

REMI GROUP

RAJENDRA MECHANICAL INDUSTRIES LIMITED

**38th ANNUAL REPORT
2008-2009**

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TUV NORD

Board of Directors

Shri Vishwambhar C. Saraf

Chairman

Shri Mahabir Prasad Jatia

Shri Rajendra C. Saraf

Shri Kamal Kumar Dujodwala

Shri Rishabh R. Saraf

Managing Director

Shri Ritvik V. Saraf

Executive Director

Shri Shankar Lal Jain

Shri Gopikishan Biyani

Bankers

STATE BANK OF INDIA

Auditors

M/s. Sundarlal, Desai & Kanodia

Chartered Accountants

903, Arcadia, 195, N.C.P.A. Road,

Mumbai- 400 021

Registered Office

Plot No.11, Cama Industrial Estate,

Goregaon (East),

Mumbai – 400 063

Works

Plot No. N-211/1

M.I.D.C.

Tarapur, Maharashtra

Rajendra Mechanical Industries Limited

NOTICE

To

The Members,

RAJENDRA MECHANICAL INDUSTRIES LIMITED

NOTICE is hereby given that the 38th Annual General Meeting of the Company will be held at the Company's Registered Office, 11, Cama Industrial Estate, Goregaon (East), Mumbai-400 063, on Wednesday, the 30th September, 2009 at 11.30 A.M. to transact the following business:

1. To adopt the audited Balance Sheet as at, and the Profit and Loss Account for the year ended, 31st March, 2009.
2. To re-appoint as Director Shri Rishabh R. Saraf who retires by rotation.
3. To re-appoint as Director Shri Vishwambhar C. Saraf who retires by rotation.
4. To re-appoint as Director Shri Kamal Kumar Dujodwala who retires by rotation.
5. To appoint Auditors and to fix their remuneration.
6. To appoint Shri Shankar Lal Jain as a Director.
7. To appoint Shri Gopikishan Biyani as a Director.
8. To pass the following resolutions :

A. As an Ordinary Resolution:

"Resolved that the remuneration being paid to Shri Ritvik V. Saraf, the Executive Director of the Company, be and is hereby revised as follows, with effect from the 1st April, 2009.

- 1) A monthly salary of Rs.1,25,000/-
- 2) Reimbursement of actual medical expenses incurred for self and family.
- 3) Leave Travel Concession for self and family once a year, in accordance with the rules of the Company.
- 4) Annual fees to not more than two clubs.
- 5) Free use of one or more Company car with driver for official purpose only.
- 6) Telephone at residence for official purpose only.
- 7) Company's contribution to Provident Fund as per the rules of the Company.
- 8) Gratuity as per the rules of the Company.
- 9) Encashment of Leave at the end of the tenure."

B. As a Special Resolution:

- (i) "Resolved that the sub-clause (5) in Clause III B be and is hereby shifted as sub-clause (5) in Clause III A of the Memorandum of Association of the Company."
- (ii) "Resolved that the name of the Company be changed to REMI EDELSTAHL TUBULARS LIMITED from the existing name RAJENDRA MECHANICAL INDUSTRIES LIMITED.

"Further Resolved that the Company do take steps to give effect to this proposed change by making the necessary application to the Registrar of Companies, Maharashtra, Mumbai, for obtaining the fresh Certificate of Incorporation consequent upon the change of name."

For **RAJENDRA MECHANICAL INDS. LTD.**

Place : Mumbai
Dated : 20th August, 2009

(**RISHABH R. SARAF**)
MANAGING DIRECTOR

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS MEETING WILL BE ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday the 25th September, 2009 to Wednesday the 30th September, 2009, both days inclusive.
3. An explanatory statement relating to the item of special business set out in items 6, 7 & 8 accompanies.

Explanatory Statement - Annexure to the Notice

Items No.6 and 7

To comply with the relevant part in the Corporate Governance Clause 49 of the Listing Agreement with Bombay Stock Exchange Limited, the Company has appointed two additional Directors who hold office only upto the date of this Annual General Meeting. They are to be appointed at this Meeting.

Shri Shankar Lal Jain is a Chartered Accountant in Whole-Time Practice and is a tax consultant of repute. His association with the Company will be of benefit to it.

Shri Gopikishan Biyani is a business man of long standing and he also will be of assistance to the Company.

They are to be deemed to be interested in the item of business relating to their respective appointments.

