

42ND ANNUAL REPORT 2014 - 15

REMI SECURITIES LIMITED

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

Board of Directors:	<p>Shri Nandkishore P. Mittal</p> <p>Shri Pramod C. Jalan</p> <p>Shri Bhagirath Singh</p> <p>Smt. Anita Bhartiya</p>	<p>Whole-Time Director & Chief Financial Officer</p> <p>Director</p> <p>Independent Director</p> <p>Independent Director</p>
Bankers	STATE BANK OF INDIA	
Auditors:	<p>M/s. Sundarlal, Desai & Kanodia Chartered Accountants 903, Arcadia, 195, N.C.P.A. Road, Mumbai- 400 021</p>	
Registered Office:	<p>REMI House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063 Ph.: 022-40589888, Fax: 022-26852335</p>	
CIN:	L65990MH1973PLC016601	

NOTICE

To
The Members,
REMI SECURITIES LIMITED

NOTICE is hereby given that the 42nd Annual General Meeting of the Company will be held at its Registered Office, on **Wednesday, the 30th September, 2015**, at 5.00 P.M. to transact the following ordinary business:

1. To consider and adopt the Audited Financial Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon;
2. To re-appoint as Director Shri Pramod C. Jalan (DIN:00087437), who retires by rotation.
3. To ratify the appointment of Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, the appointment of M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 43rd Annual General Meeting of the Company, be and are hereby ratified and on such remuneration to be fixed by the Board of Directors of the Company.”

For **REMI SECURITIES LIMITED**

Regd. Office

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

Date: 14th August, 2015.

Sd/-

NANDKISHORE P. MITTAL
WHOLE-TIME DIRECTOR
(DIN:00156896)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Thursday, the 24th September, 2015** to **Wednesday, the 30th September, 2015**, 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 rs_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 Clause 35B of the Listing Agreement , the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 42nd 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 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 **26th September, 2015** and will end at 5 p.m. on **29th September, 2015**. 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 :
 - (a) **In case of Members receiving an e-mail from NSDL:**
 - (i) Open email and open PDF file viz; “**Remi Securities remote e-voting.pdf**” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder - Login.
 - (iv) put ‘User ID’ and Password’ as initial password/PIN as noted in step (i) above and click ‘Login’.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select ‘EVEN’ (E-voting Event Number) of **REMI SECURITIES LIMITED**.
 - (VIII) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on ‘Submit’. Click on ‘Confirm’ when prompted.
 - (x) Upon confirmation, the message ‘Vote cast successfully’ will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised

signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **secscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

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

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

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

(c) Other Instructions:

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website www.evoting.nsdl.com or call on Toll free no.1800-222-990.
 - ii. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 - iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
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, 2015** 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 on **23rd September, 2015** 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. The Company has appointed Shri V.S.Iyer, Practising Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
13. 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.
14. 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.
15. 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.

Your Directors commend the resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI SECURITIES LIMITED

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31st March, 2015.

The financial results are:

	<u>(₹ In Lacs)</u>	
<u>Financial Results</u>	<u>2014 - 2015</u>	<u>2013 - 2014</u>
Gross Income	<u>254.52</u>	<u>4471.94</u>
Net Profit/(Loss)	86.07	(131.98)
Balance brought forward	<u>48.26</u>	<u>180.24</u>
	<u>134.33</u>	48.26
Transfer to General Reserve	25.00	---
Net surplus in the Statement of Profit & Loss	<u>109.33</u>	<u>48.26</u>
	<u>134.33</u>	<u>48.26</u>

OPERATIONS :

The Company has incurred a net profit of ₹86.07 Lakhs during the year compared to loss of ₹132 Lakhs during previous year. The Company has exposure in NSEL of ₹423.47 Lakhs (net of w/off) and the management is hopeful to recover the same. The Company is watching the developments in the said matter closely, in view of the steps taken by EOW of Mumbai Police, legal case in the High Court and steps taken by Govt.

During the year, the Company transferred a sum of ₹25 lacs to the General Reserves.

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

SHARE CAPITAL:

During the year, 2,50,000 equity shares were issued and allotted under preferential allotment to promoter (95,000 equity shares) and non-promoter (1,55,000 equity shares). Consequent thereto, total paid up equity share capital of the Company as on 31st March 2015 stands at ₹200 Lacs divided into 20,00,000 equity shares of ₹10/- each.

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

Shri Pramod Jalan (56) a graduate, having vast experience in the field of Finance and taxation. 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. 01/03/2008. He attended 7 (Seven) Board Meeting during the Year 2014-15.

CHANGES OF DIRECTORS AND KEY MANAGERIAL PERSONNEL DURING THE YEAR:

Smt Anita Bhartiya was appointed as Non-Executive Independent Director of the Company w.e.f.14/08/2014. Shri Ramkrishna Shriya, has resigned from the Directorship of the Company w.e.f. 14/11/2014. Shri Nandkishore P. Mittal, Whole-Time Director and Chief Financial Officer has been designated as Key Managerial Personnel of the Company

BOARD MEETINGS:

During the year, 7 (Seven) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act. Details of Board and Board 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 Executive Directors and other whole-time directors are paid remuneration by way of salary, perquisites, incentives and allowances, as recommended by the Committee and the Board of Directors and approved by the Members of the Company from time to time. Non-Executive Independent Directors are paid sitting fees for attending meetings of the Board of Directors.

