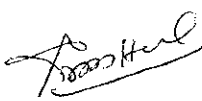
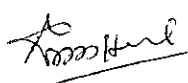

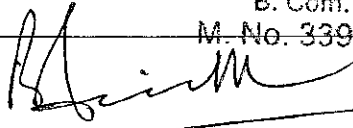


Remi Securities Ltd.

Phones : 2685 1998/ 4058 9888
 Fax : 022-2685 2335
 CIN : L65990MH1973PLC016601

Regd. Off.: Plot No.11, Cama Industrial Estate,
 Goregaon (East), Mumbai - 400063.
 Website: www.remigroup.com
 E-Mail : rs_igrd@remigroup.com

FORM A

1.	Name of the Company	:	REMI SECURITIES LTD. (Scrip Code: 511149)
2.	Annual financial statements for the year ended	:	31 st March, 2014
3.	Type of Audit observation	:	Unqualified/ <i>Matter of Emphasis</i>
4.	Frequency of observation	:	<i>first time</i>
5.	To be signed by-		
	• CEO/ Managing Director / Director	:	 NANDKISHORE P. MITTAL
	• CFO	:	 NANDKISHORE P. MITTAL
	• Auditor of the Company	:	 MUKUL B. DESAI B. Com. F.C.A. M. No. 33978
	• Audit Committee Chairman	:	 BHAGIRATH SINGH



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REMI SECURITIES LIMITED

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

Board of Directors:	<p>Shri Nandkishore P. Mittal</p> <p>Shri Ramkrishna Shriya</p> <p>Shri Pramod C. Jalan</p> <p>Shri Bhagirath Singh</p> <p>Smt. Anita Bhartiya</p>	
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> <p>Ph.: 022-40589888,</p> <p>Fax: 022-26852335</p>	
CIN:	L65990MH1973PLC016601	

NOTICE

To
The Members,
REMI SECURITIES LIMITED

NOTICE is hereby given that the 41st Annual General Meeting of the Company will be held at its Registered Office, on **Tuesday**, the **30th September, 2014**, at 4.30 P.M. to transact the following ordinary business:

1. To consider the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date together with the Reports of the Board of Directors and the Auditors thereon.
2. To re-appoint as Director Shri Pramod C. Jalan (DIN:00087437), who retires by rotation.
3. To appoint Auditors and to fix their remuneration.

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions of the Companies Act, 2013, and the Rules framed thereunder, as amended from time to time, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No. 110560W), 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 44th Annual General Meeting of the Company, to be held in the year 2017, subject to ratification by shareholders at each Annual General Meeting to be held hereafter, on a on such remuneration to be fixed by the Board of Directors of the Company.”

Special Business: Ordinary Resolutions

4. To appoint Shri Nandkishore P. Mittal (DIN:00156896), as Whole-Time Director (Key Managerial Personnel) of the Company.

“RESOLVED THAT Shri Nandkishore P. Mittal (DIN:00156896) be and is hereby appointed as the Whole-Time Director (Key Managerial Personnel) of the Company for a term of 3 years from the 1st October, 2014, to manage the affairs of the Company, on the following terms and conditions:

- i) Basic Salary Rs.35,600/- per month.
- ii) Special Allowance Rs.18,532/- per month.
- iii) Conveyance Allowance Rs.800/-per month.
- iiii) Leave Travel Allowance Rs.2,967/- per month.
- ivi) Bonus as per the rules of the Company.
- vi) Leave as per the rules of the Company.
- vii) Gratuity as per the rules of the Company.
- viii) Free residential accommodation as per the rules of the Company.

“FURTHER RESOLVED THAT the Board of Directors of the Company shall have power to grant increments to the Whole-Time Director within a limit of 15% of the total emoluments of the previous financial year, effective from 1st April, 2015.

5. To appoint Shri Bhagirath Singh (DIN:00155407) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Shri Bhagirath Singh (DIN:00155407), as an Independent Director on the Board of the Company for a term of five years, effective from 30th September, 2014.

6. To appoint Smt. Anita Bhartiya (DIN:01579145) as Independent Director of the Company.

“RESOLVED THAT pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 read with the Schedule IV and Rules made thereunder, approval be and is hereby accorded to the appointment of Smt. Anita Bhartiya (DIN:01579145), as an independent director on the Board of the Company for a term of five years, effective from 30th September, 2014.

For **REMI SECURITIES LIMITED**

Regd. Office

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

Date: 14th August, 2014.

PRAMOD 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. 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 **Tuesday, the 23rd September, 2014** to **Tuesday, the 30th September, 2014**, both days inclusive.
3. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of Annual General Meeting and the Annual Report, including Financial Statements, Board Report, etc. by electronic mode.

