

REMI SECURITIES LIMITED

Corporate Identification Number (CIN): L65990MH1973PLC016601
Remi House , Plot No.11, Cama Industrial Estate ,Goregaon (East) Mumbai-400063
Tel: 91 22 40589888 Fax: 91 22 26852335
E-mail: rs_igrd@remigroup.com, Website: www.remigroup.com

NOTICE OF POSTAL BALLOT PURSUANT TO SECTION 110 OF THE COMPANIES ACT, 2013

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) to the members of the Company that the special resolution as set out hereunder is proposed to be passed by postal ballot /electronic voting (e-voting) seeking consent of the members of the Company for proposed issue of 95,000 Equity shares to M/s Kuberkamal Industrial Investments Limited , Promoter and 1,55,000 Equity Shares to M/s Sumangal Shares & Securities Pvt. Ltd. Non-Promoter Group on a Preferential Basis.

The proposed resolutions, along with the explanatory statement setting out the material facts and reasons thereto, are appended below and a Postal Ballot Form is enclosed for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached self-addressed postage pre-paid business reply envelope. The duly completed Postal Ballot Form should reach the Scrutinizer not later than 17:00 Hours (IST) on **31.01.2015**.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through electronic means' in this notice.

The Scrutinizer after completion of scrutiny will submit the report to the Chairman after completion of the scrutiny for the postal ballot (including e-voting). The Results of the Postal Ballot ballot (including e-voting) will be posted on the website of the Company i.e. **www.remigroup.com** and the same will be intimated to the Stock Exchanges where the Equity Shares of the Company are listed .

**By order of the Board
For Remi Securities Limited**

**Sd/-
Nand Kishore Mittal
Director
DIN : 00156896**

**Place: Mumbai
Date: December 2, 2014**

Item No.1

Issue of Equity Shares on Preferential basis

To consider and if thought fit to pass with or without modification, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 42, 62 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India [SEBI (ICDR) Regulations, 2009], as amended from time to time, and any such approvals, consents, permissions or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to include any committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution), consent of the Company be and is hereby accorded to the Board of Directors of the Company to offer, issue and allot, on a preferential basis, 95,000 (Ninety Five Thousand) Equity Shares of Rs.10/- each of the Company to M/s Kuberkamal Industrial Investments Limited, Promoter and 1,55,000 (One Lakh Fifty Five Thousand) Equity Shares of Rs.10/-each to M/s Sumangal Shares & Securities Pvt Ltd , Non-promoter, at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI (ICDR) Regulations, 2009 to and on such terms and conditions and in such manner as the Board may think fit in its absolute discretion.

“RESOLVED FURTHER THAT the relevant date for the preferential issue, as per the SEBI (ICDR) Regulations, 2009, shall be 02.01.2015.

“RESOLVED FURTHER THAT the Equity Shares to be issued and allotted shall be subject to lock-in as provided under the provisions of SEBI ICDR Regulations,2009 and the Equity Shares so offered, issued and allotted shall rank paripassu with the existing equity shares of the Company in all respects.

“RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution , the Board of Directors, be and is hereby authorized to settle all questions that may arise in regard to the offer, issue or allotment of Equity shares as above and utilization of the proceeds of issue and to do all such acts, deeds, things and matters and to take all such steps and actions as it may in its absolute discretion deem fit and necessary without being required to seek any further consent or approval of Members.”

Registered Office:

Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: 2nd December , 2014

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the proposed resolution is annexed hereto.
2. The Notice is being sent to all the members, whose names appear on the Register of Members / List of Beneficial Owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on **05.12.2014**.
3. The self-addressed envelope attached to this Notice bears the address to which the duly completed Postal Ballot Form is to be sent.
4. Company is pleased to provide e-voting facility to all its Members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post.If a member has voted through e-voting and postal ballot both then the e-voting will be counted and voting done through postal ballot will be rejected.