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

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

AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the appointment of the auditors M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) as Auditors of the Company, is placed for ratification by the shareholders. In this regard, the Company has received a certificate from the auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

SECRETARIAL AUDITOR:

Shri V.S.Iyer, Practicing Company Secretary, was appointed to conduct the secretarial audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2014-15 forms part of the Annual Report as "Annexure - A" to the Board's report. There is no qualification, reservation or adverse remark in the report,

LOANS, GUARANTEES OR INVESTMENTS:

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

RELATED PARTY TRANSACTIONS:

Pursuant to provisions of The Companies Act, 2013, all related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required.

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

Your Directors draw attention of the members to Note 1.7 to the notes to accounts which sets out related party disclosures.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:

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

A) Conservation of energy:

All efforts are being made to conserve energy.

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

(B) Technology absorption:

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

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

FOREIGN EXCHANGE EARNINGS AND OUTGO:

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

AUDIT COMMITTEE:

The Audit Committee comprises of Shri Bhagirath Singh, Shri Nandkishore P. Mittal and Smt. Anita Bhartiya.

RISK MANAGEMENT:

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

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

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

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

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

DEPOSITS:

The Company has not accepted any deposits from the public falling within the purview of Section 73 of the Act, 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 annexed herewith as "Annexure - B".

MANAGERIAL REMUNERATION AND PARTICULARS OF EMPLOYEES:

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

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

CORPORATE GOVERNANCE REPORT:

Kindly note that the Compliance with the provisions of Clause 49 of the Listing Agreement, for the time being, is not mandatory for the Company, vide SEBI Circular No.CIR/CFD/POLICY CELL/7/2014 dated 15.09.2014.

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 2015, 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 2015 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.

Registered Office:

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

Dated: 14th August, 2015

ON BEHALF OF THE BOARD

Sd/-

**NANDKISHORE P. MITTAL
CHAIRMAN
(DIN:00156896)**

Form No. MR-3
Secretarial Audit Report

(For the Financial year ended **31st March, 2015**)

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

To,
The Members
REMI SECURITIES LIMITED
L65990MH1973PLC016601
Plot No.11 , Cama Industrial Estate,
Goregaon (East), Mumbai -4000063

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

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on **31st March, 2015**, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by **REMI SECURITIES LIMITED** ("**The Company**") for the Financial year ended on **31st March, 2015** according to the provisions of:

- I. The Companies Act, 2013 (**the Act**) and the Rules made thereunder;
- II. The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the Rules made thereunder;
- III. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- IV. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;**(not applicable to the Company during audit period)**;
- V. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('**SEBI Act**') to the extent applicable to the Company :-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers)Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(not applicable to the Company during audit period)**;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(not applicable to the Company during audit period)**;

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

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India. **(not applicable to the Company during the audit period).**
- 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ii. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- iii. Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

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

I further report that during the audit period the Company has issued and allotted 2,50,000 equity shares (95,000 equity shares to a Promoter Group Company and 1,55,000 equity shares to Non-Promoter Group Company) as per the prescribed regulations and provisions of the Companies Act, 2013.

Sd/-

V. S. IYER
Company Secretary in
Whole-Time Practice
C.P. No.194

Place : Mumbai
Date : 7th August, 2015

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2015

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

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L65990MH1973PLC016601
2	Registration Date	16/06/1973
3	Name of the Company	REMI SECURITIES LIMITED
4	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company
5	Address of the Registered office & contact details	Remi House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai-400063
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Bigshare Services Private Limited, E-2&3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (E), Mumbai – 400 072 Ph. No.:022-2847 0652/ 4043 0200, Fax No.:022-2847 5207 Email: investor@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1.	Financial Services		
	a) Interest Received	Group - 649	20.13
	b) Capital Gain on Sale of Long Term Investments	Group - 649	75.84

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Bodies Corp.	883,500	-	883,500	50.49%	978,500	-	978,500	48.93%	-1.56%
e) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Any other (Trust)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (1)	883,500	-	883,500	50.49%	978,500	-	978,500	48.93%	-1.56%
(2) Foreign									
a) NRI Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Other Individuals	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Bodies Corp.	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) Any other	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub Total (A) (2)	-	-	-	0.00%	-	-	-	0.00%	0.00%
TOTAL (A)	883,500	-	883,500	50.49%	978,500	-	978,500	48.93%	-1.56%

B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Banks / FI	-	-	-	0.00%	-	-	-	0.00%	0.00%
c) Central Govt	-	-	-	0.00%	-	-	-	0.00%	0.00%
d) State Govt(s)	-	-	-	0.00%	-	-	-	0.00%	0.00%
e) Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
f) Insurance Companies	-	-	-	0.00%	-	-	-	0.00%	0.00%
g) FIs	-	-	-	0.00%	-	-	-	0.00%	0.00%
h) Foreign Venture Capital Funds	-	-	-	0.00%	-	-	-	0.00%	0.00%
i) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(1):-	-	-	-	0.00%	-	-	-	0.00%	0.00%
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	550,800	-	550,800	31.47%	705,800	110	705,910	35.30%	3.82%
ii) Overseas	-	-	-	0.00%	-	-	-	0.00%	0.00%
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	570	3,130	3,700	0.21%	570	3,020	3,590	0.18%	-0.03%
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	199,300	-	199,300	11.39%	199,300	-	199,300	9.97%	-1.42%
c) Others (specify)	-	-	-	0.00%	-	-	-	0.00%	0.00%
Non Resident Indians	-	-	-	0.00%	-	-	-	0.00%	0.00%
Overseas Corporate Bodies	-	-	-	0.00%	-	-	-	0.00%	0.00%
Foreign Nationals	-	-	-	0.00%	-	-	-	0.00%	0.00%
Clearing Members	-	-	-	0.00%	-	-	-	0.00%	0.00%
Trusts	112,700	-	112,700	6.44%	112,700	-	112,700	5.64%	-0.81%
Foreign Bodies - D R	-	-	-	0.00%	-	-	-	0.00%	0.00%
Sub-total (B)(2):-	863,370	3,130	866,500	49.51%	1,018,370	3,130	1,021,500	51.08%	1.56%
Total Public (B)	863,370	3,130	866,500	49.51%	1,018,370	3,130	1,021,500	51.08%	1.56%
C. Shares held by Custodian for GDRs & ADRs	-	-	-	0.00%	-	-	-	0.00%	0.00%
Grand Total (A+B+C)	1,746,870	3,130	1,750,000	100.00%	1,996,870	3,130	2,000,000	100.00%	0.00%