In this regard kindly register your email address and changes therein from time to time with the Company/Registrar and Transfer Agent or with the concerned depositories.

4. Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide its members facility to exercise their rights to vote at General Meeting. The shareholders would therefore be able to exercise their voting rights on the items put up in this Notice of Annual General Meeting, through such e-voting method. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**. The details procedure for e-voting is set out below:

(a) In case of Members receiving an e-mail from NSDL:

- (i) Open the PDF file ‘ **RSEC-e-Voting.pdf** ’ attached to the e-mail with your Client ID/ Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the Password provided in PDF is an ‘Initial Password’.
- (ii) Launch an internet browser and open **<https://www.evoting.nsdl.com/>**
- (iii) Click on Shareholder - Login.
- (iv) Insert ‘User ID’ and ‘Initial Password’ as noted in step (i) above and click ‘Login’.

- (v) Password change menu will appear. Change the Password with a new Password of your choice. Please keep a note of the new Password.
It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.
- (vi) Home page of e-voting will open. Click on e-Voting - Active Voting Cycles.
- (vii) Select 'EVEN (E-voting Event Number)' of **REMI SECURITIES LIMITED**.
- (viii) Now you are ready for e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
- (x) Upon confirmation, the message 'Vote cast successfully' will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **rsecscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.

(b) In case of Shareholders receiving physical copy of the Notice of AGM .

- (i) Initial Password is provided in the enclosed Form.

EVEN (E-voting Event Number)	User ID	Password/ PIN
---------------------------------	---------	---------------

- (ii) Please follow all steps from Sr. No. (a) (ii) to Sr. No. (xii) above, to cast vote.

(c) Other Instructions:

- i. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and 'e-voting user manual' available in the downloads section of NSDL's e-voting website **www.evoting.nsdl.com**.
 - ii. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
 - iii. The voting rights shall be as per the number of equity share held by the Member(s) as on **14th August, 2014**. Members are eligible to cast vote electronically only if they are holding shares as on that date.
 - iv. The voting period shall commence at 9.00 a.m. on **22rd September, 2014** and will end at 5 p.m. on **24th September, 2014**. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.
 - v. The Scrutinizer shall, within a period not exceeding three working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 - vi. The results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of NSDL within two days of the passing of the resolutions at AGM of the Company .
5. An Explanatory Statement relating to the item of special business set out in item No.4 to 6 accompanies.

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

Item No. 4

Pursuant to Section 203 of the Companies Act, 2013, Shri Nandkishore P. Mittal (DIN:00156896) be appointed as Whole-Time Director (Key Managerial Personnel) of the Company for the term of 3 years. Notice has been received proposing candidature of the Director. The appointment and other details are stated in the aforesaid resolution.

❖ **Shri Nandkishore P. Mittal (DIN:00156896)**

Shri N.K.Mittal is a Commerce Graduate .He has experience of more than 35 years in accounts , finance and administration.

Item No. 5 to 6

With the enactment of the Companies Act, 2013 and clause 49 of the Listing Agreement, the Board of Directors decided that Shri Bhagirath Singh (DIN:00155407) and Smt. Anita Bhartiya (DIN:01579145) be appointed as an Independent Directors of the Company for five years terms as per Companies Act, 2013.

❖ **Shri Bhagirath Singh (DIN:00155407):**

Shri Bhagirath Singh is a Chartered Accountant. He is having vast experience of more than 30 years in the field of Accounts, Finance and Taxation. The Company will benefit from his rich knowledge ,experience and expertise.

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

Smt. Anita Bhartiya is a Commerce graduate with first class from Mumbai University. She has experience in the filed of Manufacturing, Production, Inventory Management, Merchandising, Brand Development etc. The Company will benefit from her knowledge. Notice has been received proposing candidature of the Director.

The Board recommends passing of ordinary resolutions as set out in item no. 4 to 6 of the Notice. None of the Directors of the Company is concerned or interested in the said resolutions except themselves.

Further, in the opinion of the Board, the proposed appointment of independent directors, fulfills the conditions specified in the Act and the Rules made thereunder and that the proposed appointment of independent directors is independent of the management.

Your Directors commend the 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, 2014.

