



**REMI GROUP**

## **REMI EDELSTAHL TUBULARS LIMITED**



**Stainless Steel Welded and Seamless Pipes & Tubes**



**Wind Power  
Promoting Green Energy**

**48<sup>th</sup> Annual Report  
2018-2019**

<b>Board of Directors:</b>	Shri. Vishwambhar C. Saraf	Chairman
	Shri. Rishabh R. Saraf	Managing Director
	Shri. Rajendra C. Saraf	Director
	Shri. Shankar Lal Jain	Director
	Shri. Kamal Kumar Dujodwala	Independent Director
	Shri. Gopikishan Biyani	Independent Director
	Shri. Sandeep Shriya	Independent Director
	Smt. Anita Bhartiya	Independent Director

**Chief Financial Officer:** Shri Vinod C. Jalan

**Company Secretary:** Ms. Shriya Shah

**Bankers:** STATE BANK OF INDIA

**Auditors:** Shri. Yatin Kumar Shah  
Chartered Accountant,  
903, Arcadia, 195,  
N.C.P.A. Road,  
Mumbai- 400 021

**Registered Office:** REMI HOUSE  
Plot No.11, Cama Industrial Estate,  
Goregaon (East), Mumbai – 400 063  
Ph.: 022-40589888,  
Fax: 022-26852335

**CIN:** L28920MH1970PLC014746

**Works:** (1) Plot No. N-211/1,  
M.I.D.C., Tarapur,  
Maharashtra  
(2) Village Brahmanwel,  
Taluka Sakri, District Dhule,  
Maharashtra

## NOTICE

To

The Members,

### **REMI EDELSTAHL TUBULARS LIMITED**

**NOTICE** is hereby given that the 48<sup>th</sup> Annual General Meeting of the Company will be held at the Company's Registered Office, Remi House, Plot No.11, Cama Industrial Estate, Goregaon (East), Mumbai – 400 063, on **Monday, the 30<sup>th</sup> September, 2019**, at 10.30 A.M. to transact the following business:

1. To consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with the reports of the Board of Directors and the Auditors thereon;
2. To re-appoint Shri Rajendra C. Saraf (DIN:00161412) as Director, who retires by rotation.

### **Special Business - Special Resolutions:**

3. To ratify the remuneration of Cost Auditors.

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, remuneration payable to M/s Kejriwal & Associates, Cost Accountants, appointed by the Board of Directors as Cost Auditors of the Company for the year 2019-20, to conduct the audit of the cost records of the Company, on a remuneration of Rs.60,000/- (Rupees Sixty thousand only) be and is hereby ratified and confirmed.”

4. To approve appointment of Shri Mahendra Chirawawala (DIN:00340658), as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for appointment of Shri Mahendra Chirawawala (DIN:00340658), as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a term of 5 (Five) consecutive years on the Board of the Company with effect from 30<sup>th</sup> September, 2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

5. To approve re-appointment of Shri Gopikishan Biyani (DIN:00005775) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Gopikishan Biyani (DIN:00005775) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30<sup>th</sup> September, 2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

6. To approve re-appointment of Shri Sandeep Shriya (DIN: 00027299) as an Independent Director of the Company.

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Shri Sandeep Shriya (DIN: 00027299) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30<sup>th</sup> September, 2019.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

7. To approve re-appointment of Smt. Anita Bhartiya (DIN:01579145) as an Independent Director of the Company.

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the Rules framed thereunder and the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), the approval of the Members of the Company be and is hereby accorded for re-appointment of Smt. Anita Bhartiya (DIN:01579145) as an Independent Director of the Company, whose term shall not be subject to retirement by rotation, to hold office for a second term of 5 (Five) consecutive years on the Board of the Company with effect from 30<sup>th</sup> September, 2019.

**“RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do and perform all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to above resolution.”

ON BEHALF OF THE BOARD  
For **REMI EDELSTAHL TUBULARS LIMITED**

**Registered Office,**

Remi House, Plot No.11,  
Cama Industrial Estate,  
Goregaon (East),  
Mumbai – 400 063

Dated : 14<sup>th</sup> August, 2019

Sd/-

**(RISHABH R.SARAF)**  
**MANAGING DIRECTOR**  
**(DIN:00161435)**

**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. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. The Register of Members and the Share Transfer Books of the Company will remain closed from **Monday, the 23<sup>rd</sup> September, 2019 to Monday, the 30<sup>th</sup> September, 2019**, both days inclusive.
3. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered office of the Company on all working days, during 4.00 P.M to 6 P.M up to the date of the Meeting.

4. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Registrar M/s. Bigshare Services Private Limited / Company.

**5. Green Initiative :**

**Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). Members who have not registered their email address with the Company can now register the same to the Company by sending email at [rmi\\_igrd@remigroup.com](mailto:rmi_igrd@remigroup.com) or by submitting a duly filled in “E-mail Registration Form” available on the website of the Company, or to M/s. Bigshare Services Private Limited or with the concerned depositories.**

**The “E-mail Registration Form” has also been sent along with the Notice of the Company.** Members are requested to send the same duly filled in the self-address envelope enclosed with the notice.

**YOUR INITIATIVE WILL SAVE FOREST WEALTH OF OUR COUNTRY.**

6. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members facility to exercise their rights to vote on the resolution proposed to be considered at the 48<sup>th</sup> Annual General Meeting by the electronic means (remote e-voting) / postal Ballot and voting by ballot paper at the AGM. The facility of casting the votes by the members using an electronic voting system from a place other than the venue of the AGM (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL). The e-voting facility is available at the link <https://www.evoting.nsdl.com>.
7. The Notice of the AGM is available on website of the Company. The self-addressed envelope enclosed to this Notice, bears the address to which the duly completed Postal Ballot Form is to be sent. Shareholders desiring to exercise vote by physical Postal Ballot are requested to carefully read the instructions printed in the postal ballot Form and return the Postal Ballot Form duly completed

and signed in the enclosed self-addressed business reply envelope to the scrutinizer so as to reach the Scrutinizer on or before the close of **5.00 p.m.** on the **29<sup>th</sup> September, 2019**. Any Postal Ballot received from the member beyond the said date will not be valid and voting by whether by post or by electronic means shall not be allowed beyond the said date.

**8. Kindly send duly filled “E-mail Registration Form” along with the Postal Ballot Form in the self-address envelope.**

9. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to **rmi\_igrd@remigroup.com**.
10. In case of joint holding, this form should be completed and signed by the first named Member and in his / her absence, by the next-named Member.
11. Unsigned, incomplete, improperly or incorrectly ticked Postal Ballot Forms shall be rejected.
12. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting / postal ballot shall be able to exercise their right at the meeting through ballot paper. A member may participate in the AGM even after exercising his/ her right to vote through remote e-voting/ postal ballot but shall not be allowed to vote again at the AGM. Incase Members cast their vote through all there modes, voting done by e-voting shall prevail and votes cast through Ballot form/ postal ballot shall be treated as invalid.
13. The remote e-voting period shall commence at 9.00 a.m. on the **25<sup>th</sup> September, 2019** and will end at 5 p.m. on **29<sup>th</sup> September, 2019**. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast the vote again.

**14. The details procedure for remote e-voting is set out below:**

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
  - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from



NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.

5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to **[retlscrutinizer@gmail.com](mailto:retlscrutinizer@gmail.com)** with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
15. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. on **23<sup>rd</sup> September, 2019**. Members are eligible to cast vote electronically only if they are holding shares either in physical form or demat form as on that date.
16. Any persons who have acquired shares after the dispatch of the Notice and holding shares as on cut-off date i.e. **23<sup>rd</sup> September, 2019** may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you have forgotten your password, you can reset your password by using

“Forgot User Details/ Password” option available on **www.evoting.nsdl.com** or contact NSDL at the following toll free no. 1800-222-990.

17. Shareholders who forgot the User Details/Password can use “Forgot User Details/Password?” or “Physical User Reset Password?” option available on **www.evoting.nsdl.com**. In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID). In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No.+Folio No.).
18. The Company has appointed Shri Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, to act as the Scrutinizer, to scrutinize the entire ballot voting /e-voting process in a fair and transparent manner.
19. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting/ postal ballot facility.
20. The scrutinizer shall, after the conclusion of voting at the general meeting, first 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 2 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 authorized by him in writing who shall countersign the same.
21. The results declared along with the consolidated Scrutinizer’s Report shall be placed on the Company’s website i.e. **www.remigroup.com** and on the website of NSDL after the result is declared by the chairman or a person authorized by him. The result shall also be forwarded to The Bombay Stock Exchange Limited.
22. An Explanatory Statement relating to the item of special business set out in item Nos. 3 to 7 accompanies.

**EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013 – ANNEXURE TO THE NOTICE**

**Item No. 3**

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company. Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 3 of the Notice for ratification

of the remuneration payable to the Cost Auditors for the financial year 2019-20.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.3 of the Notice.