Note: Change in the % of shareholding during the year is due to change in capital.

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	RAJENDRA FINANCE PVT. LTD.	10,000	0.57%	0.00%	10,000	0.50%	0.00%	-0.07%
2	REMI FINANCE & INV PVT. LTD.	20,000	1.14%	0.00%	20,000	1.00%	0.00%	-0.14%
3	REMI SALES & ENGINEERING LTD.	172,550	9.86%	0.00%	172,550	8.63%	0.00%	-1.23%
4	BAJRANG FINANCE LTD.	340,250	19.44%	0.00%	340,250	17.01%	0.00%	-2.43%
5	K K FINCORP LTD. (FORMERLY KNOWN AS KUBERKAMAL INDUSTRIAL INVESTMENTS LTD.)	340,700	19.47%	0.00%	435,700	21.79%	0.00%	2.32%
	TOTAL:	883,500	50.49%	0.00%	978,500	48.93%	0.00%	-1.56%

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

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
	At the beginning of the year	883,500	50.49%	883,500	44.18%
	Changes during the year(Preferential Allotment on 18/02/2015)	95,000	5.43%	978,500	48.93%
	At the end of the year			978,500	48.93%

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

SN	For each of the Top 10 shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	HANUMAN FORGING AND ENGINEERING PVT. LTD.				
	At the beginning of the year	260000	14.86%	260,000	13.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			260000	13.00%
2	FULIDEVI SARAF FAMILY TRUST				
	At the beginning of the year	112200	6.41%	112,200	5.61%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			112200	5.61%
3	RISHABH R SARAF				
	At the beginning of the year	100500	5.74%	100,500	5.03%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			100500	5.03%
4	VANDANA V SARAF				
	At the beginning of the year	98800	5.65%	98,800	4.94%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			98800	4.94%
5	LAKSHMINARAYAN REALFINVEST LIMITED				
	At the beginning of the year	87000	4.97%	87,000	4.35%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			87000	4.35%
6	HANUMAN FREIGHT AND CARRIERS PVT. LTD.				
	At the beginning of the year	87000	4.97%	87,000	4.35%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			87000	4.35%
7	JAI AMBIKA FINANCE AND INVESTMENT PVT. LTD.				
	At the beginning of the year	86000	4.91%	86,000	4.30%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			86000	4.30%
8	REMI ELECTRICAL INDUSTRIES LIMITED				
	At the beginning of the year	30500	1.74%	30,500	1.53%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			30500	1.53%
9	CHIRANJILAL SARAF FAMILY TRUST				
	At the beginning of the year	500	0.03%	500	0.03%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			500	0.03%

10	VISHWAMBHARLAL CHIRANJILAL H.U.F				
	At the beginning of the year	350	0.02%	350	0.02%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year			350	0.02%

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

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares	No. of shares	% of total shares
1	Nandkishore P. Mittal				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
2	Bhagirath Singh				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
3	Pramod C. Jalan				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
4	Anita V. Bhartiya (wef. 14/08/2014)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%
5	Ramkrishna Shriya (upto 14/11/2014)				
	At the beginning of the year	-	0.00%	-	0.00%
	Changes during the year	-	0.00%	-	0.00%
	At the end of the year	-	0.00%	-	0.00%

V. INDEBTEDNESS

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

(Amt. Rs./Lacs)

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	Nil	Nil	Nil	-
ii) Interest due but not paid	Nil	Nil	Nil	-
iii) Interest accrued but not due	Nil	Nil	Nil	-
Total (i+ii+iii)	-	-	-	-
Change in Indebtedness during the financial year				
* Addition	Nil	Nil	Nil	-
* Reduction	Nil	Nil	Nil	-
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount	Nil	Nil	Nil	-
ii) Interest due but not paid	Nil	Nil	Nil	-
iii) Interest accrued but not due	Nil	Nil	Nil	-
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager	Total Amount
(1)	Name:	Shri Nandkishore P. Mittal	(in Rs.)
	Designation:	Whole-Time Director	
1	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	347,394.00	347,394.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	45,258.00	45,258.00
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total (A)	392,652.00	392,652.00
	Ceiling as per the Act	As per applicable Companies Act.	

