

NOTICE

To
The Members,
REMI ELEKTROTECHNIK LIMITED

NOTICE is hereby given that an Extraordinary General Meeting of the Company will be held at its Registered Office on **Wednesday**, the **30.12.2015**, at **11.00 A.M.** to pass the following resolutions:

Ordinary Resolution

1. Re-appointment of Shri Ritvik V. Saraf as Whole-Time Director

“RESOLVED THAT Shri Ritvik V. Saraf be and is hereby re-appointed as the Whole-Time Director of the Company for three years from the 1st November, 2015, on the following terms and conditions:

- a. A monthly salary of Rs.2,50,000/-.
- b. Reimbursement of actual medical expenses incurred for self and family.
- c. Leave Travel Concession for self and family once a year, in accordance with the rules of the Company.
- d. Annual fees of not more than two clubs.
- e. Free use of one or more Company car with driver for official purpose only.
- f. Telephone at residence and Mobile phone.
- g. Company's contribution to Provident Fund as per the rules of the Company.
- h. Gratuity as per the rules of the Company.
- i. Encashment of Leave at the end of the tenure.”

Special Resolution

2. Re-appointment of Shri.Vishwambhar.C.Saraf as Managing Director

“RESOLVED THAT Shri Vishwambhar C. Saraf, be and is hereby re-appointed as the Managing Director of the Company, for a further term of three years from the **1st January, 2016**, to manage the affairs of the Company, on the following terms and conditions:

- a. A monthly salary of Rs.3,50,000/-.
- b. Reimbursement of actual medical expenses incurred for self and family.
- c. Leave Travel Concession for self and family once a year, in accordance with the rules of the Company.
- d. Annual fees of not more than two clubs.
- e. Free use of one or more Company car with driver for official purpose only.
- f. Reimbursement of actual electricity and gas expenses at residence.
- g. Telephone at residence and Mobile phone.
- h. Company's contribution to Provident Fund as per the rules of the Company.
- i. Gratuity as per the rules of the Company.
- j. Encashment of Leave at the end of the tenure.

Registered Office

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

On behalf of the Board
For **REMI ELEKTROTECHNIK LIMITED**

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

Dated : 14th November,2015

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 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.

3. Green Initiative :

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

YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.

4. 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 Extraordinary General Meeting by the electronic means/ remote e-voting) and/or voting by ballot paper at the EGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the EGM ("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>.
5. The facility for voting through ballot paper shall be made available at the EGM 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 EGM even after exercising his/her right to vote through remote e-voting but shall not be allowed to vote again at the EGM. 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.
6. The remote e-voting period shall commence at 9.00 a.m. on Sunday, **27.12.2015** and will end at 5 p.m. on Tuesday , **29.12.2015**. 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.

7. As directed by SEBI, for payment of Dividend, Members are requested to provide the bank account number and the details required for making ECS payment to the respective depository participant in case of shares held in demat and to share transfer agent of the Company in case of shares held in physical.

8. 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; "REL remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login.
- (iv) put 'User ID' and Password' as initial password/PIN as noted in step (i) above and click 'Login'.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select 'EVEN' (E-voting Event Number) of **REMI ELEKTROTECHNIK LIMITED**.
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at relscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

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

(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).

9. 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 **23.12.2015** Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
10. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **23.12.2015**, 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.
11. The Company has appointed Shri V.S.Iyer, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
12. The Chairman shall, at the EGM, 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 EGM but have not cast their votes by availing the remote e-voting facility.
13. 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.
14. 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.
15. An Explanatory Statement relating to the item of special business set out in item Nos. 1 and 2 accompanies.

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

Item No. 1

Shri Ritvik Saraf has been the Whole-Time Director of the Company for the last three years and he is to be re-appointed for another term.

Shri Ritvik V. Saraf (29) having an Engineering degree from the University of Leeds, England. He hails from a family of business house of long standing and after his return, has joined his family business. He is very young and enthusiastic and has an inclination to learn more about his business. He was first appointed on the board of the director on 30/10/2009. He holds 1,12,786 equity shares in the Company. He attended 4 (four) meetings of the Board of Directors during the year 2014-15. He is on Board of Calplus Trading Private Limited . His earlier monthly remuneration was Rs.2,50,000 /- plus other benefits and perquisites.

