In other capacity:		
Other services	103,380	90,030
Electricity & Water Expenses	1,728,400	1,731,100
CSR Contribution	548,000	-
Donations	13,100	-
VAT & CST paid	-	488,087
Service tax on GTA	-	146,046
Miscellaneous Expenses	5,040,818	4,167,628
Decrease in fair value of Current Investments (IndAS)	-	296,032
Total	107,974,104	140,775,774
NOTE - 26		
<u>Finance Cost :</u>		
Interest	774,771	1,116,768
Other borrowing cost	440,555	582,983
Total	1,215,326	1,699,751

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

- i) Bank Guarantees given Rs. 92,33,163/- (P.Y. Rs.55,96,546/-).
- ii) Sales Tax demand disputed in appeal Rs. 87,017/- (P.Y. Rs.87,017 /-).
- iii) Income Tax demand disputed in appeal Rs. 1,98,47,593/- (P.Y.Rs.74,64,333/-)

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

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

30. Value of Imports calculated on CIF basis : Rs. 71,07,245/- (P.Y.Rs. 61,92,229/-)

31. Expenditure in foreign currency – Travelling expenses Rs. 3,69,487/- (P.Y. Rs.6,29,582/-)

Payment of Imported Material Rs. 70,63,751/- (P.Y. Rs.54,19,614/-)

Payment of Commission against export Rs. Nil - (P.Y. 1,23,767/-)

Earning in Foreign Currency : FOB Value of Exports Rs. Nil - (P.Y. Rs. 1,84,39,083/-)

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

		As At 31-03-2019 (in Rupees)	As At 31-03-2018 (in Rupees)
a)	<u>Deferred Tax Assets:</u> On account of retirement benefits	16,82,595	14,27,406
b)	<u>Deferred Tax Liability:</u> On account of Depreciation	(39,10,510)	(42,65,666)
	Adjustments for IndAS	(32,05,501)	(28,08,105)

33. **Earning per Share:**

		2018-2019 (in Rupees)	2017-2018 (in Rupees)
a)	<u>Weighted average number of equity shares</u>		
	i) Number of shares at the beginning of the year	5,70,200	5,70,200
	ii) Number of shares considered as basic weighted average shares outstanding for computing basic earning per shares	5,70,200	5,70,200
	iii) Number of shares considered as weighted average shares outstanding for computing diluted earning per shares	5,70,200	5,70,200
	<u>Computation of basic and diluted earning per share:</u>		
b)	Net profit after tax distributable to share holders	5,41,64,072	7,23,59,112
c)	Basic earning per equity share of Rs.10/- each	94.99	126.90
d)	Diluted earnings per equity share of Rs.10/-each	94.99	126.90

34. **Related parties disclosures:**

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

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

- (a) **Key Management Personal:**
Shri Sandeep Kasera - Whole Time Director
Shri Paras Bafna – Chief Financial Officer
Shri Prakash Darak – Company Secretary
- (b) **Non Executive Directors**
Shri Vinod C. Jalal- Director
Shri M. P. Sharma- Director
Smt. Archana Bajaj – Director

	March 31, 2019	March 31, 2018
Transactions during the year	(in Rupees)	(in Rupees)
A. Sitting Fees		
Non Executive Directors		
Shri Vinod C Jalan	7,000	5,000
Shri M.P.Sharma	5,000	5,000
Smt. Archana Bajaj	7000	3750
B. Managerial Remuneration		
Key Managerial Personnel		
Salaries, Wages, Bonus, Commission & Other Benefits Contribution Towards P.F. Family Pension Etc.		
Shri. Sandeep Kasera	54,39,573	48,06,270
Shri Paras Bafna	15,56,678	14,46,600
Shri Prakash Darak	1,05,000	-
C. Gratuity Contribution & Administration Charges Payable to Remi Sales and Engineering Limited Employees Group Gratuity Scheme.	22,77,331	21,75,554

Note

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

35. **Percentage of Purchases of Imported Goods with Total Purchases:**

	Value (in Rupees)	% of Total Consumption
Imported	70,63,751 (54,19,614)	0.65 (0.84)
Indigenous	1,07,99,66,402 (96,50,92,357)	99.35 (99.16)
TOTAL	1,08,70,30,153 (97,05,11,971)	100.00 (100.00)

36. **Disclosures on Employee Benefits :**

(A) Defined Contribution Plans:

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

For the year ended March 31, 2019

Contribution to Employees' Provident Fund	50,99,769 (41,92,923)
---	---------------------------------

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

(i) Changes in the Present Value of Obligation

	Gratuity	Leave Encashment	Total
(a) Present Value of Obligation as at April 1, 2018	22197515 (20192461)	5508258 (4606302)	27705773 (24798763)
(b) Interest Cost	1648271 (1298721)	410416 (327996)	2058687 (1626717)
(c) Past Service Cost	(--) (--)	-- (--)	(--) (--)
(d) Current Service Cost	2246724 (1957690)	1085197 (854372)	3331921 (2812062)
(e) Benefits Paid	(1001320) ((295644))	(356359) ((226402))	(1357679) ((522046))
(f) Actuarial (Gain)/Loss	363263 ((955713))	(599364) ((54010))	(236101) ((1009723))
(g) Present Value of Obligation as at March 31, 2019	25454453 (22197515)	6048148 (5508258)	31502601 (27705773)

