



BOARD OF DIRECTORS :

Chairman & Managing Director
Director
Director

Mr. Bhupinder Singh Sahney (DIN: 00376152)
Ms. Brijween Kaur Sahney (DIN: 00374606)
Ms. Jasmine Sahney Pillai (DIN: 00374242)

President-Finance &
Company Secretary

Mr. P.S. Sastry

Auditors

M/s. Venugopal & Chenoy,
Chartered Accountants
Hyderabad

Bankers

Canara Bank, Basheerbagh, Hyderabad
Canara Bank, Muthialpet, Puducherry

Factory

Thondamanatham Village, Villianure commune
Puducherry- 605 502

Registered Office

8-2-409, Road No.6, Banjara Hills,
Hyderabad- 500034, Ph: 040-2335 4833
Website: www.reilindia.com
E-Mail: reilcorp@reilindia.com

Registrar & Share Transfer Agent

Aarathi Consultants Pvt Ltd,
1-2-285, Domalguda, Hyderabad- 500 029
Phone: 040-27634445 / 27638111
Website: www.aarthiconsultants.com
E-Mail: info@arthiconsultants.com

Notice to the 41st Annual General Meeting

NOTICE is hereby given that the 41st Annual General Meeting of the Members of REiL ELECTRICALS INDIA LIMITED (CIN: L31909TG1973PLC015448) will be held at Radisson Blu Plaza Hotel, 8-2-409, Road no.6, Banjara Hills, Hyderabad-500034, Telangana on Wednesday, the 30th September, 2015 at 11.00 am to transact the following business:

ORDINARY BUSINESS:**Item No.1- Adoption of Financial Statements**

To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2015 and the Reports of the Board of Directors and the Auditors thereon.

Item No.2- Appointment of Director

To appoint a Director in place of Ms .Brijween Kaur Sahney (DIN: 00374606) who retires by rotation and is eligible for re-appointment.

Item No.3- Appointment of Auditors

To appoint auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration and to pass the following resolution thereof:

“RESOLVED THAT pursuant to the provisions of the Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules framed there under, M/s. Venugopal & Chenoy, Chartered Accountants, (Firm Regn No: 004671S) be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on such remuneration as may be determined by the Board of Directors.”

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The Instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than **Forty-Eight Hours** before the meeting. Proxies submitted on behalf of limited companies, societies etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2015 to 30.09.2015 (both days inclusive).

3. Members holding shares in electronic form are requested to intimate any change in their address to the depository participant (DP) with whom the demat account is maintained.
4. Members are requested to bring admission slip duly filled in along with the copy of Annual Report to the Meeting.
5. Members are requested to intimate any change of registered address (including PIN code number) to the Registered Office of the Company, if they are holding shares in physical mode only.
6. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.
7. The Securities and Exchange Board of India 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 have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, Aarthi Consultants Pvt. Ltd, 1-2-285, Domalguda, Hyderabad-500029, Ph: 040-27638111/27634445
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules framed thereunder and the clause 35B of the listing agreement, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. In order to enable its Members, who do not have the access to e-voting facility to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, the Company is enclosing a Ballot Form with the Notice. Instructions for Ballot Form are given at the back of the said form and instructions for e-voting are given here in below. Resolution(s) passed by Members through Ballot Forms or e-voting is / are deemed to have been passed as if they have been passed at the AGM.
9. Mr.B.S.Harikrishna, Company Secretary in Practice, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process (including the Ballot Form received from the Members who do not have access to the e-voting process) in a fair and transparent manner.
10. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
11. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
12. In case a Member is desirous of obtaining a duplicate Ballot Form, he may send an e-mail to reilcorp@reilindia.com by mentioning their Folio / DP ID and Client ID No. However, the duly completed Ballot Form should reach the Scrutinizer, Mr.B.S.Harikrishna, Company Secretary in Practice, # 1-2-597/24/3, 2nd Floor, Beside Ambica Jewellers, Lower Tank Bund Flyover Road, Domalguda, Hyderabad-500029 not later than Tuesday, September 29, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

13. The instructions for e-voting are as under:

(A) In case of members receiving e-mails from NSDL (for Members whose email addresses are registered with the Company/Depositories):

