

33rd Annual Report

2012-13

Remi Sales And Engineering Limited

**Regd. Office : REMI House, Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai – 400 063**

Board of Directors	<p>Shri Sandeep Kasera</p> <p>Shri Vinod C. Jalan</p> <p>Shri M.P. Sharma</p>	Whole-Time Director
Bankers	STATE BANK OF INDIA	
Auditors	<p>M/s. Sundarlal, Desai & Kanodia</p> <p>Chartered Accountants</p> <p>903, Arcadia,</p> <p>195, N.C.P.A. Road,</p> <p>Mumbai- 400 021</p>	
Registered Office	<p>REMI House,</p> <p>Plot No.11,</p> <p>Cama Industrial Estate,</p> <p>Goregaon (East),</p> <p>Mumbai – 400 063</p>	
Sales & Service Branches	<p>Ahmedabad, Bangaluru, Chennai,</p> <p>Goa, Hyderabad, Indore, Kanpur,</p> <p>Kochi, Kolkata, Mumbai, Nagpur</p> <p>and New Delhi</p>	
Wind Power	<p>Village Brahmanwel,</p> <p>Taluka Sakri,</p> <p>District Dhule, Maharashtra</p>	

NOTICE

To
The Members,
REMI SALES AND ENGINEERING LIMITED

NOTICE is hereby given that the 33rd Annual General Meeting of the Company will be held at its Registered Office, on **Monday, the 30th September, 2013**, at 1.30 P.M. to transact the following business:

1. To consider the audited Balance Sheet as at, and the Statement of Profit and Loss for the year ended, 31st March, 2013.
2. To re-appoint as Director Shri Sandeep Kasera, who retires by rotation.
3. To appoint Auditors and to fix their remuneration.
4. To pass the following special resolution:

“Resolved that the remuneration being paid to Shri Sandeep Kasera, the Whole-Time Director of the Company, be and is hereby revised as follows, with effect from the 1st April, 2013.

- a) Basic Salary Rs.124,000/- per month.
- b) House Rent Allowance being 10% of the basic salary per month.
- c) Free use of the Company's Car with driver.
- d) Telephone at residence and Mobile Phone.
- e) Reimbursement of Medical Expenses Rs.1250/- per month.
- f) Reimbursement of electricity charges at residence.
- g) Bonus as per the rules of the Company with a ceiling of 20% of the annual basic salary.
- h) Leave Travel allowance not exceeding one month's basic salary per annum.
- i) Provident Fund, Leave and Gratuity as per the rules of the Company.

“Further Resolved That the total monthly remuneration shall not exceed Rs.250,000/-.”

For **REMI SALES AND ENGINEERING LTD.**

Regd. Office

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

Date: 13th August, 2013.

Sd/-

**VINOD C. JALAN
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 20th September, 2013 to Friday, the 27th September, 2013, both days inclusive.
3. The Explanatory Statement relating to the item of special business at item No.4 is set out below:

Explanatory statement – Pursuant to Section 173 of the Companies Act, 1956 -Annexure to the notice.

Item No.4

Shri Sandeep Kasera has been the Whole-Time Director of the Company from the 1st February, 2012. The remuneration being paid to him has been revised with effect from the 1st April, 2013.

His remuneration package has been fixed as per Schedule XIII, Part II (B) of the Companies Act, 1956 and hence, the following information is to be given herein:

- (i) The Remuneration Committee of Directors had approved of this remuneration.
- (ii) The Company has not made any default in repayment of its debts.
- (iii) Your approval is sought to be obtained by a Special Resolution.
- (iv) Attached hereto is a statement containing the following information:-

I. General Information:

- (1) Nature of Industry : Trading of Electrical Motors, Fans, Laboratory Instruments and allied items.
- (2) Commencement of commercial production : 1980
- (3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus. : Not a new Company.
- (4) Financial performance : The Company has a turnover of Rs.19427.99 Lacs and net profit of Rs.249.72 Lacs, for the financial year ended 31st March, 2013.
- (5) Export performance : Nil
- (6) Foreign investments or collaborations : None

II. Information about Appointee:

- (1) The appointee hails from a family of business house in Kolkata. He came to Mumbai some year back and jointed this Company as an Executive. By sheer experience and ability, he has risen to this senior position. The Company is sure that things will improve in the years to come.
- (2) Past remuneration : Rs.1,05,600/- per month plus perquisites.
- (3) Recognition or awards : None
- (4) Job profile and his suitability : He is in full charge of sales, export, accounts and other administrative matters. His experience has proved that he fits well for this position.
- (5) Remuneration Proposed : As set out in the Special Resolution.
- (6) Comparative Remuneration profile : In similar Companies, this package is the norm.
- (7) Pecuniary relationship : ----

III. Other Information : Not Applicable.

IV. Disclosure :

- (1) Remuneration Package: Set out in the Special Resolution.
- (2) Report under the heading 'Corporate Governance' in Directors' Report
 - (i) Salary etc. of all other Directors: Not Applicable.
 - (ii), (iii) and (iv) : Not Applicable.