By order of the Board
For **Remi Securities Limited**

Sd/-
Nand Kishore Mittal
Director
DIN : 00156896

5. Electronic copy of the Postal Ballot Notice of the Company is sent by email to the members whose email IDs are registered with the Company/ Depository Participants(s) for communication. For members who have not registered their email address, physical copy of the Postal Ballot Notice inter alia indicating the process and manner of e-Voting along with Postal Ballot form is being sent in the permitted mode. The said notice is also made available on the website of the Company (**www.remigroup.com**) and it will remain till the last date of receipt of the Postal ballot forms.i.e **31.01.2015**.
6. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the postal ballot Form and return the Postal Ballot Form duly completed and signed in the enclosed self-addressed business reply envelope to the scrutinizer so as to reach the Scrutinizer on or before the close of working hours on **31st January, 2015**. Any Postal Ballot received from the member beyond the said date will not be valid and voting by whether by post or by electronic means shall not be allowed beyond the said date.
7. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to **rs_igrd@remigroup.com**.
8. In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next-named Member.
9. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
10. Documents specifically stated in the Explanatory Statement are open for inspection at the Registered Office of the Company situated at Plot No.11 , Cama Industrial Estate, Goregaon (East) Mumbai 4000 063 between 4.00 p.m. to 5.00 p.m. on all working days up to the date of announcement of Postal Ballot Results i.e. **3rd February, 2015**.
11. Members are requested to send all communications relating to shares to our Registrar & Share Transfer Agent (R & T Agent) at the following address:
Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate, Saki Vihar Road,
Saki Naka, Andheri (East), Mumbai – 400 072
Tel. No. 022-2847 0652/4043 0200/2847 0653; Fax No. 022-28475207
Email : Investor@bigshareonline.com
12. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny of the postal ballots (including e-voting). The result of the voting by postal ballot (including e-voting). will be announced by the Chairman, on **3rd February, 2015**, at the registered office of the Company and will also be placed on the website of the Company (**www.remigroup.com**), website of NSDL and also on website of Bombay Stock Exchange.
13. The Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
14. The date of declaration of results of the postal ballot will be taken to be the date of passing the resolution .
15. **Voting through Electronic Means (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 and under Clause 35B of the Listing Agreement, the Company is pleased to provide its members facility to exercise their rights to vote by electronic means. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **www.evoting.nsdl.com**

The details procedure for e-voting is set out below:

(A) In case of members receiving an e-mail from NSDL:

- i) Open the PDF file '**RSL e-Voting.pdf**' attached to your e-mail using your Client ID/ Folio No. as password. The said PDF file contains your user ID and password/PIN

for e-voting. Please note that the password provided in PDF file is an 'Initial Password'.

- ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- iii) Click on Shareholder – Login.
- iv) Put user ID and password as Initial Password/PIN noted in step (i) above and click 'Login'.
- v) Password change menu will appear. Change the password with a new Password of your choice. Please note this new password and it is strongly recommended not to share your password with any person and take utmost care to keep your password confidential.
- vi) Home page of e-voting will open. Click on e-Voting: Active Voting Cycles.
- vii) Select 'EVEN' of **Remi Securities Limited**.
- viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- ix) Cast your vote by selecting appropriate option and click on 'Submit' and also 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 etc. along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at rsecscrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

(B) In case of Shareholders receiving physical copy of the Notice of Postal Ballot:

- i) Initial Password is provided as follows, at the bottom of the **Postal Ballot Form**.

EVEN (E-Voting Event number)	User ID	Password/PIN
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- ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) of (A) to cast vote.

(C) Other Instructions:

- i) In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the 'Downloads' section of NSDL's e-voting website www.evoting.nsdl.com.
- ii) If you are already registered with NSDL for e-voting then you can use your User ID and Password for casting your vote.
- iii) The voting rights of the members shall be in proportion to the paid up value of their shares in the equity Capital of the Company as on the cut-off date i.e. being **December 5, 2014**.
- iv) The voting period shall commence at 9:00 a.m. on **January 2, 2015** and will end at 5:00 p.m. on **January 31, 2015**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **December 5, 2014**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
- v) The Company has appointed Shri V. S. Iyer, Company Secretary in practice as the Scrutinizer, for conducting the e-voting and postal ballot process in a fair & transparent manner.
- vi) 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 communications.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013:

Item No.1

Issue of Equity Shares on Preferential basis

The Company proposes to issue and allot upto 2,50,000 (Two Lakhs Fifty Thousand Only) i.e 95,000 Equity Shares to M/s Kuberkamal Industrial Investments Limited, Promoter and 1,55,000 Equity shares to M/s Sumangal Shares and Securities Pvt Ltd , Non-promoter, on a preferential basis at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations .

Members' approval is being sought in terms of section 62 of the Companies Act, 2013 , which provides, inter alia that whenever it is proposed to increase the subscribed capital of a company by issue and allotment of further shares, such further shares shall be offered to the persons who on the date of the offer are holders of the equity shares of the company in proportion to the capital paid-up on that date unless the shareholders decide otherwise. Further, Section 42 of Companies Act, 2013, states that a Company shall not make private placement of its securities unless it is previously approved by shareholders of the Company by special resolution. The Listing Agreements executed by the Company with the Stock Exchanges where the shares of the Company are listed also provide that the Company shall, in the first instance, offer all securities for subscription pro rata to the shareholders unless the shareholders decide otherwise.

The following disclosure for the preferential issue of equity shares is being made in accordance with the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009 ("SEBI (ICDR) Regulations") relating to the Preferential Issue and the Companies Act, 2013:

1. Objects of the preferential issue:

To augment the availability of finance for its activities.