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

For the year ended March 31, 2019

	Gratuity (in Rupees)
(a) Present Value of Plan Assets as at April 1, 2018	21008626 (17208031)
(b) Expected Return on Plan Assets	1617664 (1080857)
(c) Actuarial (Gain)/Loss	47194 (289685)

(d)	Employers' Contributions	2175554 (2725697)
(e)	Employees' Contributions	-- (--)
(f)	Benefits Paid	(1001320) ((295644))
(g)	Fair Value of Plan Assets as at March 31, 2019	23847718 (21008626)

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

For the year ended March 31, 2019 (in Rupees)				
		Gratuity	Leave Encashment	Total
(a)	Present Value of Funded Obligation as at March 31, 2019	25454453 (22197515)	6048148 (5508258)	31502601 (27705773)
(b)	Fair Value of Plan Assets as at March 31, 2019	23847718 (21008626)	-- (--)	23847718 (21008626)
(c)	Present Value of Unfunded Obligation as at March 31, 2019	NIL (--)	-- (--)	NIL (--)
(d)	Net Liability recognized in the Balance Sheet	1606735 (1188889)	6048148 (5508258)	7654883 (6697147)

(iv) Expenses recognized in the Profit and Loss Account

		Gratuity	Leave Encashment	Total
(a)	Current Service Cost	2246724 (1957690)	1085197 (854372)	3331921 (2812062)
(b)	Past Service Cost	-- (--)	-- (--)	-- (--)
(c)	Interest Cost	1648271 (1298721)	410416 (327996)	2058687 (1626717)
(d)	Expected Return on Plan Assets	(1617664) ((1080857))	-- (--)	(1617664) ((1080857))
(e)	Net actuarial (Gain)/Loss	-- (--)	(599364) ((54010))	(599364) ((54010))
(f)	Employees' Contribution	-- (--)	-- (--)	-- (--)
(g)	Total Expenses recognized in the Profit and Loss Account	2277331 (2175554)	896249 (1128358)	3173580 (3303912)
(v) Amount recognized in other Comprehensive Income (OCI)		Gratuity	Leave Encashment	Total
(a)	Amount recognized in OCI, Beginning of period	(243784) (1001614)	-- (--)	(243784) (1001614)
(b)	Remeasurement due to :			
(c)	<i>Effect of change in Financial Assumptions</i>	338735 ((852980))	-- (--)	338735 ((852980))
(d)	<i>Effect of change in Demographic Assumptions</i>	-- (--)	-- (--)	-- (--)

(e)	<i>Effect of experience Assumptions</i>	24528 ((102733))	-- (--)	24528 ((102733))
(f)	Actuarial (Gain/Losses)(c+d+e)	363263 ((955713))	-- (--)	363263 ((955713))
(g)	Return of plan assets (excluding Interest)	47194 (289685)	-- (--)	47194 (289685)
(h)	Total remeasurements recongnized in OCI	316069 ((1245398))	-- (--)	316069 ((1245398))
(i)	Amount recognized in OCI, End of period	72286 ((243784))	-- (--)	72286 ((243784))

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

	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	-- (--)

(vii) 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.

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

Particulars	(in Rupees)
(a) Actual return on plan assets	1664858 (1370542)

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

Particulars	Gratuity	Leave Encashment
(a) Discount Rate	7.55% (7.70%)	7.55% (7.70%)
(b) Expected Rate of Return on Plan Assets	7.55% (7.70%)	-- (--)
(c) Salary Escalation Rate	7.00% (7.00%)	7.00% (7.00%)

(x) 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.

(xi) **Sensitivity Analysis**

	31.03.2019	
Defined Benefit Obligation (Base)	2,54,54,453	
	Decrease	Increase
Discount Rate	2,66,39,597	2,43,53,644
Impact of increase/decrease in 50 bps on DBO	4.66%	-4.32%
Salary Growth Rate	2,43,43,184	2,66,40,169
Impact of increase/decrease in 50 bps on DBO	-4.37%	4.66%

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

Signature to Notes 1 to 39

**AS PER OUR REPORT OF EVEN DATE
FOR YATIN KUMAR SHAH,
CHARTERED ACCOUNTANTS**

FOR AND ON BEHALF OF BOARD

Sd/-

**(YATIN KUMAR SHAH)
SOLE PROPRIETOR
Membership Number – 159796**

Sd/-

**(SANDEEP KASERA)
WHOLE TIME DIRECTOR
DIN : 00156800**

Sd/-

**(VINOD JALAN)
DIRECTOR
DIN : 00087424**

Sd/-

**(PARAS BAFNA)
CHIEF FINANCIAL OFFICER**

Sd/-

**(PRAKASH DARAK)
COMPANY SECRETARY**

PLACE : MUMBAI
DATED : 30TH MAY, 2019.