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors		Total Amount (in Rs.)
1	Independent Directors	Mr. Bhagirath Singh	Mrs. Anita Bhartiya	
	Fee for attending board committee meetings	8,800.00	7,550.00	16,350.00
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (1)	8,800.00	7,550.00	16,350.00
2	Other Non-Executive Directors	Mr. Pramod C. Jalan	Mr. R.K. Shriya	
	Fee for attending board committee meetings	7,550.00	3,800.00	11,350.00
	Commission	-	-	-
	Others, please specify	-	-	-
	Total (2)	7,550.00	3,800.00	11,350.00
	Total (B)=(1+2)			27,700.00
	Total Managerial Remuneration			420,352.00
	Overall Ceiling as per the Act			

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

SN.	Particulars of Remuneration	Name of Key Managerial Personnel	Total Amount
	Name	Shri Nandkishore P. Mittal	(in Rs.)
	Designation	Chief Financial Officer	
1	Gross salary		
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	347,394.00	347,394.00
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	45,258.00	45,258.00
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-
2	Stock Option	-	-
3	Sweat Equity	-	-
4	Commission		
	- as % of profit	-	-
	- others, specify	-	-
5	Others, please specify	-	-
	Total	392652.00	392,652.00

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

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

INDEPENDENT AUDITORS' REPORT

To,

The Members of **REMI SECURITIES LIMITED**.

Report on the Financial Statements

We have audited the accompanying financial statements of **REMI SECURITIES LIMITED**, which comprise the balance sheet as at 31st March, 2015, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

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

Auditors' Responsibility

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

Contd.....2.

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

Opinion

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

- i. in the case of the Balance Sheet, of the state of affairs of the company as at 31st March, 2015;
- ii. in the case of the Statement of Profit and Loss, of the Profit for the year ended on that date; and
- iii. in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Emphasis of Matter

Company has receivable from NSEL of Rs.423.47 Lakhs and the management is hopeful to recover the same.

Report on Other Legal and Regulatory Requirements

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

2. As required by section 143(3) of the Act, we report that:
- a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b. in our opinion proper books of account as required by law have been kept by the company so far as appears from our examination of those books.
 - c. the balance sheet and statement of profit and loss dealt with by this report are in agreement with the books of account and returns.
 - d. in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the accounting standards referred to in section 133 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014.
 - e. on the basis of written representations received from the Directors as on 31st March, 2015, and taken on record by the Board of Directors, none of the director is disqualified as on 31st March, 2015, from being appointed as a Director in terms of clause of sub-section (2) of section 164 of the Companies Act, 2013.
 - f. in our opinion the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

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

Sd/-

PLACE: MUMBAI
DATED : 29TH MAY, 2015

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

ANNEXURE TO THE AUDITORS' REPORT

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

- (i) The Company does not own any fixed assets.
- (ii) (a) The inventories of shares etc., has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.

(b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management were reasonable and adequate in relation to the size of the Company and the nature of its business.

(c) In our opinion and according to the information and explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material having regard to the size of the operations of the Company and the same have been properly dealt with in the books of account.
- (iii) According to the information and explanations given to us, the Company has not granted any secured or unsecured loans to Companies/Firm/Other Persons covered in the register maintained under section 189 of the Companies Act, 2013.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases of inventories of shares etc; and fixed assets and with regard to the sale of shares etc., goods and services. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal control systems.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of the Companies Act, 2013 and rules framed there under are not attracted.

- (vi) The maintenance of cost records not applicable for the company as it is a Non- Banking Financial Company.
- (vii) (a) According to the information and explanations provided to us, the Company is generally regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales tax, Wealth tax, Service tax, Custom Duty, Excise Duty, Value Added Tax, Cess and other statutory dues as applicable to it with appropriate authorities and there were no undisputed arrears as at 31st March, 2015 for a period of more than six months from the date they become payable.
- (b) According to the information and explanations given to us, there were no disputed statutory dues of Income tax, Sales Tax, Wealth tax, Service tax, Customs Duty, Excise Duty, Value Added Tax and Cess as at 31st March, 2015.
- (c) According to information and explanation given to us, there was no amount to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 2013 and rules there under.
- (viii) The Company does not have accumulated losses and has not incurred cash losses during the financial year covered by our audit however in the immediately preceding financial year it had incurred cash losses.
- (ix) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders.
- (x) In our opinion and according to the information and explanation given to us the Company has not given any guarantees for loans taken by others from banks or financial institutions.

Contd.....3.

- (xi) According to the information and explanations given to us, the Company has not availed any term loans.
- (xii) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.

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

Sd/-

PLACE : MUMBAI
DATED : 29TH MAY, 2015

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

REMI SECURITIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2015

Particulars	Note No	As at 31st March 2015 Amount(₹)	As at 31st March 2014 Amount(₹)
I. EQUITY AND LIABILITIES:			
(1) Shareholders' Funds			
(a) Share Capital	2	20,000,000	17,500,000
(b) Reserves and Surplus	3	98,683,024	67,826,135
		118,683,024	85,326,135
(2) Current Liabilities			
(a) Short-Term Borrowings	4	11,156,889	84,038,112
(b) Trade Payables		69,916	43,926
(c) Other Current Liabilities	5	20,682,311	3,184,102
		31,909,116	87,266,140
Total		150,592,140	172,592,275
II. ASSETS:			
(1) Non-Current Assets			
(a) Non-Current Investments	6	49,757,620	58,215,014
(b) Deferred Tax Assets (net)	7	21,423,530	15,512,192
(c) Long Term Loans and Advances	8	20,276,325	75,025
		91,457,475	73,802,231
(2) Current Assets			
(a) Inventories	9	8,657,903	8,657,903
(b) Trade Receivables	10	42,427,153	56,910,992
(c) Cash and Cash Equivalents	11	450,802	1,623,134
(d) Short-term Loans and Advances	12	5,687,000	30,198,000
(e) Other Current Assets	13	1,911,807	1,400,015
		59,134,665	98,790,044
Total		150,592,140	172,592,275