Item No.8

- A. The remuneration of Shri Ritvik V. Saraf was raised from the 1st April, 2009. This revision of the remuneration requires the approval of the General Meeting and this resolution seeks to achieve this.

Shri V.C. Saraf is a relative of Shri Ritvik V. Saraf and both are deemed to be interested in this item of business.

- B. (i) To give effect to this proposal, to change the name of the Company, the present manufacturing activity of the Company covered by this sub-clause (5) has to be in the Main Objects part of this Clause III – Then only will the Registrar of Companies approve of the proposed change of name.
- (ii) This Company is the oldest in the REMI Group Companies and your Directors feel that this is brought out by including this group name in its name. EDELSTAHL is a German word meaning Stainless Steel and it will be very appropriate to so indicate its main product in its name.

Your approval to this proposal will be appreciated.

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DIRECTORS' REPORT

To
The Members,
RAJENDRA MECHANICAL INDUSTRIES LIMITED

Dear Shareholders,

We present herewith the Annual Report and Audited Statements of accounts of the Company for the year ended 31st March, 2009.

	(Rs. In Lacs)	
Financial Results	2008-2009	2007-2008
Profit/(Loss) before Depreciation & Taxation	(102.19)	1627.21
Depreciation	258.56	238.60
Taxation	(87.44)	171.12
Net Profit /(Loss) for the year	(273.31)	921.34
Add: Balance brought forward	1577.94	940.68
	1304.63	1862.02
Less: Prior year adjustments	6.34	---
Available for appropriation	1310.97	1862.02
APPROPRIATION:		
Transfer to General Reserve	100.00	200.00
Proposed Dividend	0.00	71.87
Distribution Tax on Dividend	0.00	12.21
Balance carried to Balance Sheet	1210.97	1577.94
	1310.97	1862.02

OPERATIONS:

The year 2008-09 was marked by a severe financial crisis internationally. The working of your Company was adversely affected due to the following major reasons:

- (1) The depressed financial markets led to existing projects/ orders being delayed/ shelved/ cancelled, resulting in drastic reduction of business opportunity for the Company.
- (2) Depreciation of the Indian rupee against U.S. Dollar and other foreign currencies resulting in erosion of margins.
- (3) Due to diminution in the value of the closing stock on account of a sharp fall in price (50% to 80%) of raw materials (alloys such as nickel, etc.), the valuation of the closing stock has dropped, adversely affecting the profits.

The Company has recorded an EBIDTA of Rs.464 Lacs (Previous Year - Rs.2211 Lacs), a fall of more than 75%, even though the Company's sales volume has recorded a fall of about 12% compared to the previous year.

The Company is taking various measures to face this abnormal situation and expects this temporary situation to improve in near future. Therefore, the Company continues its endeavour in marketing/ obtaining approvals from various international customers/ consultants and is also implementing envisaged expansion programme which in long run would lead in optimization of utilization of capacity and move to higher value added products. The project cost of Rs.10 Crores is already tied up through internal accruals and term loan from its bankers.

The Windmills are working satisfactorily and the same have been registered with United Nations Clean Development Mechanism (UNCDM) Board.

INFORMATION PURSUANT TO SECTION 217 OF THE COMPANIES ACT 1956:**Sub-Sec. (1)(e)****A. CONSERVATION OF ENERGY:**

All efforts are being made to conserve energy.

B. TECHNOLOGY ABSORPTION:

Though the Company does not have any foreign collaboration for manufacture, the Company is continuously modernizing and improving its products in quality and is having ISO 9001/PED Certification (which is required for Export Sales).

C. FOREIGN EXCHANGE OUTGO/ EARNINGS INCLUDING DEEMED EXPORTS:

Outgo	- 6162.36 Lacs
Earnings	- 4070.46 Lacs (including deemed exports & supplies to SEZ)

Sub-Sec. (2A):

The particulars of employee who received remuneration above Rs.24 Lacs in this year are given below.

(i) Name	: Rishabh R. Saraf- He is a relative of a Director, Shri Rajendra C. Saraf
(ii) Designation	: Managing Director
(iii) Remuneration	: Rs.37.68 Lacs
(iv) Nature of employment	: Contractual for 3 (Three) years
(v) Other terms and Conditions:	---
(vi) Nature of Duties	: Entire Management of the Company
(vii) Qualification	: Bachelor of Arts in Business Administration from the University of Nottingham, England
(viii) Experience	: 7 years
(ix) Date of commencement	: 1st April, 2002
(x) Age	: 30 years
(xi) Last employment	: None
(xii) Percentage of equity shares held	: 2.14% (204846 Shares)

Sub-Sec. (2AA):

Your Directors state:

- (i) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (ii) that the directors had 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 or loss of the Company for that period;
- (iii) that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) that the directors had prepared the annual accounts on a going concern basis.