**Item No. 4**

The Board of Directors of the Company at its meeting held on 14<sup>th</sup> August, 2019 pursuant to the recommendation of the Nomination and Remuneration Committee and subject to the approval of shareholders at ensuing Annual General Meeting, appointed Shri Mahendra Chirawawala as an Independent Director of the Company to hold office with effect from 30<sup>th</sup> September, 2019. for a term of 5 (five) consecutive years, not liable to retire by rotation. Shri Mahendra Chirawawala is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013. Accordingly, it is proposed to appoint Shri Mahendra Chirawawala as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 30<sup>th</sup> September, 2019.

In the opinion of the Board, Shri Mahendra Chirawawala, the Independent Director proposed to be appointed, fulfills the conditions specified in the Companies Act, 2013 and the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments made from time to time and Shri Mahendra Chirawawala is independent of the Management.

The Board recommends passing of the resolution set out at Item No.4 of the Notice by way of an Special Resolution. Except Shri Mahendra Chirawawala none of the other Directors or Key Managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution.

❖ **Shri Mahendra Chirawawala (DIN:00340658):**

Shri Mahendra Chirawawala (73) is an engineer with B.E. (Hons.) Degree. He is doing Business of Manufacturing of Packing Articles such as Card Board, Cartons. He is on board of MMA Exim India Private Limited. He is the Chairman of Stakeholders Relationship Committee of Remi Elektrotechnik Ltd. He is having vast amount of experience to his credit. He does not hold any shares of the Company.

**Item No. 5 to 7**

At the 43<sup>rd</sup> AGM of the Company held on 30<sup>th</sup> September, 2014, the Members had approved the appointment of, Shri Gopikishan Biyani, Shri Sandeep Shriya and Smt. Anita Bhartiya for a term of five years with effect from 30<sup>th</sup> September, 2014. In accordance with Section 149(10) of the Act, an Independent Director shall hold office for a term upto five years

on the Board and shall be eligible for reappointment on passing a Special Resolution. Section 149(11) of the Act provides that an Independent Director may hold office for two consecutive terms of five years each. Taking into consideration their skills, experience, knowledge and their valuable contribution to the Company and based on their performance evaluation, it is desirable to continue to avail their services and reappoint them for a second term of five years to hold office with effect from 30<sup>th</sup> September, 2019.

Accordingly, the Board of Directors at their Meeting held on 14<sup>th</sup> August, 2019, based on the recommendation of the Nomination and remuneration Committee, recommended the reappointment of Shri Gopikishan Biyani, Shri Sandeep Shriya and Smt. Anita Bhartiya as Independent Director of the Company for second term, as aforesaid. Independent Directors are not liable to retire by rotation. They also have given declaration that they are not disqualified from being reappointed as Independent Director in terms of Section 164 of the Act and have given their consent to act as an Independent Director. The Company has also received declaration from them that they meet the criteria of independence as prescribed under the Act and the Listing Regulations. In terms of Regulation 25(8) of the Listing Regulations, they have confirmed that they are not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact their ability to discharge their duties. Shri Gopikishan Biyani, Shri Sandeep Shriya and Smt. Anita Bhartiya have also given declaration that they are not debarred from holding office of director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. The terms and conditions of reappointment of independent Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day of the Company and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Brief profile of Shri Gopikishan Biyani, Shri Sandeep Shriya and Smt. Anita Bhartiya are given in this Notice. Shri Gopikishan Biyani, Shri Sandeep Shriya and Smt. Anita Bhartiya and their relatives are interested in the Resolutions set out at Item Nos. 5 to 7 respectively of the Notice with regard to their individual appointments. In the opinion of the Board, the Independent Directors fulfill the conditions specified in these regulations and are independent of Management.

❖ **Shri Sandeep Shriya (DIN: 00027299)**

Shri Sandeep Shriya (56) is a commerce graduate of Bombay University. He joined his family business of Transportation and Trading in steel since 26 years. He has Over 30 years of varied experience in manufacturing, trade, ecommerce, skill training both in India and abroad. He is on the Board of K K Fincorp Limited, Prabhu Structures Investment India Pvt. Ltd., Bhoruka Steel Investments India Pvt. Ltd. and Holistic Corporate Services Private Ltd. He

holds 5000 shares in the Company. He is chairman of Audit Committee and Stakeholders relationship Committee of K K Fincorp Limited and is member of Audit Committee and Stakeholders relationship Committee of Remi Edelstahl Tubulars Limited. He has attended 5 (Five) Board Meetings during the year.