Shri Sandeep Kasera is deemed to be interested in this item of business.

DIRECTORS' REPORT

To
The Members,
REMI SALES AND ENGINEERING LIMITED

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31st March, 2013.

(₹ in Lacs)

Financial Results	2012 – 2013	2011 – 2012
Sales	19428.00	10478.29
Other Income	27.54	20.58
	19455.54	10498.87
Profit before Finance Costs, Depreciation and Tax (EBIDTA)	451.51	368.36
Finance Costs	49.03	40.14
Depreciation	31.72	30.42
Taxation	121.04	201.79
Net Profit	249.72	200.28
Balance brought forward	702.07	551.79
	951.79	752.07
Transfer to General Reserve	50.00	50.00
Net surplus in the Statement of Profit & Loss	951.79	702.07
	951.79	752.07

DIRECTOR:

As provided in Section 255 of the Companies Act, 1956, Shri Sandeep Kasera retires by rotation and is to be re-appointed.

AUDITORS:

The Auditors M/s. Sundarlal, Desai & Kanodia, Chartered Accountants, are to be re-appointed. They have expressed their willingness to accept the re-appointment. In terms of Section 224A of the Companies Act, 1956, their re-appointment needs to be made by the members and their remuneration has to be fixed.

CONSERVATION OF ENERGY AND TECHNOLOGY ABSORPTION:

The Company is not a manufacturing company; hence the particulars relating to conservation of energy and technology absorption are not applicable.

FOREIGN EXCHANGE EARNING AND OUTGO:

Earnings	Nil
Outgo	₹38.44 Lacs

PARTICULARS OF EMPLOYEES:

No employee of the Company was in receipt of remuneration equal to or exceeding the prescribed limits.

DIRECTORS' RESPONSIBILITY STATEMENT:

On the basis of compliance certificates received from the concerned executives of the respective Divisions of the Company and subject to disclosures in the annual accounts, as also on the basis of the discussion with the Auditors of the Company from time to time, the Directors state that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- (ii) the directors have 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) the directors have 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; and
- (iv) the directors have prepared the annual accounts on a going concern basis.

ACKNOWLEDGEMENT

Your directors place on record their appreciation for the co-operation received from Company's customers, suppliers, bankers, stakeholders and Govt. Agencies. The Directors also sincerely acknowledge the contribution made by the employees at all levels.

ON BEHALF OF THE BOARD,

Regd. Office

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

Date: 13th August, 2013.

Sd/-

**VINOD C. JALAN
CHAIRMAN**

AUDITORS' REPORT

To,

The Members of **Remi Sales and Engineering Limited**.

Report on the financial statements

We have audited the accompanying financial statements of **Remi Sales and Engineering Limited** (the company), which comprise the balance sheet as at 31st March, 2013, and the statement of profit and loss and cash flow statement for the year ended, and a summary of significant accounting policies and other explanatory information and we have received the audited Balance Sheet and the statement of Profit and Loss as of 31st March 2013, from all branches situated at Ahmedabad, Bangaluru, Kolkata, New Delhi, Chennai, Hyderabad, Kochi, Nagpur, Indore, Kanpur and Margao (Goa) and prepared the consolidated Balance Sheet and the statement of Profit and Loss and Cash Flow statement at Mumbai after considering the accounts of Head office, Mumbai.

Management's responsibility for the financial statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the company in accordance with the accounting principles generally accepted in India, including accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Contd.....2

Report on other legal and regulatory requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. 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.
 - b. 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.
 - c. The balance sheet, statement of profit and loss and cash flow statement dealt with by this report are in agreement with the books of account.
 - d. In our opinion, the balance sheet, statement of profit and loss, and cash flow statement comply with the accounting standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956.
 - e. On the basis of written representations received from the directors as on 31st March, 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i. In the case of the balance sheet, of the state of affairs of the company as at 31st March, 2013;
- ii. In the case of the statement of profit and loss, of the profit for the year ended on that date; and
- iii. In the case of the cash flow statement, of the cash flows for the year ended on that date.

**For SUNDARLAL, DESAI & KANODIA,
CHARTERED ACCOUNTANTS,
Registration No.110560W**

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2013.

**(M. B. DESAI)
PARTNER
Membership Number 33978**