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1

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

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH
DIN: 00155407

NANDKISHORE P. MITTAL
DIRECTORS
DIN: 00156896

PLACE : MUMBAI
DATED : 29TH MAY, 2015

REMI SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2015

Particulars	Note No	For the Year Ended 31st March 2015 Amount(₹)	For the Year Ended 31st March 2014 Amount(₹)
I. Revenue from Operations			
a) Sale of Shares		-	13,895,358
b) Sale of Commodities		-	424,507,828
c) Interest		5,123,541	7,605,066
d) Other Financial Services		4,185	49,189
		5,127,726	446,057,441
II. Other Income			
a) Dividend Income		898,891	866,108
b) Capital Gain on Sale of Short Term Investment		120,700	-
c) Capital Gain on Sale of Long Term Investment		19,305,050	270,544
Total Revenue		25,452,367	447,194,093
III. Expenses:			
a) Purchase of Shares		-	7,606,337
b) Purchase of Commodities		-	419,335,927
c) Changes in Inventories of Stock-in-Trade	14	-	3,955,951
d) Employees' Benefit Expenses	15	664,510	252,059
e) Finance Costs - Interest Expenses	-	7,207,689	14,115,727
f) Other Expenses	16	14,884,617	30,637,533
Total Expenses		22,756,816	475,903,534
IV. Profit before Tax		2,695,551	(28,709,441)
V. Tax Expense:			
(1) Current Tax		373,231	3,185
Less : MAT Credit Entitlement		373,231	-
(2) Deferred Tax / (Credit)		(5,911,338)	3,185
			(15,508,244)
VI. Profit/(Loss) for the Period		8,606,889	(13,198,012)
VII. Earning per Equity Share [Nominal Value of Share Rs. 10/- each]			
(1) Basic		4.84	(7.54)
(2) Diluted		4.30	(7.54)

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1

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

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH NANDKISHORE P. MITTAL
DIRECTORS
DIN: 00155407 DIN: 00156896

PLACE : MUMBAI
DATED : 29TH MAY, 2015

REMI SECURITIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2015

(₹ In Lacs)

	2014-2015	2013-2014
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax and extra - ordinary items	26.96	(287.09)
Adjustment For		
Dividend & Other Income	(8.99)	(8.66)
Capital Gains	(194.26)	(2.71)
Capital Loss	-	88.89
Operating Profit before Working Capital Changes	(176.29)	(209.57)
Adjustment For		
Trade and other receivables	384.83	722.16
Inventories	-	39.56
Trade Payable and Provision	175.24	17.08
Cash Generated from Operations	383.78	569.23
Direct Taxes Paid	-	-
Cash flow before extra ordinary items	383.78	569.23
Extra ordinary Items	-	0.03
Net Cash from operating Activities (A)	383.78	569.26
B. CASH FLOW FROM INVESTMENTS ACTIVITIES		
Purchase of Investments	-	(93.33)
Sale of Investments	278.83	221.66
Dividend & Other Income	8.99	8.66
Net Cash used in Investing Activities (B)	287.82	136.99
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Equity Shares Issued	247.50	-
Proceeds from Long Term Loans & Advances	(202.01)	-
Repayment of Short Term Loan	(728.81)	(692.45)
Net Cash used in Financing Activities (C)	(683.32)	(692.45)
Net Cash and Cash Equivalents	(11.72)	13.80
Cash & Cash Equivalents as at (Closing Balance)	4.51	16.23
Cash & Cash Equivalents as at (Opening Balance)	16.23	2.43
Net Increase/Decrease in Cash and Cash Equivalents	11.72	(13.80)

AS PER OUR REPORT OF EVEN DATE
FOR SUNDERLAL DESAI & KANODIA
(Firm Registration No.110560W)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH NANDKISHORE P. MITTAL
DIRECTORS
DIN: 00155407 DIN: 00156896

PLACE : MUMBAI
DATED : 29TH MAY, 2015

REMI SECURITIES LIMITED

NOTE -1 : NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2015

1.1 Nature of Business:

The Company is a Non-banking Financial Company registered with the Reserve Bank of India ("RBI") under section 45- IA of the Reserve Bank of India Act, 1934 and primarily engaged in lending and related activities. The Company received the certificate of Registration from the RBI on 6th Mar., 1998, enabling the Company to carry on business as a Non-banking Finance Company.

In accordance with the provisions of section 45-IC of the RBI Act, 1934, the Company has transferred requisite amount to Reserve Fund, being more than 20% of the profit after tax.

1.2 SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

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

b) FIXED ASSETS & DEPRECIATION

The Company does not own fixed assets.

c) INVESTMENTS

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

d) DIVIDEND

Dividend income is accounted for as and when right to receive is established.

e) INTEREST

Interest income is accounted on accrual basis.

f) TAXES

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

g) IMPAIRMENT

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

h) PROVISIONS & CONTINGENT LIABILITIES

Provisions are recognized where reliable estimate can be made for probable outflow of resources to settle the present obligation as result of past events and the same is reviewed at each balance sheet date.