The financial results are:

	(₹ In Lacs)	
Financial Results	2013 - 2014	2012 - 2013
Gross Income	<u>4471.94</u>	<u>6673.08</u>
Net Profit/(Loss)	<u>(131.98)</u>	<u>34.90</u>
Balance brought forward	<u>180.24</u>	<u>160.34</u>
	<u>48.26</u>	<u>195.24</u>
Transfer to General Reserve	---	<u>15.00</u>
Net surplus in the Statement of Profit & Loss	<u>48.26</u>	<u>180.24</u>
	<u>48.26</u>	<u>195.24</u>

WORKING:

The Company has incurred a net loss of ₹131.98 Lakhs during the year compared to profit of ₹34.89 Lakhs during previous year due to loss of ₹88.89 Lakhs on sale of long term investments and partial write off of NSEL exposure. The Company had exposure in NSEL to the extent of ₹794.80 Lakhs out of which it has written off ₹198.70 Lakhs being 25% of total exposure. The Company is watching the developments in the said matter closely, in view of the steps taken by EOW of Mumbai Police, legal case in the High Court and steps taken by Govt.

DIRECTORS:

Shri Pramod C. Jalan (DIN:00087437), retires by rotation and is to be re-appointed.

AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, M/s Sundarlal, Desai & Kanodia, Chartered Accountants (Firm Registration No.110560W) are eligible to hold the office for a period of three years, upto 2017.

The members are therefore requested to appoint M/s Sundarlal, Desai & Kanodia, Chartered Accountants as auditors for three years from the conclusion of the ensuing Annual General Meeting till the conclusion of the 44th Annual General Meeting, to be scheduled in 2017.

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 EARNINGS AND OUTGO:

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

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 Statutory 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.

APPRECIATION:

Your Directors 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:

REMI HOUSE
Plot No.11, Cama Industrial Estate,
Goregaon (East), Mumbai-400 063

Dated: 14th August, 2014

ON BEHALF OF THE BOARD

**(PRAMOD C. JALAN)
CHAIRMAN**

INDEPENDENT AUDITORS' REPORT

To,
The Members of **Remi Securities Limited**.

Report on the Financial Statements

We have audited the accompanying financial statements of Remi Securities Limited (the company), which comprise the balance sheet as at 31 March 2014, and the statement of profit and loss and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

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 and financial performance 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") read with General Circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect Section 133 of the Companies Act, 2013. 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.

Auditors' 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.

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:

- a. in the case of the balance sheet, of the state of affairs of the company as at 31 March 2014;

- b. in the case of the statement of profit and loss, 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.

Emphasis of matter

With qualifying our report we draw attention to:

The Company has unsettled exposure for various commodities trade through NSEL/Broker. NSEL has not been able to discharge payment obligation from August 2014 onwards. The company has decided to write off Rs. 1,98,70,000/- being 25% of original outstanding and shown as exceptional item. The detailed note on subject is given at note no.1.7 of Notes to Financial Statements for the year ended 31st March, 2014.

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 31 March 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

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

Sd/-

**(M. B. DESAI)
PARTNER**

PLACE : MUMBAI
DATED : 30TH MAY, 2014

Membership Number 33978

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(REFERRED TO IN PARAGRAPH 1 UNDER "REPORT ON OTHER REGULATORY REQUIREMENTS" SECTION OF OUR REPORT OF EVEN DATE)

- (i) The Company does not own any fixed assets.
- (ii) (a) It is reported that the inventories of shares etc., wherever applicable have been physically verified by the management wherever possible at reasonable intervals during the year.

(b) In our opinion and according to the information and explanations given to us the procedures of physical verification of inventories of shares etc., wherever applicable/possible followed by the management are reasonable and adequate in relation to the size of company and the nature of its business.

(c) The Company has maintained proper records of inventories of shares etc. and as explained to us there were no material discrepancies notified on physical verification of inventories as compared to the book records except transactions on NSEL platform.
- (iii) (a) According to information and explanations given to us, the Company has not granted any loan, secured or unsecured, to Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly paragraph 4 (iii)(a), (b), (c) and (d) of the Order are not applicable to the Company.

(b) According to information and explanations given to us, the Company has not taken any loans, secured or unsecured from Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956 during the year. Accordingly clauses (iii) (e), (f) & (g) of paragraph 4 of the Order are not applicable to the Company.
- (iv) In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and the nature of its business with regard to purchases of inventories of shares etc; fixed assets and also to the sale of shares etc. During the course of our audit, we have not observed any continuing failure to correct major weaknesses in internal controls.
- (v) According to the information and explanations given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956.
- (vi) In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and provisions of sections 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable.

- (vii) In our opinion, the company has an internal audit system commensurate with the size and nature of its business.
- (viii) The central Govt. has not prescribed the maintenance of cost records under section 209 of the Companies Act, 1956.
- (ix) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales-tax, Wealth tax, Custom Duty, Excise Duty, Service Tax, Cess and other material statutory dues wherever applicable to it and there were no undisputed arrears as at 31st March 2014 for a period of more than six months from the date they become payable.