- i. Open email and the attached PDF file titled “Reil e-voting” with your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as default password. The said PDF file contains your “User ID” and “Password for E-Voting”. Please note that password is an initial password.
- ii. Launch Internet browser by typing the URL: <http://www.evoting.nsdl.com/>
- iii. Click on “shareholders” – “Login”
- iv. Type in your User ID and password as initial password as mentioned as step (i) above and click Login. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Please note your new password. It is strongly recommended that you do not share your new password and take utmost care to keep your password confidential.
- v. Home page of e-voting opens. Click on “e-Voting: Active Voting Cycles”.
- vi. Select “EVEN” (E-voting Event Number) of REIL ELECTRICALS INDIA LIMITED for casting your vote.
- vii. Cast your vote by selecting the appropriate option and click on “submit” and also “confirm” when prompted.
- viii. Upon confirmation, the message “Vote cast successfully” will be displayed. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
- ix. Institutional Shareholders (other than Individuals, HUF, NRI etc.) are also required to send a scanned copy (PDF/ JPG Format) of the relevant Board resolution/Authority letter, etc., together with an attested specimen signature of duly authorized signatory(ies) who are authorized to vote, to the scrutinizer through email to bshari.cs@gmail.com with a copy marked to evoting@nsdl.co.in and reilcorp@reilindia.com.

(B) In case a Member receives physical copy of the Notice of AGM (for members whose email addresses are not registered with the Company/Depository Participants(s) or requesting physical copy) :

- i) Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD
- ii) Please follow all steps from Sl. No. (ii) to Sl. No. (ix) above, to cast vote.

(C) Other Instructions

- i. The e-voting period commences on Sunday, September 27, 2015 (9.00 a.m. IST) and ends on Tuesday, September 29, 2015 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 23, 2015 i.e. cut-off date, 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 / she shall not be allowed to change it subsequently or cast vote again.

- ii. The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting, voting through ballot form, as well as voting at the meeting through ballot.
- iii. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in . 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 forget your password, you can reset your password by using “Forgot User Details / Password” option available on www.evoting.nsdl.com.
- iv. The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would 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 authorised by him in writing who shall countersign the same.
- v. The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.reilindia.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”), where the shares of the Company are listed.

Place: Hyderabad
Date: May 29, 2015

By order of the Board of Directors
For **REIL ELECTRICALS INDIA LIMITED**
P.S. Sastry
President (Finance) &
Company Secretary

DIRECTORS' REPORT

Yours Directors have pleasure in presenting their 41st Annual Report together with the Audited Accounts for the year ended March 31, 2015.

1. Financial Results:

(₹ In Lakhs)

Particulars	Year ended 31.03.2015	Year ended 31.03.2014
Turnover	1600.12	2226.09
Profit before interest and depreciation & Adjustments	46.76	58.23
Interest and Finance Charges	44.04	41.24
Depreciation	28.56	49.56
Profit before Tax	(27.26)	(42.48)
Current Tax after Adjustments	1.25	7.69
Profit after Tax	(28.51)	(50.17)

2. Dividend:

In view of Loss, your Directors do not recommend any Dividend on the equity shares of the Company.

3. Operations:

During the year ended 31st March, 2015, your company's turnover was ₹1600.12 Lakhs (previous year ₹ 2226.09 Lakhs) with a net loss of ₹ 28.51 Lakhs (previous year loss of ₹50.17 Lakhs). Your company experienced slow down in off-take from some of the customers and hence decrease in turnover compared to previous year. Order book situation has not improved considerably and revenue for the year 2015-16 is expected to grow only marginally.

4. Board Meetings:

The Board of Directors duly met 6 times during the financial year from 1st April, 2014 to 31st March, 2015. The dates on which the meetings were held are stated in Corporate Governance Report.

5. Share Capital:

The paid up Equity Capital as on March 31, 2015 was ₹ 377.50 Lakhs. During the year under review the Company has not issued any securities.

6. Directors:

Pursuant to the provisions of the Companies Act, 2013, Ms. Birjween Kaur Sahney, Director of the Company retires from the Board by rotation and being eligible offers herself for re-appointment.

7. Corporate Governance:

Pursuant to Clause 49 of the Listing Agreement with stock exchange, Corporate Governance Report and Auditors Certificate regarding the compliance of the conditions of Corporate Governance are made part of the Annual Report. The code of conduct for Directors and Senior Management personnel of the Company, as approved by the Board, has been affirmed on an annual basis by all the Directors of the Company. The relevant certification on the various matters specified under paragraph V of Clause 49 has been certified by the Chairman & Managing Director and President (Finance) & Company Secretary.