Contingent liabilities are not provided for and are separately dealt with.

i) INVENTORIES / STOCKS

Stock in trade has been valued at cost or market value whichever is lower.

1.3 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.

1.4 Provisions of The Payment of Gratuity Act, and the Employees' Provident Fund Act, 1952 are not applicable to the Company.

1.5 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

<u>Deferred Tax Asset</u>	As at 31-03-2015 (₹)	As at 31-03-2014 (₹)
On Account of Leave Salary	6,871.00	5,875.00
On Account of Business Loss	1,24,98,125.00	67,16,049.00
On Account Long Term Capital Loss	89,18,534.00	87,90,268.00
Net Deferred Tax Assets	2,14,23,530.00	1,55,12,192.00

1.6 Earning per Share

		As at 31-03-2015	As at 31-03-2014
a.	Weighted average number of equity share of Rs.10/- each		
	i) No. of shares at the beginning of the year	17,50,000	17,50,000
	ii) No. of shares at the end of the year	20,00,000	17,50,000
	Weighted average number of shares outstanding during the year.	17,78,767	17,50,000
b.	Net profit after tax available for equity Share-holders	86,06,889	(1,31,98,012)
c.	Basic earnings for equity share (in ₹)	4.84	(7.54)
d.	Diluted earnings for equity share (in ₹)	4.30	(7.54)

1.7 Related parties disclosures: -**A. Associate Companies: -**

Bajarang Finance Limited, Rajendra Finance Private Limited, Remi Finance & Investment Private Limited, Remi Fans Limited and K K Fincorp Ltd. (Formerly Known Kuberkamal Industrial Investments Ltd.)

		31-03-2015 (₹)	31-03-2014 (₹)
a)	Interest Paid	6,39,287.00	33,49,905.00
b)	Interest Received.	NIL	NIL
c)	Loan Given	NIL	NIL
d)	Loan Received	1,00,000.00	40,00,000.00
e)	Outstanding Payable at year end	31,71,641.00	2,24,40,995.00
f)	Outstanding Receivable at year end	NIL	NIL

1.8 The company has exposure to National Spot Exchange Ltd. (NSEL) of Rs.5,64,62,482/- through M/S Motilal Oswal Commodities Broker Pvt. Ltd. NSEL has not been able to discharge its payment obligation from August 2013 onwards. Economic Office Wing (EOW) of Mumbai Police is investigating the matter and NSEL Investors Forum of which company is a member has also filed writ in Bombay High Court. Based on the information available with the company it is decided to write off Rs.1,41,15,000/- during the year being 25% of the outstanding amount. The company is hopeful for recovery of the balance amount in view of the steps taken by EOW of Mumbai Police, legal case in the High Court and steps taken by court.

1.9 Previous year figures have been regrouped / rearranged, wherever necessary to control with current year's presentation.

REMI SECURITIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 ST MARCH 2015

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
NOTE : 2		
SHARE CAPITAL		
AUTHORISED:		
20,00,000 (20,00,000)Equity Shares Of Rs. 10/- Each	20,000,000	20,000,000
ISSUED, SUBSCRIBED AND PAID UP :		
20,00,000 (17,50,000) Equity Shares of Rs. 10/- each	20,000,000	17,500,000
TOTAL	20,000,000	17,500,000

A) Terms/ Rights Attached to Equity Shares:

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

B) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2015	No. of shares as on 31st March 2014
Opening as on 1st April	1,750,000	1,750,000
Addition During The Year	250,000	-
Closing as on 31st March	2,000,000	1,750,000

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

Name of the Shareholder	No. of shares as on 31st March 2015	No. of shares as on 31st March 2014
REMI SALES & ENGG. LTD.	172,550	172,550
BAJRANG FINANCE LTD	340,250	340,250
K K FINCORP LTD.(KUBERKAMAL INDUSTRIAL INVESTMENTS LTD)	435,700	340,700
VANDANA SARAF	--	98,800
SUMANGAL SHARES & SECURITIES PVT.LTD.	155,000	--
RISHABH SARAF	100,500	100,500
FULIDEVI SARAF FAMILY TRUST	112,200	112,200
HANUMAN FORGING & ENGINEERING PVT.LTD.	260,000	260,000

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
NOTE : 3		
RESERVES AND SURPLUS		
a) Securities Premium Reserve :-		
- Balance as per last Balance Sheet	31,500,000	31,500,000
- Add: Received during the year	22,250,000	-
Closing Balance	53,750,000	31,500,000
b) General Reserve :-		
- Opening Balance	31,500,000	31,500,000
- Add: Transferred from surplus balance in statement of profit & loss	2,500,000	-
Closing Balance	34,000,000	31,500,000
c) Surplus :-		
- Opening Balance	4,826,135	18,024,147
- Add: Profit for the period	8,606,889	(13,198,012)
- Less: Appropriations		
Transferred to General reserve	2,500,000	-
Net surplus in the statement of Profit & Loss	10,933,024	4,826,135
Total Reserves and Surplus	98,683,024	67,826,135