APPRECIATION:

Your Directors place on record their sincere thanks for the financial support from State Bank of India. They also place on record their appreciation for the dedicated services of the executives, staff and workers of the Company. Your Directors also appreciate the faith you have reposed in the Company and are confident that the Company can depend upon your continued support in its endeavour to grow.

Registered Office:

11, Cama Industrial Estate,
Goregaon (East),
Mumbai - 400 063

ON BEHALF OF THE BOARD

VISHWAMBHAR C. SARAF
CHAIRMAN

Dated: 30th July, 2009

Rajendra Mechanical Industries Limited

MANAGEMENT DISCUSSION AND ANALYSIS:

(a) Industry Structure and Development:

The stainless steel industry can be classified into the organized and unorganized sector. The organized sector, in which the Company operates, has witnessed a sharp growth in capacity over the recent years. The growth in demand has traditionally been witnessed in the oil and gas(refining) sectors. Now with the government aiming to provide electricity to all, the power sector (particularly thermal based power projects) has emerged as a major sector where the Company's products are used.

(b) Opportunities and Threats:

The high rate of growth in the Indian economy, particularly the oil, gas, power, fertilizer sectors, offer growth for the requirement of the Company's product range. However, the volatile prices of oil, which have fallen from the lifetime high of app US\$150 to US\$40 in the span of a few months can affect the business opportunities of the Company since many projects have got delayed or shelved. The threat of dumping of secondary quality products from foreign manufacturers can have an adverse effect on the industry.

(c) Outlook:

The Company has geared itself to meet the demand from the above mentioned sectors by getting major approvals within India. The Company is also looking at getting approvals overseas to further enhance the value added component of its business. The progress of India's approval within the Nuclear community will also result in huge demand of the Company's products in the coming years.

(d) Risk and Concerns:

The Company is making necessary arrangements to cover its raw material costs and protect the conversion margins. However,

the imposition of duties/ restrictions (as witnessed for 3 months in this financial year) can affect the business model. Also a falling Rupee against the US \$ can make imports cheaper for the commodity grade of pipes.

(e) Internal Control Systems and their adequacy:

The Company has adequate internal control systems in technical and financial fields.

(f) Financial Performance:

The Financial Performance of the Company has improved with better capacity utilization and product mix.

(g) Human Relations / Industrial Relations:

The Company has maintained good industrial relations and is continuously adding to the human resources of the Company.

(h) Cautionary Statement:

Statements in this report on Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or productions may be "forward looking statements" within the meaning of applicable securities laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting global and domestic demand and supply, finished goods prices in the domestic and overseas markets in which the Company operates, raw-materials cost and availability, changes in Government regulations, tax regimes, economic developments within or outside India and other factors such as litigation and industrial relations. The Company assumes no responsibility to publicly amend, modify or revive any forward looking statements on the basis of any subsequent developments, information or events.

CORPORATE GOVERNANCE

1. Company's basic philosophy:

The Company's philosophy is to undertake its business with integrity, fairness, transparency and accountability and to ensure that adequate internal control systems are devised and put in place so that the interests of shareholders, employees, suppliers and those associated with the company are protected.

2. Board of Directors:

The Board of Directors met 7 (Seven) times on 29/04/2004, 30/06/2008, 30/07/2008, 31/10/2008, 21/11/2008, 30/01/ 2009 and 23/03/2009.

3. Audit Committee:

The Audit Committee has two qualified, independent and non-executive directors and provides assistance to the Board of Directors in fulfilling its responsibilities.

The functions of the audit committee include:

- Overseeing of the Company's financial reporting process and the disclosures of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Discussing the adequacy of internal control systems, the scope of audit, internal audit reports and the compliance thereof.