8. Listing Information:

The Company's Shares are presently listed at BSE Ltd., Mumbai and trading is infrequent. The Listing fee to the Stock Exchange has been paid up to date.

Regarding the delisting offer made in 2014, a Public Announcement has been issued in the newspapers as required under Regulation 10(1) of the Delisting Regulations. The total number of Equity Shares tendered by the Public Shareholders in the Delisting Offer, as per the website of BSE Limited were 11,100 Equity Shares, of which the number of Offer Shares tendered at or below the Discovered Price were 9,150 Equity Shares. The number of Offer Shares tendered was less than the minimum number of Offer Shares required to be accepted by the Acquirers for the Delisting Offer to be successful in terms of Regulation 17 of the Delisting Regulations. Thus, the Delisting Offer failed in terms of Regulation 19(1) of the Delisting Regulations.

9. Director's Responsibility:

Pursuant to section 134(5) of the Companies Act, 2013, the Directors confirm that:

- (i) in the preparation of the annual accounts for the financial year ended 31st March, 2015, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;;

- (iii) the directors had 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 the fraud and other irregularities;
- (iv) the annual accounts are prepared on a going concern basis.
- (v) they had laid down internal financial controls to be followed by the company and that such internal controls are adequate and were operating effectively; and
- (vi) they had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

10. Public Deposits:

Your Company has not accepted any deposits from the Public.

11. Auditors:

11.1 Statutory Auditors:

The Company's Auditors, M/s. Venugopal & Chenoy, Chartered Accountants, Hyderabad who retire at the ensuing Annual General Meeting are eligible for re-appointment. They have confirmed their eligibility under section 141 of the Companies Act, 2013 and the Rules framed thereunder for re-appointment as Auditors of the Company.

11.2 Secretarial Audit:

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed Ms. Manjula Aleti, Practicing Company Secretary to undertake the Secretarial Audit of the company. The report of the Secretarial Audit Report is annexed herewith as "**Annexure A.**"

12. Extract of Annual Return:

The details forming part of the extract of the Annual Return in Form MGT-9 is annexed herewith as "**Annexure-B.**"

13. Related Party Transactions:

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 are no materially significant related party transactions made by the Company with Promoters, Directors, Key Managerial Personnel or other designated persons which may have a potential conflict with the interest of the Company at large. Disclosures in terms of related party transactions are shown in note no.19 of notes to accounts.

14. Particulars of Loans, Guarantees or Investments:

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the notes to the Financial Statements.

15. Corporate Social Responsibility

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the said provisions are not applicable.

16. Conservation of Energy, Technology absorption, foreign exchange earnings and outgo
(i) Conservation of Energy:

Though the Company's production facilities are not energy intensive, measures have been adopted to conserve usage of energy.

(ii) Research and Development & Technology absorption:

Company's in-house Design & Development facilities have enabled continuous redesigning of the products and their components to save cost and improve quality.

(iii) Foreign Exchange Inflow & Outflow: (₹ In Lakhs)

(A) INFLOW - (i) Export Earnings (FOB)	5.32
(B) OUTFLOW - (i) Imports - CIF	215.38
(ii) Foreign Travel	5.94

17. Particulars of Employees:

During the year under report, no employee throughout the year or part of the year was in receipt of remuneration upto or in excess of the sums prescribed under Section 197 of the Companies Act, 2013 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

18. Remuneration ratio of the Directors/Key Managerial Personnel (KMP)/Employees

S.No	Name	Designation	Remuneration paid FY 2014-15 (₹ Lakhs)	Remuneration paid FY 2013-14 (₹ Lakhs)	Increase in remuneration from previous year (₹ Lakhs)	Ratio/Times per Median of employee remuneration
1	Mr.Bhupinder Singh Sahney	Managing Director	48.39	34.05	14.34	20.44
2	Mr.P.S.Sastry	President-Finance & Company Secretary (KMP)	43.63	40.72	2.91	18.40
3	Mr. Hans Raj Mishra	CEO	40.85	38.00	2.85	16.70

19. Acknowledgements:

Your Directors take this opportunity to place on record their appreciation for the co-operation and support extended by Banks, Financial Institutions and Business Associates.

Your Directors also wish to place on record their appreciation to all the employees for their sincere and dedicated services rendered to the Company and are also grateful to all the members of the Company for reposing continued trust and confidence in the Management of the Company.

For and on behalf of the Board

Place: Hyderabad
Date: 29-05-2015

B.S.Sahney
Chairman & Managing Director