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
NOTE : 4		
SHORT TERM BORROWINGS (Unsecured)		
Intercompany Deposit from Related Parties	3,171,641	22,440,995
Intercompany Deposit from others	7,985,248	61,597,117
Total	11,156,889	84,038,112
NOTE : 5		
OTHER CURRENT LIABILITIES		
TDS deducted	792,968	1,412,520
Other Liabilities	19,800,040	1,728,450
Provision for Employees' Benefits	89,303	43,132
Total	20,682,311	3,184,102
NOTE : 6		
A)NON CURRENT INVESTMENTS		
- Investments in Equity Shares of Associate Companies		
a) Quoted and Non Trade		
1209390 (1209390) Equity shares of ₹ 10/- each fully paid Remi Edelstahl - Tubulars Ltd.	10,546,163	10,546,163
-- (268770) Equity shares of ₹10/- each fully paid up of K K Fincorp Ltd (Formerly Kuberkamal Industrial Investments Ltd.)	-	852,700
83000 (83000) Equity shares of ₹10/- each fully paid up of Remi Sales & Engg.Ltd.	410,184	410,184
270350 (270350) Equity shares of ₹ 10/- each fully paid up of Bajrang Finance Ltd.	870,979	870,979
389124 (389124) Equity shares of ₹ 10/- each fully paid Remi Elektrotechnik Ltd.	-	-
800 (800) Equity shares of ₹ 10/- each fully paid up of Remi Process Plant & Machinery Ltd.	1,600	1,600
b) Unquoted and Non Trade		
7500 (7500) Equity shares of ₹100/- each fully paid up of Remi Car Fans Ltd.	75,000	75,000
9460 (9460) Equity shares of ₹10/- each fully paid up of Remi International Ltd.	47,300	47,300
59203 (59203) Equity shares of ₹10/- each fully paid up of Rajendra Finance Pvt.Ltd.	572,486	572,486
57540 (57540) Equity shares of ₹10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	558,275	558,275
56833 (56833) Equity shares of ₹10/- each fully paid up of Remi Fans Ltd.	738,730	738,730
1300 (1300) Equity shares of ₹100/- each fully paid up of Remi Electrical Industries Ltd.	65,000	65,000
22000 (22000) Equity shares of ₹10/- each fully paid up of High Power Mercantile Ltd.	219,400	219,400
22000 (22000) Equity shares of ₹10/- each fully paid up of Vayudoot Trading Ltd.	243,520	243,520
10000 (10000) Equity shares of ₹10/- each fully paid up of Remi Coach Fans Ltd.	100,000	100,000
5000 (5000) Equity shares of ₹10/- each fully paid up of Vishwakarma Jobworks Ltd.	1,728,250	1,728,250
18886 (18886) Equity shares of ₹10/- each fully paid up of Remi Auto Fans Ltd.	106,930	106,930

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
18000 (18000) Equity shares of ₹10/- each fully paid of Magnificent Trading Pvt Ltd.	180,000	180,000
16000 (16000) Equity shares of ₹10/- each fully paid of Skyrise Mercantile Ltd. (Formerly Remi Anupam Fans Ltd.)	521,600	521,600
- Investments in Preference Shares of Associate Companies		
21000 (21000) Pref. shares of ₹1000/- each fully paid of Magnificent Trading Pvt.Ltd.	1,050,000	1,050,000
17432 (17432) Pref. shares of ₹1000/- each fully paid of Calplus Trading Pvt.Ltd.	871,600	871,600
Investment in other Companies - a) Quoted and Non Trade		
100 (100) Equity shares of ₹ 10/- each fully paid up of Choksi Tube Co.Ltd.	916	916
200 (200) Equity shares of ₹ 5/- each fully paid up of Gandhi Special Tube Co.Ltd.	3,523	3,523
200 (200) Equity shares of ₹ 5/- each fully paid up of Maharashtra Seam. Steel Ltd.	22,618	22,618
300 (300) Equity shares of ₹ 10/- each fully paid up of Suraj Ltd	1,805	1,805
1226 (1226) Equity shares of ₹ 10/- each fully paid up of Rural Electrification Ltd	128,730	128,730
100 (100) Equity shares of ₹ 10/- each fully paid up of Adhunik Metaliks Ltd.	3,203	3,203
250 (250) Equity shares of ₹ 10/- each fully paid up of Bhushan Steel Ltd.	16,678	16,678
100 (100) Equity shares of ₹ 10/- each fully paid up of Jayswals Neco Ltd	1,212	1,212
300 (300) Equity shares of ₹ 1/- each fully paid up of Jindal Steel Power Ltd	20,339	20,339
10 (10) Equity shares of ₹ 2/- each fully paid up of Lic Housing Finance Ltd	2,385	2,385
284 (100) Equity shares of ₹ 10/- each fully paid up of Mahindra CIE Automotive Ltd (Formerly Mahindra Ugin Ltd)	11,866	11,866
250 (250) Equity shares of ₹ 10/- each fully paid up of Modern Steel Ltd.	6,235	6,235
100 (100) Equity shares of ₹ 10/- each fully paid up of Mukand Ltd.	8,316	8,316
-- (148519) Equity shares of ₹ 10/- each fully paid up of Modern India Ltd.	-	7,604,694
250 (250) Equity shares of ₹ 2/- each fully paid up of Jindal Saw Ltd.	19,057	19,057
50 (50) Equity shares of ₹ 2/- each fully paid up of Hexa Tradex Ltd.	-	-
4 (4) Equity shares of ₹ 10/- each fully paid up of J S W Steel Ltd.	2,021	2,021
2313600 (2313600) Equity shares of ₹ 6/- each fully paid up of RMG Alloys Steel Ltd.	8,791,680	8,791,680
100 (100) Equity shares of ₹ 10/- each fully paid up of Steel Authority of India Ltd.	8,563	8,563
100 (100) Equity shares of ₹ 10/- each fully paid up of Sun Flag Iron & Steel Ltd	1,261	1,261
500 (500) Equity shares of ₹ 1/- each fully paid up of Usha Martin Ltd.	17,376	17,376
67 (67) Equity shares of ₹10/- each fully paid up of Tata Steel Ltd	30,311	30,311
500 (500) Equity shares of ₹ 5/- each fully paid up of Welspun Corpn. Ltd.	131,650	131,650
500 (500) Equity shares of ₹10/- each fully paid up of Welspun India Ltd	30,878	30,878
25 (25) Equity shares of ₹10/- each fully paid up of Welspun Enterprises Ltd	-	-
b) Unquoted and Non Trade		
200 (200) Equity shares of ₹10/- each fully paid up of Lakshminarayan Realfinvest Ltd	2,000	2,000
1000 (1000) Equity shares of ₹10/- each fully paid up of Dholishakti Finance & Investments Ltd	10,500	10,500
B) NON CURRENT INVESTMENTS		
Investment in Property	21,577,480	21,577,480
Total	49,757,620	58,215,014
i) Aggregate Cost of Quoted investments .	21,089,549	29,546,943
ii) Aggregate Cost of Unquoted investments.	28,668,071	28,668,071
iii) Aggregate Market Value of Quoted investments.	48,859,802	42,101,428