2. Proposal of promoters, directors or key managerial personnel of the Company to subscribe to the offer:

One of the Promoter i.e Kuberkamal Industrial Investments Limited is participating in the proposed preferential issue .However, None of the Directors or key managerial personnel of the Company will participate in the proposed preferential issue of Equity Shares.

3. Shareholding pattern before and after the preferential issue:

Sr. No.	Category of Shareholder	Pre Issue		Post Issue**	
		No. of Shares	% of Shareholding	No. of Shares	% of Shareholding
A	Promoters' holding :				
1.	Indian Promoters				
	Individual	0	0.00	0	0.00
	Bodies Corporate	8,83,500	50.49	9,78,500	48.93
2.	Foreign Promoters	0	0.00	0	0.00
	SUB TOTAL (A)	8,83,500	50.49	9,78,500	48.93
B	Non-Promoters' holding :				
1.	Institutional Investors	0	0.00	0	0.00
2.	Non-Institution Investors				
	Bodies Corporate	5,50,800	31.47	7,05,800	35.29
	Indian Public	2,03,000	11.60	2,03,000	10.15
	Trust	1,12,700	6.44	1,12,700	5.63
	SUB TOTAL (B)	8,66,500	49.51	10,21,500	51.07
	GRAND TOTAL (A+B)	17,50,000	100.00	20,00,000	100.00

** Assuming allotment of entire 2,50,000 equity shares under the proposed preferential issue.

4. Time within which preferential issue will be completed:

The Company shall complete the allotment of Equity Shares within a period of 15 (fifteen) days from the date of passing of the proposed special resolution by the shareholders or where the allotment on preferential basis requires any approval of regulatory authorities, the allotment of Equity Shares will be completed within 15 (fifteen) days from the date of such approval.

5. Particulars of the proposed allottees and the identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Issue:

Sr. No.	Name of proposed Allottees	Category	Pre issue holding*		Post issue holding**		Ultimate beneficial owners / entities who ultimately control proposed allottees of the shares proposed to be allotted
			No. of shares	%	No. of shares	%	
1	Kuberkamal Industrial Investments Limited	Resident Body Corporate	3,40,700	19.47	4,35,700	21.79	N.A.
2	Sumangal Shares & Securities Pvt. Ltd.	Resident Body Corporate	0	0.00	1,55,000	7.75	***Shareholders of the Company as per below list

** Assuming allotment of entire 2,50,000 equity shares under the proposed preferential issue.

*** Shareholders of Sumangal Shares & Securities Pvt. Ltd.

Sr. No.	Names of Shareholders	Sr. No.	Names of Shareholders
1	Manoj More	8	Kailash Bhageria
2	Sharad Podar	9	Bhupendra Kashyap
3	Kamal Tibrewal	10	Nawal Bansal
4	Ashish Kumar Tibrewal	11	Priti Podar
5	Dharamveer Singh Rewar	12	Narottam Bagaria
6	Ramanuj Sodani	13	Seema More
7	Renu Sushil Parasrampur		

None of the proposed allottees have sold or dispensed any of the holding during the six (6) months period prior to the relevant date, i.e., **2nd January , 2015**.

There will be no change in the control or composition of the Board of the Company consequent to the said Preferential Issue.

6. Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:

There will be no securities issued for consideration other than cash.

7. No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

Save and except the Preferential Issue as proposed in the resolution as set in the accompanying Notice, the Company has made no other issue or allotment of securities on preferential basis during the year.

8. Undertakings:

The Company hereby undertakes that it shall re-compute the price of the Equity Shares in terms of the SEBI ICDR Regulations where it is required to do so. The Company also undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares issued to proposed allottees shall continue to be locked in till the time such amount is paid by the allottees.

9. Auditor' Certificate:

The certificate of the statutory auditor as required under (ICDR) Regulations 2009, certifying that the Proposed preferential issue is being made in accordance with the requirements of these regulations shall be open for inspection at the Registered Office of the Company situated at Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai-4000 063 between 4.00 p.m. to 5.00 p.m. on all working days up to the date of announcement of Postal Ballot Results i.e. **3rd February , 2015**.

10. Lock In:

The equity shares to be allotted under the proposed preferential issue shall be subject to lock in for a period of 3 years for the Promoters and 1 year for Non promoter from the date of trading approval, in accordance with the SEBI ICDR Regulations. Further the entire pre-issue shareholding of the proposed allottees, if any, shall be locked-in from the relevant date upto a period of six months from the date of trading approval as per Regulation 78(6) of the SEBI ICDR Regulations.

11. Relevant date and Pricing of the issue:

The Relevant Date for the pricing of the Equity Shares to be issued pursuant to the aforesaid preferential allotment is Sunday **4th January, 2015**, being 30 days prior to the date of declaration of the result of the Postal Ballot. Therefore ,as per Regulation 71 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, where relevant date falls on a weekend/holiday , the day preceding the weekend/holiday is reckoned to be the relevant date Hence , The relevant date is **2nd January , 2015**.