Composition and Category of Directors

Sr. No.	Name of Director	Category	Attendance Particulars		Other Board		
			Annual General Meeting	Board Meetings	Directorship	Committee Chairmanship	Committee Membership
1.	Mr. V. C. Saraf	Promoter	No	5	3	---	1
2.	Mr. M.P. Jatia	Non-Executive Independent	No	7	8	---	1
3.	Mr. K.K. Dujodwala	Non-Executive Independent	No	6	4	---	---
4.	Mr. R. C. Saraf	Promoter	No	6	5	1	1
5.	Mr. R.R. Saraf	Non-Executive	No	6	2	---	---
6.	Mr. R.V. Saraf	Promoter Executive	No	6	1	---	---
7.	Mr. S.L. Jain	Promoter Executive	No	---	---	---	---
8.	Mr. G. Biyani	Independent	No	---	---	---	---
		Non-Executive					

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- Recommending the fixation of the audit fee and also approval for payment for any other services of the Auditors.
- Reviewing with management the quarterly and annual financial statements, before submission to the Board.

Attendance of the members at the Audit Committee Meetings held during 2008-2009.

Committee Members	No. of Meetings	
	Held	Attended
Mr. K.K. Dujodwala	4	4
Mr. M.P. Jatia	4	4
Mr. R.C. Saraf	4	4

4. Shareholders' Committee:

The Members of the Committee comprise of Shri V.C. Saraf and Shri R.C. Saraf. Shri V.C. Saraf is the Chairman of the Committee.

The Company had received 29 Complaints during the year 2008-2009. All have been disposed off. There are no shareholders' complaints or transfers pending.

5. General Body Meetings

Date	Venue	Time	No. of special resolutions
30/9/2006	11, Cama Industrial Estate, Goregaon (E), Mumbai - 400 063.	11.30 A.M.	One
29/9/2007	- do -	- do -	One
30/9/2008	- do -	- do -	One

In the last year one special resolution was passed.

6. Disclosures:

- Transactions with related parties are disclosed in Annexure to the Notes to Accounts. These are not in conflict with the interests of the Company.
- There was no non-compliance of any law or regulations (during the last three years) and hence, no penalties/strictures.
- Remuneration to Directors:-

- Shri Rishabh R. Saraf, Shri Vishwambhar C. Saraf and Shri Kamal Kumar Dujodwala, Directors, who retire by rotation, are to be re-appointed. The brief resume of these Directors is given herebelow: -

- Shri Rishabh. R. Saraf has obtained a Bachelor of Arts in Business Administration from the University of Nottingham, England. He is the Managing Director of the Company since April, 2002, in full charge of the manufacturing and export activities of the Company.
- Shri Vishwambhar C. Saraf is a commerce graduate of the University of Bombay and after graduation he joined the family business. He is Managing Director of Rajendra Electrical Industries Ltd. and is on the Board of Remi Process Plant and Machinery Ltd.
- Shri Kamal Kumar Dujodwala is a B.Sc. Graduate. He has a vast experience of nearly 27 years in various sectors of business. He is currently controlling his family business in manufacture of Chemicals for paper industries. He is on the Board of Dujodwala Resins & Terpenes Ltd., Dujodwala Paper Chemicals Ltd., Dujodwala Products Ltd. and Indo Euro Securities Ltd. He is the Chairman of the Audit Committee of the Company.
- Shri Shankar Lal Jain is a Chartered Accountant in Whole- Time Practice and is a tax consultant of repute. His association with the Company will be of benefit to it and to its Directors.
- Shri Gopikishan Biyani is a business man of long standing and He also will be of assistance to the other Directors and the Company.

7. Means of Communication:

The Board of Directors of the Company approves and takes on record the unaudited financial results in the proforma prescribed by Bombay Stock Exchange Limited, Mumbai and announces the results in The Free Press Journal & Navshakti.

8. General Shareholder Information:

The next Annual General Meeting will be on 30th September, 2009 being Wednesday at 11, Cama Industrial Estate, Goregaon (E), Mumbai - 400 063 at 11.30 A.M.

Financial year is from 01-04-2008 to 31-03-2009.

The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, the 25th September, 2009, to Wednesday, the 30th September, 2009, both days inclusive.

The securities of the Company are listed on Bombay Stock Exchange Limited, Mumbai.

(Rs. in Lacs)

	Salary	Benefits	Sitting fee
Shri R.R. Saraf -Managing Director	33.00	4.68	--
Shri R.V. Saraf -Executive Director	9.00	1.08	--
Shri V.C.Saraf - Chairman	--	--	0.13
Shri R.C. Saraf - Director	--	--	0.16
Shri Mahabir Prasad Jatia - Director	--	--	0.18
Shri Kamal Kumar Dujodwala - Director	--	--	0.16

Rajendra Mechanical Industries Limited

The Stock code is 513043 at the Stock Exchange, Mumbai.