❖ **Shri Gopikishan Biyani (DIN:00005775)**

Shri Gopikishan Biyani (74) is a business man of long standing and he also will be of assistance to the other Directors and the Company. He has more than 30 years of varied experience in trade and commerce. He does not hold any shares of the Company. He is on board Central Departmental Stores Private limited, Planet Traders Limited, Medic Creations Private Limited and Future Hospitality Management Limited. He is member of Nomination and Remuneration Committee of Remi Edelstahl Tubulars Limited. He has attended 5 (Five) Board Meetings during the year.

❖ **Smt. Anita Bhartiya (DIN:01579145)**

Smt. Anita Bhartiya (52) is a Commerce graduate with first class from Mumbai University. She has experience in the field of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. She does not hold any shares in the Company. She is on the Board of Remi Process Plant and Machinery Limited, Bajrang Finance Limited, Remi Securities Limited, K K Fincorp Limited, Bhartiya Agro Mercantile Ltd. and Chandulal Remeshwardas Imports Ltd. She is member of Audit Committee of Remi Process Plant and Machinery Limited, Bajrang Finance Limited, Remi Securities Limited and K K Fincorp Limited. She has attended 5 (Five) Board Meetings during the year.

The Board recommends passing of special resolutions as set out in item nos. 5 to 7 of the Notice. None of the Directors or Key Managerial Personnel of the Company or their respective relatives of the Company are concerned or interested in the said resolutions except themselves.

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## DIRECTORS' REPORT

To

The Members

### **REMI EDELSTAHL TUBULARS LIMITED**

Your Directors have immense pleasure in presenting the 48<sup>th</sup> Annual Report and Audited Statements of Accounts of the Company for the year ended 31<sup>st</sup> March, 2019.

#### **PERFORMANCE REVIEW:**

The performance for the financial year ended 31<sup>st</sup> March, 2019 is summarized below:-

	(₹ in Lacs)		
	2018 – 2019		2017 – 2018
Gross Turnover		12458.20	6033.87
Profit / (Loss) before Finance Cost, Depreciation and Tax (EBIDTA)		868.26	425.23
Finance Cost	346.85		242.50
Depreciation	476.59		478.25
Taxation	33.13	856.57	(101.63)
Profit/ (Loss) for the period		11.69	(193.89)
Other comprehensive income		6.26	5.50
Profit/ (Loss) for the period (after other comprehensive income)		17.95	(188.39)
Balance brought forward		(154.48)	33.91
		(136.52)	(154.48)
<u>Appropriations</u>			
Transfer to General Reserve		--	--
Balance carried to Balance Sheet		(136.52)	(154.48)
		(136.52)	(154.48)

#### **OPERATIONS:**

The Company has achieved turnover of Rs.124.58 crores during the current financial year as against Rs.60.34 crores during the previous year. The Company has achieved EBIDTA of Rs.8.68 crores during the year as against Rs.4.25 crores during the previous year. The Company has earned profit of Rs.0.18 Crores during the year as compared to loss of Rs 1.88 crores in the previous year.

The last four years were very challenging for the Company in view of the slowdown in Indian economy in general and negative growth in the capital goods industry in particular. During this period various powers and other green field projects were either on hold or stuck due to various factors i.e.; environmental clearance, financial closure etc. and consequently as Key Component/ Material Suppliers, Original equipment manufacturers (OEM'S), like our company, are saddled with inventory and low business prospects.

The Company is hopeful that fresh capital investment in the power, refining and petro chemical sector will revive due to continuity of the Government at Center and is taking steps in that direction by more reforms including opening more sectors to FDI, raising FDI limit of various sectors and stabilization of GST. Your Company is well positioned as efforts made into product development over the past few years have made your company one of the few manufacturers in the country that are capable of producing tubes for the power generation industry.

The Board of Directors expresses their inability to declare any dividend.

There are no amounts proposed to reserves.

There are no Companies which have become or ceased to be its Subsidiaries, Joint Ventures or associate Companies

#### **DIRECTORS:**

All Independent Directors have given declarations that they meet the criteria of independence as laid down under Section 149(6) of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

Shri Rajendra C. Saraf (DIN:00161412) retire by rotation and is to be re-appointed. The brief profile stated in the Corporate Governance Report.