The Board at its meeting held on **December 2, 2014** has approved the issue and allotment of Equity Shares on preferential basis in the manner stated hereinabove.

Pursuant to the provisions of Section 62 of the Companies Act, 2013 and Regulation 72(1)(a) of the ICDR Regulations, the above Preferential Issue requires approval of its shareholders by way of a Special Resolution. The Board, therefore, recommends the above mentioned resolution to be passed as a Special Resolution through Postal Ballot/ e-voting.

One of the Promoter i.e M/s Kuberkamal Industrial Investments Limited is participating the proposed preferential issue .However, None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in this resolution.

The Board recommends the resolution for your approval.

Registered Office:

Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400063

Place: Mumbai

Date: 2nd December , 2014

Encl:

1. Postal Ballot Form
2. Self-addressed Postage Pre-paid Business Reply Envelope

By order of the Board
For **Remi Securities Limited**

Sd/-
Nand Kishore Mittal
Director
DIN : 00156896

REMI SECURITIES LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E),
Mumbai- 400 063, CIN: L65990MH1973PLC016601, Email: rs_igrd@remigroup.com,
Web.: www.remigroup.com, Ph.: 022-40589888, Fax: 022-26852335

Postal Ballot Form

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No. :

No. of Shares Held :

I/We hereby exercise my/ our vote in respect of the Special Resolution to be passed through postal ballot for the business stated in the Notice of the Company by conveying my/our assent or dissent to the said resolution by placing a tick (√) mark in the appropriate box below:

Item No.	Resolution summary	No. of shares held by me	I assent to the resolution Please tick (√)	I dissent to the resolution Please tick (√)
1	To issue and allot on preferential basis, 2,50,000 equity shares of Rs. 10/- each at a price not lower than the price to be determined in accordance with Chapter VII of the SEBI ICDR Regulations .			

Place:

Date :

Signature of the Member

Electronic Voting Particulars

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
101465		

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

Commencement of e-voting	End of e-voting
From 9.00 a.m. of 2nd January, 2015	Upto 5 p.m. of 31st January , 2015

Notes :

1. Please read the instructions **printed Overleaf** Carefully before filling this Form and for e-voting. Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
2. The last date for the receipt of Postal Ballot Forms by the Scrutinizer is **January 31, 2015** up to 17:00 Hours IST.

Instructions:

1. A Member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the attached postage-prepaid self- addressed Business Reply Envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / speed post at the expense of the Member, will also be accepted.
2. Alternatively, a Member may vote through electronic mode as per the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the Shareholder. In case of joint holding, this form should be completed and signed by the first-named Member and in his / her absence, by the next-named Member.
4. The self-addressed envelope attached to this Notice bears the address to which the duly completed Postal Ballot Form is to be sent
5. Consent must be accorded by placing a tick mark [] in the column '**I assent to the resolution**' or dissent must be accorded by placing a tick mark [] in the column '**I dissent to the resolution**'.
6. Duly completed Postal Ballot Forms should reach the Scrutinizer not later than the close of working hours on or before Saturday, **31st January, 2015** (i.e. 17:00 Hours). If any Postal Ballot Form is received after this date, it will be considered that no reply from such Member has been received.
7. A Member may request for a duplicate Postal Ballot Form, if so required through email at **rs_igrd@remigroup.com**. However, the duly filled-in duplicate Postal Ballot Forms should reach the Scrutinizer not later than the date and time specified in Item (6) above.
8. The right of voting by postal ballot shall not be exercised by proxy.
9. Members are requested to fill the Postal Ballot form in indelible ink (and avoid filling it by using erasable writing mediums like pencil).
10. Unsigned, incomplete, improper Postal Ballot Form or the form in which any other material information is missing or postal ballot containing misleading information will be rejected.
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name of the Member on the cut -off date , i.e. **5th December , 2014**.
12. There will be one Postal Ballot Form for every Folio/ Client ID, irrespective of the number of Joint holders.
13. In case of shares held by Companies, Trusts, Societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board resolution/ authorization giving requisite authority to the person voting on the Postal Ballot Form, together with the duly attested specimen signature(s) of the authorized signatories and are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to **rsecscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
14. The Scrutinizer's decision on the validity of the postal ballot shall be final and binding.
15. The Result along with Scrutinizer's Report of the Postal Ballot shall be placed on the Website of the Company i.e. **www.remigroup.com**, website of NSDL and also on website of Bombay Stock Exchange.
16. Any query in relation to the resolutions proposed to be passed by Postal Ballot may be addressed to Telephone no 022-40589888 or email at **rs_igrd@remigroup.com** .
