



ELECTRICALS INDIA LIMITED

(CIN: L31909TG1973PLC015448)

**44th Annual Report
2017-2018**



REIL ELECTRICALS INDIA LIMITED

(CIN: L31909TG1973PLC015448)

BOARD OF DIRECTORS

Mr. Bhupinder Singh Sahney (DIN: 00376152)	Chairman & Managing Director
Ms. Brijween Kaur Sahney (DIN: 00374606)	Director
Ms. Jasmine Sahney Pillai (DIN: 00374242)	Director
Mr. Suresh Raj Madhok (DIN : 00220582)	Independent Director

Company Secretary

Ms. Sujana Vakada (upto 31.05.2018)
Ms. Girija Rampalli (from 13.08.2018)

Statutory Auditors

M/s. D.V. Aditya & Co,
Chartered Accountants,
Hyderabad

Secretarial Auditors

Mr. Subhash Kishan Kandrapu
Company Secretary
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

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Notice to the 44th Annual General Meeting

NOTICE is hereby given that the 44th 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 28th September, 2018 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, 2018, the Report of the Board of Directors and the Auditors thereon.

Item No.2- Appointment of Director

To appoint a Director in place of Ms. Jasmine Sahney Pillai (DIN:00374242) who retires by rotation and being eligible, offers herself 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. D.V.Aditya & Co , Chartered Accountants, (Firm Registration No: 000044S) be and are hereby 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.”

“RESOLVED FURTHER THAT any Director or Company Secretary of the Company 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 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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS - 2 in respect of all Directors seeking appointment/re-appointment as mentioned under items nos. 2 contained in the notice of Annual General Meeting is provided hereunder. The said Director has furnished necessary consents/ declarations for her 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	Ms. Jasmine Sahney Pillai
Date of Birth	22 nd August 1964
Date of Appointment on the Board	08.05.1998
Qualifications	Graduate
Expertise	Vast Experience of more than two decades in managing the affairs of the company, manufacturing technologies, systems, processes and controls.
No. of Equity Shares held in the Company	3,41,250
Directorships held in other public / private 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 (d) SPR Auto Electricals Pvt Ltd (e) Time and Space Advertising Services Pvt Ltd
Memberships/ Chairmanships of committees across all companies	Nil
Number of Meetings attended during the year	4 of 4

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 24.09.2018 to 30.09.2018 (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, Aarthi 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 2017-18 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 2017-18 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 44th 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 Thursday, September 27, 2018 (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 Tuesday, **September 25, 2018** (9.00 a.m. IST) and ends on Thursday, **September 27, 2018** (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018 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> <p>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 25, 2018** (9.00 a.m. IST) and ends on Thursday, **September 27, 2018** (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday September 21, 2018 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.

By order of the Board of Directors
For **REIL ELECTRICALS INDIA LIMITED**

Bhupinder Singh Sahney
Managing Director

Place: Hyderabad
Date : 13.08.2018

DIRECTORS' REPORT

Yours Directors have pleasure in presenting their 44th Annual Report together with the Audited Accounts for the year ended March 31, 2018.

1. Financial Results:

(Rs. in Lakhs)

Particulars	Year ended 31.03.2018	Year ended 31.03.2017
Revenue	1743.87	1745.87
Profit before interest and depreciation &	227.53	252.08
Interest and Finance Charges	1.06	19.27
Depreciation	22.85	25.16
Profit before Tax	95.83	207.65
Current Tax after Adjustments	58.24	38.87
Profit after Tax	37.59	168.78

2. Operations:

Your Company's Revenue stood at Rs. 1743.87 Lakhs for the year ended March 31, 2018 as against Rs. 1745.87 Lakhs in the previous year as there was substantial effect on sale in after market and OEM due to GST introduction.

3. Dividend:

Your Directors do not recommend dividend on the equity shares of the Company for the period under review.

4. Transfer to reserves

During the Financial Year under review, no amount has been transferred to reserves

5. Board Meetings:

The Board of Directors duly met 4 times during the financial year from 1st April, 2017 to 31st March, 2018. The dates on which the meetings were held are stated in Corporate Governance Report.

6. Share Capital:

The paid up Equity Capital as on March 31, 2018 was Rs. 377.50 Lakhs. During the year under review the Company has not issued any securities.

Dematerialisation of Shares:

98.72% of the company's paid-up equity share capital is in dematerialized form as on 31st March, 2018 and balance 1.28 % is in physical form.

7. Extract of the Annual Return

The extract of annual return as on the financial year ended 31st March, 2018 in **Form No. MGT-9** is annexed as **Annexure -D.**

8. Directors:

In accordance with the provisions of Section 152 of the Companies Act, 2013, read with applicable Rules, if any, Ms. Jasmine Sahney Pillai retires by rotation at the ensuing Annual General Meeting for the financial year 2017-18 and being eligible, offers herself for a re-appointment.

Further no Directors were appointed/ resigned / terminated during the period under review.