

REIL ELECTRICALS INDIA LIMITED
(CIN: L31909TG1973PLC015448)

**Annual Report
2016-2017**

**BOARD OF DIRECTORS:**

Chairman & Managing Director

Mr. Bhupinder Singh Sahney (DIN: 00376152)

Director

Ms. Brijween Kaur Sahney (DIN: 00374606)

Director

Ms. Jasmine Sahney Pillai (DIN: 00374242)

Independent Director

Mr. Suresh Raj Madhok (DIN: 00220582)

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

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

Notice to the 43rd Annual General Meeting

NOTICE is hereby given that the 43rd Annual General Meeting of the Members of **REIL ELECTRICALS INDIA LIMITED** (CIN: L31909TG1973PLC015448) will be held at the registered office of the company situated at # 8-2-409, Road No. 6, Banjara Hills, Hyderabad-500034, Telangana on Saturday, the 30th September, 2017 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, 2017 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. Brijween Kaur Sahney (DIN: 00374606) who retires by rotation being eligible and offers herself for re-appointment.

Item No.3- Appointment of Auditors

To appoint the auditors of the company and to fix their remuneration

Provisions of section 139 of the Companies act, 2013, lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and the Rules made hereunder, it is mandatory to rotate statutory auditor on completion of two terms of five consecutive years. The rules also lay down the transitional period that can be served by the existing auditors depending on the number of consecutive years for which an audit firm has been functioning as auditor in the same company. The incumbent auditors M/s. Venugopal & Chenoy, Chartered Accountants, (Firm Regn No: 004671S) have served the company for over 10 years before the Act was notified and will be completing the maximum number of transitional period (three Years) at the ensuing AGM.

The audit committee of the company has proposed on 17th August, 2017 and the Board has recommended the appointment of M/s. D.V.Aditya & Co, Chartered Accountants, (Firm Registration No: 000044S) as the statutory auditors of the company who will hold office for a period of five consecutive years from the conclusion of the 43rd Annual General Meeting of the company till the conclusion of the 48th Annual General Meeting. The first year of the audit will be of the financial statements for the year ending 31.03.2018 which will include the audit of the quarterly financial statements for the year.

Therefore the Shareholders are requested to consider and if thought fit, to pass the following resolution as ordinary resolution:

“RESOLVED THAT pursuant to section 139 and 142 and other applicable provisions of the Companies Act, 2013 and the rules made there under, as amended from time to time, pursuant to the proposals of the audit committee of the Board and recommendations of the Board, M/s. D.V.Aditya & Co , Chartered Accountants (Firm Registration No: 000044S) be and here by appointed as the statutory auditors of the company to hold office for a period of five Consecutive years commencing from the financial year 2017-18, on remuneration that may be determined by the audit committee in consulting with the auditors, and that such remuneration be paid on progressive billing basis.”

SPECIAL BUSINESS:**Item No.4- Appointment of Mr. Suresh Raj Madhok as Director:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof Mr. Suresh Raj Madhok [DIN: 00220582] who was appointed as an Additional Director of the Company on November 14, 2016 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from on November 14, 2016.”

Annexure to the Notice

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

Item No. 4

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors of the Company have appointed Mr. Suresh Raj Madhok [DIN: 00220582] as an Additional Director (Independent) of the Company to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting (“AGM”).

As an Additional Director, Mr. Suresh Raj Madhok [DIN: 00220582] holds office till the date of this AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Suresh Raj Madhok [DIN: 00220582] as a Director of the Company. The Company has also received a declaration from Mr. Suresh Raj Madhok confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Suresh Raj Madhok is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company.

In the opinion of the Board, Mr. Suresh Raj Madhok [DIN: 00220582] fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company. Mr. Suresh Raj Madhok [DIN: 00220582] is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Suresh Raj Madhok [DIN: 00220582] and his relatives, are in any way, concerned or interested in the said resolution. The resolution as set out in item No. 4 of this Notice is accordingly commended for your approval.

NOTES:

1. The relevant Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item No. 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. Brijween Kaur Sahney	Mr Suresh Raj Madhok
Date of Birth	23-06-1944	01-09-1941
Date of Appointment on the Board	21-10-1984	14-11-2016
Qualifications	Bachelors Degree	Bachelors Degree in Science
Expertise	Vast Experience of more than 40 years in managing the affairs of the company, manufacturing technologies, systems, processes and controls.	Experience in Overall Management.
No. of Equity Shares held in the Company	6,49,120	NIL
Directorships held in other public companies including private companies which are subsidiaries of public companies (excluding foreign companies)	(a) Daaj Hotels and Resorts Pvt Ltd (b) Bhupinder Investment Co Pvt Ltd (c) BS Real Estate Ventures Pvt Ltd	a) Empee Sugars And Chemicals Limited b) Empee Distilleries Limited c) South India Hotels and Restaurants Association d) Daaj Hotels and Resorts Private Limited e) Apollo Sindoori Hotels Limited f) Empee Hotels Limited g) Empee International Hotels and Resorts Limited

Name of the Director	Mrs. Brijween Kaur Sahney	Mr Suresh Raj Madhok
Memberships/ Chairmanships of committees across all companies	N.A.	N.A
Number of Meetings attended during the year	5 of 5	1 of 5

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 24.09.2017 to 02.10.2017 (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 2016-17 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 2016-17 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 43rd 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. The instructions for e-voting are given herein below. 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 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.
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 Compelx, Opp.Sapthagiri Theatre, RTC 'X' Roads, Hyderabad-500020 not later than Friday, September 29, 2017 (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 e-voting period commences on **Wednesday, September 27, 2017** (9.00 A.M. IST) and ends on **Friday, September 29, 2017** (5.00 P.M. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Saturday, September 23rd, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. 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.
Bank Details OR Date of Birth (DOB)	<p>Enter the 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.</p> <ul style="list-style-type: none"> 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).

- (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.