Market Price Data	High (Rs.)	Low (Rs.)
April 2008	123.95	96.20
May 2008	123.00	93.15
June 2008	119.30	95.00
July 2008	114.00	90.00
August 2008	108.00	92.05
September 2008	100.95	60.15
October 2008	78.90	48.05
November 2008	43.95	21.60
December 2008	40.95	24.75
January 2009	36.90	23.30
February 2009	30.95	20.40
March 2009	21.25	18.00

The transfers of shares of the Company are being done by Bigshare Services Pvt. Ltd., the R & T Agents, having address at E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai- 400 072. Our Registrar & Transfer Agent M/s Bigshare Services Private Limited recently launched Gen-Next Investor Module iBoss the most advanced tool to interact with shareholders. Please login into iBoss (www.bigshareonline.com) and help them to serve you better.

Distribution of shareholding as on 31st March, 2009 is as follows: -

No. of Equity Shares held holders	No. of Share holders	% of Share held	No. of Shares holding	% of Share
Upto 5000	3,383	80.70	75,87,780	7.92
5001 - 10000	563	13.43	40,69,310	4.25
10001 - 20000	137	3.27	21,36,690	2.23
20001 - 30000	30	0.72	7,95,530	0.83
30001 - 40000	13	0.31	4,85,050	0.51
40001 - 50000	17	0.41	8,00,510	0.84
50001 - 100000	19	0.45	13,54,700	1.41
100001 and above	30	0.71	7,85,94,430	82.01
TOTAL:	4,192	100	9,58,24,000	100

As on 31st March 2009, 8859157 equity shares constituting 92.45% of the share capital have been dematerialized.

Categories of shareholders as on 31st March, 2009

Category	No. of Share holders	No. of Shares	% of Share holding
Individuals	4060	5879543	61.36
Companies	111	3679935	38.40
FIs, NRIs, OCBs	18	12122	0.13
Mutual Funds, Banks, FIs	3	10800	0.11
TOTAL:	4192	9582400	100.00

Plant Location: - Plot No. N - 211/1, M.I.D.C., Tarapur, Maharashtra

Postal Ballot - Not being resorted to at present

For and on behalf of the Board of Directors

PLACE : **MUMBAI**
Dated : 30th July, 2009.

VISHWAMBHAR C. SARAF
CHAIRMAN

CERTIFICATE OF CORPORATE GOVERNANCE

To
The Members,
RAJENDRA MECHANICAL INDUSTRIES LIMITED

We have examined the compliance of conditions of Corporate Governance by **RAJENDRA MECHANICAL INDUSTRIES LIMITED**, for the year ended on March 31, 2009 as stipulated in clause 49 of the Listing Agreement of the said Company with Bombay Stock Exchange Limited, Mumbai.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance is pending for a period exceeding one month against the Company as per the records maintained by the shareholders/Investors Grievance Committee of the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **SUNDARLAL, DESAI & KANODIA,**
CHARTERED ACCOUNTANTS,

PLACE : **MUMBAI**
DATED : 30th July, 2009

(M. B. DESAI)
PARTNER

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AUDITORS' REPORT

To,

The Members of Rajendra Mechanical Industries Limited

1. We have audited the attached Balance Sheet of RAJENDRA MECHANICAL INDUSTRIES LIMITED as at 31st March, 2009, the Profit and Loss Account and the Cash Flow Statement for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we enclose in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said Order.
4. Further to our comments in the Annexure referred to above, we report that:
 - (i) we have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our Audit;
 - (ii) in our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

- (iii) the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- (iv) in our opinion, the Balance Sheet, Profit and Loss Account and Cash Flow Statement dealt with by this report comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;
- (v) on the basis of written representations received from the Directors, as on 31st March, 2009, and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2009 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;
- (vi) in our opinion and to the best of our information and according to the explanations given to us, the said accounts give the information required by the Companies Act, 1956, in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - (a) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2009;
 - (b) in the case of the Profit and Loss Account, of the LOSS for the year ended on that date; and
 - (c) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

**For SUNDARLAL, DESAI AND KANODIA,
CHARTERED ACCOUNTANTS,**

PLACE : **MUMBAI**
DATED : 30th June, 2009.

(M. B. DESAI)
PARTNER.
Membership No. 33978