#### **BOARD MEETINGS:**

During the year, 5 (Five) Board meetings were held, with gap between Meetings not exceeding the period prescribed under the Act. Details of Board and committee meetings held during the year are given in the Corporate Governance Report.

#### **POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS:**

The Board has on the recommendation of the Nomination & Remuneration Committee, formulated criteria for determining qualifications, positive attributes and independence of a Director and also a policy for remuneration of Directors, Key Managerial Personnel and senior management. The details of criteria laid down and the Remuneration Policy are given in the Corporate Governance Report.

#### **FINANCIAL STATEMENTS:**

Audited Financial Statements are prepared in accordance with Indian Accounting Standard (Ind AS) as prescribed under Section 133 of the Companies act , 2013 read with the rules made thereof.

#### **AUDITORS:**

Shri Yatin Kumar Shah (Membership No.159796), Chartered Accountant, was appointed as the statutory auditor of the Company for a term of consecutive five years i.e; from the conclusion of the 46<sup>th</sup> annual general meeting till the conclusion of the 51<sup>st</sup> Annual General Meeting by the shareholders of the Company.

He has confirmed that he is not disqualified from continuing as auditor of the Company.

The statutory audit report for the financial year ended 31<sup>st</sup> March, 2019 does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditors.

#### **COST AUDITORS AND COST AUDIT REPORT:**

Pursuant to Section 148 of the Act, read with the Companies (Cost Records and Audit) Amendment Rules, 2014, the cost audit records maintained by the Company are required to be audited by cost auditors. The Board has on the recommendation of the Audit Committee, appointed M/s. Kejriwal & Associates, Cost Accountants, to audit the cost records of the Company for the financial year 2019-20, on a remuneration of Rs.60,000/- (Rupees Sixty Thousand only), subject to ratification by members. Accordingly, a resolution seeking Members' ratification for the remuneration payable to M/s. Kejriwal & Associates, Cost Auditors, is included in the Notice convening the Annual General Meeting.

#### **SECRETARIAL AUDITOR:**

Shri Vishal Mehra, Practicing Company Secretary, V M Mehra & Associates, was appointed to conduct the secretarial audit of the Company for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and Rules thereunder. The secretarial audit report for FY 2018-19 forms part of the Annual Report as "**Annexure - A**" to the Board's report. There is no qualification, reservation or adverse remark in the report.

#### **LOANS, GUARANTEES OR INVESTMENTS:**

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

#### **RELATED PARTY TRANSACTIONS AND POLICY ON RELATED PARTY TRANSACTIONS:**

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, the Board has formulated Policy on Related Party Transactions and the same is available on the website of the Company at **www.remigroup.com**. All related party transactions that were entered into during the financial year were on an arm's length basis and were in the ordinary course of business. There were no material related party transactions entered by the Company during the year and thus disclosure in Form AOC-2 is not required. Pursuant to Schedule V of the SEBI ((Listing Obligations and Disclosure Requirements) Regulation, 2015, there are no transaction with any person or promoter/ promoters group holding 10% or more shareholding.

None of the Non-Executive Directors has any pecuniary relationship or transactions with the Company other than sitting fees.

Your Directors draw attention of the members to Note 36 to notes to accounts, which sets out related party disclosures.

#### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION:**

The details of conservation of energy, technology absorption, foreign exchange earnings and outgo are as follows:

##### **A) Conservation of energy:**

- i. the steps taken or impact on conservation of energy; : Replacement of 250W HPSV High Bay Height Fixtures with 100 W LED in plant sheds and modification in annealing furnace for improving its thermal efficiency.
- ii. the steps taken by the company for utilizing alternate sources of energy; : Windmill generation at Dhule is supplied to plant through open access scheme of Govt. of Maharashtra.
- iii. the capital investment on energy conservation equipments; : --

##### **(B) Technology absorption:**

- i. the efforts made towards technology absorption; : The Company does not have any foreign collaboration for manufacturing. The Company is continuously modernizing its production and testing machineries and equipments.
- ii. the benefits derived like product improvement, cost reduction, product development or import substitution; : The Company's products are Import substitutes.
- iii. in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) : N.A.
- (a) the details of technology imported; : N.A.
- (b) the year of import; : N.A.
- (c) whether the technology been fully absorbed; : N.A.
- (d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and : N.A.
- iv. the expenditure incurred on Research and Development : Nil

#### **FOREIGN EXCHANGE EARNINGS AND OUTGO:**

Earnings	Rs.1.02 Lacs
Outgo	Rs.1108.46 Lacs