(b) According to the information and explanations given to us, there were no disputed statutory dues including Provident Fund, Investor Education Protection Fund, Employees' State Insurance, Income tax, Sales-tax, Wealth tax, Custom Duty, Excise Duty, Service Tax, Cess and other material statutory dues wherever applicable to it as at 31st March, 2014.
- (x) The Company has no accumulated losses but has incurred cash losses during the financial year covered by our audit. However, there were no cash losses in the immediately preceding financial year.
- (xi) According to information and explanations given to us, there are no loans from financial institutions or banks and have no outstanding debentures.
- (xii) In our opinion and according to information and explanations given to us, the Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) In our opinion the company is not a nidhi, mutual benefit fund or a society.
- (xiv) The company is dealing or trading in shares, debentures etc. and according to the information and explanations given to us, the company has maintained proper records of transactions and contracts in respect of such trading. All shares, debentures etc. have been held by the company in its own name except to the extent of the exemption u/s 49 of the Companies Act, 1956.
- (xv) The company has not given any Guarantee for loans taken by others from banks or financial institution.
- (xvi) The Company has not taken any term loan during the year.

- (xvii) According to the information and explanations given to us and on an overall examination of the Balance sheet of the Company as at 31st March 2014, we are of the opinion that no funds raised on short term basis have been used for longterm purposes by the Company.
- (xviii) According to the information and explanations given to us, the company has not made any preferential allotment of shares to parties and Companies covered in the register maintained under section 301 of the Companies Act, 1956, during the year under report.
- (xix) The company has not issued any debentures, hence clause 4 (xix) of the Companies (Auditors' Report) orders, 2003 is not applicable to the Company.
- (xx) The Company has not raised any money by public issue during the year under report.
- (xxi) To the best of knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year except commodity related transactions on NSEL platform.

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

Sd/-

PLACE : MUMBAI
DATED : 30TH MAY, 2014

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

REMI SECURITIES LIMITED

BALANCE SHEET AS AT 31ST MARCH 2014

Particulars	Note No	As at 31st March 2014 Amount(₹)	As at 31st March 2013 Amount(₹)
I. EQUITY AND LIABILITIES:			
(1) Shareholders' Funds			
(a) Share Capital	2	17,500,000	17,500,000
(b) Reserves and Surplus	3	67,826,135	81,024,147
		85,326,135	98,524,147
(2) Current Liabilities			
(a) Short-Term Borrowings	4	84,038,112	153,283,820
(b) Trade Payables		3,847	20,789
(c) Other Current Liabilities	5	3,224,181	1,221,597
(d) Short-Term Provisions	6	-	277,638
		87,266,140	154,803,844
Total		172,592,275	253,327,991
II. ASSETS:			
(1) Non-Current Assets			
(a) Non-Current Investments	7	58,215,014	79,666,393
(b) Deferred Tax Assets (net)	8	15,512,192	3,948
(c) Long Term Loans and Advances	9	75,025	75,025
		73,802,231	79,745,366
(2) Current Assets			
(a) Inventories	10	8,657,903	12,613,854
(b) Trade Receivables	11	56,910,992	139,351,520
(c) Cash and Cash Equivalents	12	1,623,134	243,455
(d) Short-term Loans and Advances	13	30,198,000	20,775,604
(e) Other Current Assets	14	1,400,015	598,192
		98,790,044	173,582,625
Total		172,592,275	253,327,991

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1

AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA
(Firm Registration No.110560W)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH PRAMOD C. JALAN
DIRECTOR DIRECTOR
DIN: 00155407 DIN: 00087437