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
NOTE : 7		
DEFERRED TAX ASSETS		
On Account of Employees' Benefits	6,871	5,875
On Account of Business Loss	12,498,125	6,716,049
On Account of Long Term Capital Loss	8,918,534	8,790,268
Total	21,423,530	15,512,192
NOTE : 8		
LONG TERM LOAN & ADVANCES		
(Unsecured and considered good)		
Security Deposits	76,325	75,025
Capital Advance against Property	20,200,000	-
Total	20,276,325	75,025
NOTE : 9		
INVENTORIES		
Stock - in - trade - Equity Shares	8,657,903	8,657,903
Total	8,657,903	8,657,903
NOTE : 10		
TRADE RECEIVABLE- OTHERS		
(Unsecured considered good)		
Outstanding for more than six months	42,347,482	56,777,130
Others	79,671	133,862
Total	42,427,153	56,910,992
NOTE : 11		
CASH AND BANK BALANCE		
CASH AND CASH EQUIVALENTS		
Balance with Banks	421,212	1,596,956
Cash on Hand	29,590	26,178
Total	450,802	1,623,134
NOTE : 12		
SHORT TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Loans and advances to others	5,687,000	30,198,000
Total	5,687,000	30,198,000
NOTE : 13		
OTHER CURRENT ASSETS		
MAT Credit Entitlement	969,916	596,685
Advance recoverable in cash or Kind or for value to be received	14,817	1,226
Advance Tax & TDS (Net)	927,074	802,104
Total	1,911,807	1,400,015
NOTE : 14		
CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Opening Stock - in - trade	8,657,903	12,613,854
Less - Closing Stock -in - trade	8,657,903	8,657,903
Change	-	3,955,951

	As on 31-3-2015 Amount(₹)	As on 31-3-2014 Amount(₹)
NOTE : 15		
EMPLOYEE BENEFIT EXPENSES		
Salary , Wages & Bonus	664,055	251,454
Staf Welfare Exp	455	605
Total	664,510	252,059
NOTE : 16		
OTHER EXPENSES		
Rent	150,000	90,000
Fee,Rates Taxes & Listing Fees	240,620	20,854
Directors Siting Fees	27,700	15,000
Service Tax	3,432	1,860
S.T.T.	8,093	-
Legal & Prof. Fees	65,669	26,965
Depository Charges	38,976	29,048
Bad Debt	14,115,000	19,870,000
Membership & Subscription	-	64,944
Stamping & Filling Fees Paid To Roc	24,750	-
Loss in Stock Derivatives	-	1,429,501
Long Term Capital Loss	-	8,888,860
Payment to Auditor		
Audit Fees	56,180	39,326
Other Services (Certification Fees)	38,202	8,427
Miscellaneous Expenses	115,995	152,748
Total	14,884,617	30,637,533

SIGNATURE TO NOTES 1 TO 16

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

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH NANDKISHORE P. MITTAL
DIRECTORS
DIN: 00155407 DIN: 00156896

PLACE : MUMBAI
DATED : 29TH MAY, 2015

INTENTIONELY KEPT BLANK

REMI SECURITIES LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L65990MH1973PLC016601, Web.: www.remigroup.com, Email: rs_igrd@remigroup.com,
Ph.:022-40589888, Fax: 022-268523355

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 **Wednesday**, the **30th September, 2015**, at **5.00 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
102645		

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 26th September, 2015	Upto 5 p.m. of 29th September, 2015

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 **Wednesday**, the **30th September, 2015**.

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

Registrar and Share Transfer Agent:

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

REMI SECURITIES LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L65990MH1973PLC016601, Web.: www.remigroup.com, Email: rs_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 **42ND ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Wednesday, the 30th September, 2015**, at 5.00 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:		, or failing him
2.	Name :				
	Address :				
	E-mail Id :		Signature:		, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **42ND Annual General Meeting** of the Company, to be held on **Wednesday, the 30th September, 2015**, at 5.00 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 Statement of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and the Auditors thereon.
2.	To re-appoint as Director Shri Pramod C. Jalan , who retires by rotation.
3.	To ratify the appointment of Auditors and to fix their remuneration.

Signed this _____ day of _____ 2015.

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.