

***ANNUAL REPORT
FOR THE
YEAR ENDED
31ST MARCH 2010***

REMI SECURITIES LIMITED

Regd. Office: 11, Cama Industrial Estate, Goregaon (East), Mumbai- 400 063

NOTICE

To
The Members,
REMI SECURITIES LIMITED

Notice is hereby given that the 37th Annual General Meeting of the Company will be held at its Registered Office, on **Thursday, the 12th August, 2010** at 11.00 A.M. to transact the following business:-

1. To adopt the audited Balance sheet as at, and Profit and Loss account for the year ended, 31st March, 2010.
2. To re-appoint as Director Shri Pramod Jalan, who retires by rotation.
3. To appoint Auditors and to fix their remuneration.
4. To pass the following resolutions:

As ORDINARY RESOLUTION

- A. “RESOLVED THAT the Authorised Share Capital of the Company be and is hereby increased from the existing Rs.1,40,00,000/- (Rupees One Crore Forty Lacs) to Rs.2,00,00,000/- (Rupees Two Crores) by addition thereto of Rs.60,00,000/- (Rupees Sixty Lacs) divided into 6,00,000 (Six Lacs) Equity Shares of Rs.10/- (Rupees Ten) each, ranking pari passu in all respect with the existing equity shares.”

“FURTHER RESOLVED THAT Clause V of the Memorandum of Association and Article No.3 of the Articles of Association of the Company shall stand altered accordingly.”

As SPECIAL RESOLUTION

- B. “RESOLVED THAT pursuant to the provisions of Section 81(1A) of the Companies Act, 1956, this Meeting hereby accords its consent to the Board of Directors of the Company to offer and allot to any person or persons, whether or not he is or is not or they are or are not holders of any shares of the Company, on a preferential basis, 350000 equity shares of Rs.10/- each of the Company at a price of Rs.100/- per share, without offering any share to the holders of the existing issued shares of the Company.”

For **REMI SECURITIES LIMITED**

Registered Office:

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

Dated: 3rd July, 2010.

(BHAGIRATH SINGH)
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 Tuesday, the 10th August, 2010 to Thursday, 12th August, 2010, both days inclusive.
3. An Explanatory Statement relating to the special business set out in item 4 A and B accompanies.

EXPLANATORY STATEMENT – ANNEXURE TO THE NOTICE

Item No. 4 A and B

The Directors of the Company, at today's meeting took a decision to issue shares on preferential basis.

For giving effect to this decision it is necessary to increase the Authorised Share Capital of the Company.

In terms of Chapter 7 of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009, the required information is furnished here below: -

a) Objects of issue:

To augment the availability of finance for its activities.

b) The proposal of the promoters, directors or key management personnel of the issuer to subscribe to the offer:

The Directors are not subscribing to any share comprised in the offer.

c) The Shareholding Pattern before and after the issue:

Promoters Holdings	Existing shareholding		Shareholding post allotment of shares on preferential basis	
	No.	%age	No.	%age
Promoters	883400	63.10	883400	50.48
Total promoters holding	883400	63.10	883400	50.48
Non-Promoters Holdings				
Institutions, Investors, Mutual funds, UTI	0	0.0	0	0.0
Banks	0	0.0	0	0.0
Others				
a) Corporate Bodies	200800	14.34	550800	31.47
b) Indian Public	315800	22.56	315800	18.05
c) NRI/OCB	0	0	0	0
d) Shares in transit	0	0	0	0
Total non-promoter shareholding	516600	36.90	866600	49.52
Grand total	1400000	100.00	1750000	100.00

d) Time within which the allotment will be completed.

The allotment of 3,50,000 Equity Shares on preferential basis as proposed will be completed within 15 days from the date of this meeting.

e) The identity of the proposed allottees and percentage of post preferential issue capital that may be held by them.

Sr. No.	Name of the Allottees	Address of the Allottees	No. of Shares	% of Post Preferential issue capital
Others				
1.	Shreenath Commercial and Finance Limited	E-109, Crystal Plaza, New Link Road, Andheri (W), Mumbai – 400 053	100000	5.71
2.	Rockon Fintech Limited	A-1/404, Link Palace Co-op. Hsg. Society, Rajan Pada, Opp. Goregaon Sports Club, Malad (W) Mumbai – 400 064	100000	5.71
3	Ushita Trading and Agencies Limited	52, Weston Street, Kolkata– 700 012	150000	8.57

There is no change in the control, consequent to this issue.

These 3,50,000 Equity Shares to be issued and allotted as aforesaid shall be subject to lock-in for one year from the date of allotment.

Your Directors commend these resolutions for your approval.

DIRECTORS' REPORT

To
The Members,
REMI SECURITIES LIMITED

Your Directors present to you herewith the audited accounts of the Company for its financial year ended 31st March, 2010.

The financial results are:

(Rs. in Lacs)			
Financial Results	2009 - 2010		2008 - 2009
Gross Income		<u>83.67</u>	<u>70.00</u>
Profit before Depreciation and Interest		18.45	0.43
Interest	15.58		3.50
Depreciation	<u>0.20</u>	<u>15.78</u>	<u>0.00</u> <u>3.50</u>
		2.67	(3.07)
Taxation- Credit		<u>4.52</u>	<u>5.10</u>
Net Profit		7.19	2.03
Add. Balance brought forward		<u>129.10</u>	<u>132.07</u>
		<u>136.29</u>	<u>134.10</u>
Transfer to General Reserve		5.00	5.00
Balance carried to Balance Sheet		<u>131.29</u>	<u>129.10</u>
		<u>136.29</u>	<u>134.10</u>

INFORMATION PURSUANT TO SECTION 217(1) OF THE COMPANIES ACT, 1956:

Sub-Section (1) (e):

A. Conservation of Energy and Technology Absorption:

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

B. Foreign Exchange Earnings and Outgo:

During the year under review, there were no foreign exchange earnings and outgo.

Sub-section (2A):

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

Sub Section (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.

PROPOSED BUSINESS:

The Company in its meeting held on 3^d July, 2010 took a decision to issue 3,50,000 Equity Shares on preferential basis.

ON BEHALF OF THE BOARD

Registered Office:

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

Dated: 3rd July, 2010.

**(BHAGIRATH SINGH)
CHAIRMAN**

AUDITORS' REPORT

The Members of **Remi Securities Limited**

1. We have audited the attached Balance Sheet of **REMI SECURITIES LIMITED** as at **31st March, 2010**, the Profit and Loss Account and also 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, 2010 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March, 2010 from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956;