



ELECTRICALS INDIA LIMITED

(CIN: L31909TG1973PLC015448)

**Annual Report
2015-2016**



BOARD OF DIRECTORS :

Chairman & Managing Director
Director
Director

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

Company Secretary

Mrs. Sujana Vakada

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,
(CIN: U74140TG1992PTC014044)
1-2-285, Domalguda, Hyderabad- 500 029
Phone: 040-27634445 / 27638111
Website: www.aarthiconsultants.com
E-Mail: info@arthiconsultants.com

Notice to the 42nd Annual General Meeting

NOTICE is hereby given that the 42nd 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 Friday, the 30th September, 2016 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, 2016 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 Mrs .Jasmine Sahney Pillai (DIN: 00374242) 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.”

SPECIAL BUSINESS:**Item no.4- Re-appointment of Mr.Bhupinder Singh Sahney as Managing Director**

To approve re-appointment of Mr. Bhupinder Singh Sahney (DIN: 00376152) as the Managing Director and in this regard, to consider and, if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT in pursuance to the provisions of Section 196, 197 & 203 and all other applicable provisions, if any, and read with Schedule V of the Companies Act 2013, including any statutory modification and re-enactment thereof for the time being in force the consent of the members of the Company be and is hereby accorded to re-appointment of Mr. Bhupinder Singh Sahney (DIN: 00376152) as Managing Director of the Company (not liable to retire by rotation) for a period of 03 years w.e.f. 29.07.2016, on the following terms and conditions:

- a) Salary of Rs. 42,00,000 per annum (Rupees Forty Two Lakhs per annum)
- b) Perquisites including medial reimbursement, leave travel allowance, expenditure on gas, electricity and water, house maintenance etc., shall be valued as per the Income Tax Rules.
- c) Provident fund and gratuity as per rules of the Company

“RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of Mr.B.S.Sahney, the Company has no profits or its profits are inadequate, the Company will pay remuneration by way of salary, allowances and perquisites within the limits as laid down under sections 196, 197 & 203 and all other applicable provisions, if any, of the Act read with Schedule V of the Companies Act, 2013 as in force from time to time.”

“RESOLVED FURTHER THAT the Company Secretary be and is hereby authorized to do all such acts and deeds as may be considered desirable or expedient to give effect to the aforesaid resolution.”

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 4 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), of the person seeking re-appointment as Director under Item No. 2 of the Notice, is also annexed.
2. Additional information pursuant to the listing agreement with the stock exchange and SS - 2 in respect of all Directors seeking appointment/re-appointment as mentioned under items nos. 2 and 4 contained in the notice of Annual General Meeting is provided hereunder. The said Directors have furnished necessary consents/ declarations for their re-appointment.

**Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting
[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015 and Secretarial Standard 2 on General Meeting]**

| Name of the Director | Mrs. Jasmine Sahney Pillai | Mr.Bhupinder Singh Sahney |
|---|--|--|
| Date of Birth | 22-08-1964 | 23-07-1940 |
| Date of Appointment on the Board | 08-05-1998 | 11-04-1973 |
| Qualifications | Bachelors Degree | Bachelors Degree in Science |
| Expertise | Experience of 15 years | Vast Experience of more than 40 years in manufacturing technologies, systems, processes and controls. |
| No.of Equity Shares held in the Company | 3,41,250 | 10,98,380 |
| Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies) | (a) Bhupinder Investment Company Pvt Ltd (b) BS Real Estate Ventures Pvt Ltd (c) Time and Space Advertising Services Pvt Ltd | (a) Daaj Hotels and Resorts Pvt Ltd (b) Bhupinder Investment Co Pvt Ltd (c) BS Real Estate Ventures Pvt Ltd (d) Sahney Prestolite Electricals India Pvt Ltd |
| Memberships/ Chairmanships of committees across all companies | N.A. | N.A. |
| Number of Meetings attended during the year | 6 of 6 | 6 of 6 |

3. 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 /herself 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 24.09.2016 to 30.09.2016 (both days inclusive).
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Aarathi Consultants Private Limited (RTA) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to RTA.
7. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to RTA.
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or RTA, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.

12. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.reilindia.com (under 'Investor Information' section). Members holding shares in physical form may submit the same to RTA. Members holding shares in electronic form may submit the same to their respective depository participant.
13. The Notice of the AGM along with the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2015-16 will also be available on the Company's website viz. www.reilindia.com
14. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs / RTA. Members are requested to provide their e-mail address through company's email i.e. reilcorp@reilindia.com and ensure that the same is also updated with their respective DP for their demat account(s). The registered e-mail address will be used for sending future communications.
15. The route map showing directions to reach the venue of the Forty Second AGM is annexed.
16. In compliance with the provisions of Section 108 of the Act and the Rules framed thereunder, as amended from time to time, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by CDSL, 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 and instructions for e-voting are given herein 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.
17. The board of directors has appointed Mr.D.Raghavendar Rao, Practicing Company Secretary (Membership No. ACS 35788) as the Scrutinizer to scrutinize the voting at the meeting and remote e-voting process in a fair and transparent manner.
18. 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.
19. 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.
20. 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.D.Raghavendar Rao, Practicing Company

Secretary, # Flat No.113, Block-B, Sri Datta Sai Commercial Complex, Opp.Sapthagiri Theatre, RTC 'X' Roads, Hyderabad-500020 not later than Thursday, September 29, 2016 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.

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

- (i) The voting period begins on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, September 23, 2016 i.e., the cut-off date (record date) may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|--|---|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</p> |

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for

voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant REIL Electricals India Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) **Note for Non – Individual Shareholders and Custodians**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. Other Instructions

- i. The e-voting period commences on Tuesday, September 27, 2016 (9.00 a.m. IST) and ends on Thursday, September 29, 2016 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday September 23, 2016 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL 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. 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.
- iv. 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 CDSL www.evotingindia.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.

STATEMENT PURSUING TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

ITEM NO. 4

Mr.Bhupinder Singh Sahney is a Promoter Director and is actively associated with the development of the Company from its inception. He was appointed as Managing Director w.e.f. 29.07.2013 and still continues as Managing Director of the Company.

Your directors are desirous that his valuable services may be continued and be utilized for the benefit of the Company. Accordingly the Board recommends the appointment of Mr.Bhupinder Singh Sahney as Managing Director of the Company for a further period of 03 years on remuneration as set forth in the resolution.

He is not disqualified from being re-appointed as director in terms of Section 164 of the Act. Board is of opinion that his re-appointment is properly justified, considering his contribution in the growth of the Company as explained above.

Considering the role and the important contribution made by Mr.Bhupinder Singh Sahney in varied capacities for the growth of the Company, the Board of Directors unanimously approved the above remuneration as detailed in the resolution.

The terms of reference contained in the resolution may also be treated as an abstract / compliance under



section 190 of the Companies Act 2013.

The Board of Directors recommends the resolution for your approval as special resolution.

Mr.Bhupinder Singh Sahney as Managing Director of the Company and Mrs. Brijween Kaur Sahney & Mrs. Jasmine Sahney Pillai being relatives of Mr.Bhupinder Singh Sahney may be deemed to be interested in the resolution.

Place: Hyderabad
Date: August 04, 2016

By order of the Board of Directors
For **REiL ELECTRICALS INDIA LIMITED**
Sujana Vakada
Company Secretary