REMI SALES AND ENGINEERING LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L31100MH1980PLC022314, Web.: www.remigroup.com, Email: rse_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022-26852335

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No. :

No. of Shares Held :

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

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Monday, the 30th September, 2019, at 3.00 P.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link <https://www.evoting.nsdl.com>.

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password/ PIN
111416		

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

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

Please read the instructions printed overleaf before exercising the votes.

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

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

INSTRUCTIONS FOR REMOTE E-VOTING

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

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

Registered & Corporate Office:

REMI SALES AND ENGINEERING LTD.

REMI HOUSE

Plot No.11, Cama Industrial Estate,

Goregaon (E) Mumbai – 400 063

Ph. No.022-4058 9888

Fax No.022-2685 2335

Email: rse_igrd@remigroup.com

Registrar and Share Transfer Agent:

Bigshare Services Private Limited

Unit: **REMI SALES AND ENGINEERING LTD.**

1st Floor, Bharat Tin Works Building,

Opp. Vasant Oasis Makwana Road,

Marol, Andheri East, Mumbai 400059,

Tel: 022 62638200 Fax : 022 62638299

Email: investor@bigshareonline.com

REMI SALES AND ENGINEERING LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L31100MH1980PLC022314, Web.: www.remigroup.com, Email: rse_igrd@remigroup.com,
Ph.: 022-40589888, Fax: 022-26852335

ATTENDANCE SLIP

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

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

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

I hereby record my presence at the **39th ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Monday, the 30th September, 2019, at 3.00 P.M.**

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

Member's/ Proxy's Signature

Form No. MGT-11

PROXY FORM

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

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

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **39th Annual General Meeting** of the Company, to be held on **Monday, the 30th September, 2019, at 3.00 P.M.** at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions

No.	Description
1.	To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon.
2.	To re-appoint Shri Vinod C. Jalan (DIN:00087424) as Director, who retires by rotation.
3.	To approve re-appointment of Shri Mahabir Prasad Sharma (DIN:00175393), as an Independent Director of the Company.
4.	To approve re-appointment of Smt. Archana Bajaj (DIN:06957519), as an Independent Director of the Company.

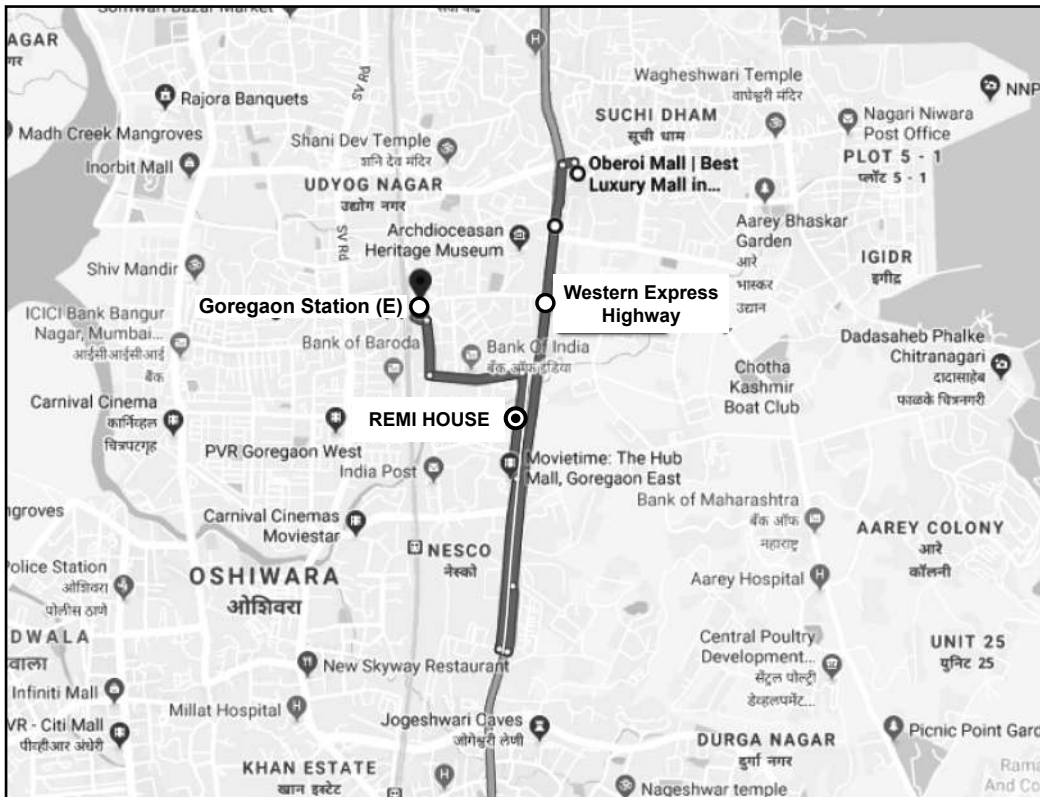
Signed this _____ day of _____ 2019.

Signature of
shareholder :

Signature of Proxy
holder(s) :

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

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



ROUTE MAP