The remuneration and other terms will remain same as approved by members in the Annual General Meeting held on 30.09.2015

Shri Ritvik Saraf and his father, Shri Vishwambhar C. Saraf, are to be deemed to be interested in the item of business at 1.

General Information as per Schedule V, Part II section II (A) of the Companies Act, 2013:

- (i) The Remuneration Committee of Directors had approved of this remuneration.
- (ii) The Company has not made any default in repayment of its debts.
- (iii) Your approval is sought to be obtained by a Ordinary Resolution.

Item No. 2

Shri Vishwambhar C.Saraf has been the Managing Director of the Company for the last three years and he is to be re-appointed for another term.

The remuneration and other terms will remain same as approved by members in the Annual General Meeting held on 30.09.2015

General Information as per Schedule V, Part II section II (A) of the Companies Act, 2013 :

- (i) The Remuneration Committee of Directors had approved of this remuneration.
- (ii) The Company has not made any default in repayment of its debts.
- (iii) Your approval is sought to be obtained by a Special Resolution.
- (iv) Enclosed hereto is a statement containing the following information:-

I. General Information:

- (1) Nature of Industry : Manufacture of Electrical Motors, Laboratory and Medical Equipments and allied items.
- (2) Commencement of commercial production : 1970
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not a new Company
- (4) Financial performance : The Company has a turnover of Rs.12196.20 Lacs and net profit of Rs.803.17 Lacs, for the financial year ended 31st March, 2015.
- (5) Foreign investments or collaborations : None

II. Information about the Appointee:

- (1) Shri Vishwambhar C. Saraf (76) is a commerce graduate from the University of Bombay and after graduation he joined the family business. He has more than 50 years of business experience. The Performance of the Company is increasing due to the leadership and guidance given by him. He holds 100 equity shares in the Company. He was first appointed on the board of the director on 31/10/1991. He holds 100 equity shares in the Company. He attended 4 (four) meetings of the Board of Directors during the year 2014-15. He is on the Board of Remi Edelstahl Tubulars Limited, Remi Process Plant And Machinery Limited, Magnificent Trading Private Limited, Technocraft Industries (India) Limited and Aura Realfinvest Private Limited. He is Chairman of Stakeholders Relationship Committee in Remi Edelstahl Tubulars Limited, Remi Process Plant And Machinery Limited and Technocraft Industries (India) Limited. He is Member of Audit Committee and Nomination and Remuneration Committee in Technocraft Industries (India) Limited.
- (2) Past remuneration : Rs.3,50,000/- plus other benefits and perquisites
- (3) Recognition or awards : None
- (4) Job profile and his suitability : He is in full charge of production, sales, export, finance and other administrative matters. His experience has proved that he fits well for this position
- (5) Remuneration Proposed : As set out in the Special Resolution.
- (6) Comparative Remuneration profile : In similar Companies, this package is the norm.
- (7) Pecuniary relationship : He and his family has a good financial stake in the Company

III. Other Information: Not Applicable.

IV. Disclosure:

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

Mr. Vishwambhar C. Saraf, his brother Mr. Rajendra C. Saraf and his son Mr. Ritvik V. Saraf are to be deemed to be interested in the item of business at 2.

Your Directors commend the resolutions for your approval.

REMI ELEKTROTECHNIK LIMITED

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

ATTENDANCE SLIP

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

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

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

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** to be held at the Company's Registered Office on **Wednesday, the 30th December, 2015, at 11.00 A.M.**

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

Member's/ Proxy's Signature

Form No. MGT-11 PROXY FORM

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

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

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

1.	Name :			
	Address :			
	E-mail Id :		Signature:	
				, or failing him
2.	Name :			
	Address :			
	E-mail Id :		Signature:	

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company, to be held on **Wednesday, the 30th December, 2015, at 11.00 A.M.** at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions:

No.	Description
1.	Re-appointment of Shri Ritvik V. Saraf as Whole-Time Director for three years
2.	Re-appointment of Shri.Vishwambhar.C.Saraf as Managing Director for three years

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.