PLACE : MUMBAI

DATED : 30TH MAY, 2014

REMI SECURITIES LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2014

Particulars	Note No	For the Year Ended 31st March 2014 Amount(₹)	For the Year Ended 31st March 2013 Amount(₹)
I. Revenue from Operations			
a) Sale of Shares		13,895,358	2,088,908
b) Sale of Commodities		424,507,828	660,598,639
c) Interest		7,605,066	4,000,099
d) Other Financial Services		49,189	112,629
		446,057,441	666,800,275
II. Other Income			
a) Dividend Income		866,108	507,562
b) Net Gain on Sale of Long Term Investment		270,544	-
Total Revenue		447,194,093	667,307,837
III. Expenses:			
a) Purchase of Shares		7,606,337	-
b) Purchase of Commodities		419,335,927	651,302,759
c) Changes in Inventories of Stock-in-Trade	15	3,955,951	1,648,134
d) Employees' Benefit Expenses	16	252,059	231,195
e) Finance Costs - Interest Expenses	-	14,115,727	8,441,586
f) Other Expenses	17	30,637,533	613,168
Total Expenses		475,903,534	662,236,842
IV. Profit before Tax		(28,709,441)	5,070,995
V. Tax Expense:			
(1) Current Tax		-	1,540,000
(2) Deferred Tax / (Credit)		(15,508,244)	(1,631)
(3) Excess / (Short) Provision of I.Tax of earlier year w/back		3,185	(43,024)
VI. Profit/(Loss) for the Period		(13,198,012)	3,489,602
VII. Earning per Equity Share [Nominal Value of Share Rs. 10/- each]			
(1) Basic		(7.54)	1.99
(2) Diluted		(7.54)	1.99

SIGNIFICANT ACCOUNTING POLICIES AND NOTE TO ACCOUNTS

1

AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA
(Firm Registration No.110560W)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH PRAMOD C. JALAN
DIRECTOR DIRECTOR
DIN: 00155407 DIN: 00087437

PLACE : MUMBAI
DATED : 30TH MAY, 2014

REMI SECURITIES LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2014

(₹ In Lacs)

	2013-2014	2012-2013
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit / (Loss) before tax and extra - ordinary items	(287.09)	50.71
Adjustment For		
Dividend & Other Income	(8.66)	(5.08)
Capital Gains	(2.71)	-
Capital Loss	88.89	-
Operating Profit before Working Capital Changes	(209.57)	45.63
Adjustment For		
Trade and other receivables	722.16	(1,270.48)
Inventories	39.56	16.48
Trade Payable and Provision	17.08	14.21
Cash Generated from Operations	569.23	(1,194.16)
Direct Taxes Paid	-	(15.40)
Cash flow before extra ordinary items	569.23	(1,209.56)
Extra ordinary Items	0.03	(0.43)
Net Cash from operating Activities (A)	569.26	(1,209.99)
B. CASH FLOW FROM INVESTMENTS ACTIVITIES		
Purchase of Investments	(93.33)	(303.72)
Sale of Investments	221.66	-
Dividend & Other Income	8.66	5.08
Net Cash used in Investing Activities (B)	136.99	(298.64)
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Equity Shares Issued	-	-
Proceeds from Short Term Loan	(692.45)	1,509.16
Repayment of Short Term Loan	-	-
Net Cash used in Financing Activities (C)	(692.45)	1,509.16
Net Cash and Cash Equivalents	13.80	0.53
Cash & Cash Equivalents as at (Closing Balance)	16.23	2.43
Cash & Cash Equivalents as at (Opening Balance)	2.43	1.90
Net Increase/Decrease in Cash and Cash Equivalents	(13.80)	(0.53)

Notes : 1) The Cash flow has been prepared under the " Indirect Method " as set out in accounting standard -3 on Cash Flow Statement notified by the companies (Accounting Standards) Rules, 2006.

2) Figures in brackets represent outflows.

AS PER OUR REPORT OF EVEN DATE
FOR SUNDERLAL DESAI & KANODIA
(Firm Registration No.110560W)

FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS

Sd/-

Sd/-

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

BHAGIRATH SINGH PRAMOD C. JALAN
DIRECTOR DIRECTOR
DIN: 00155407 DIN: 00087437

PLACE : MUMBAI
DATED : 30TH MAY, 2014

REMI SECURITIES LIMITED

NOTE –1 : NOTES ON FINANCIAL STATEMENTS FOR THE YEAR ENDED 31.03.2014

1.1 SIGNIFICANT ACCOUNTING POLICIES

a) BASIS OF ACCOUNTING

The financial statements are prepared under historical cost convention on accrual basis and are in accordance with the requirements of the Companies Act, 1956, and comply with the Accounting Standards specified by the Institute of Chartered Accountants of India.

b) FIXED ASSETS & DEPRECIATION

The Company does not own fixed assets.

c) INVESTMENTS

Long term investment are stated at cost or fair value, whichever is less, temporary fall in market value, if any, is not provided for. Current Investments are carried at cost or fair value whichever is less.

d) DIVIDEND

Dividend income is accounted for as and when right to receive is established.

e) INTEREST

Interest income is accounted on accrual basis.

f) TAXES

Income Tax expense for the year comprises of current tax and deferred tax, if any Current tax provision has been determined on the basis of reliefs, deductions available under the Income Tax Act. Deferred Tax, if any is recognized for all timing differences, subject to the consideration of prudence applying the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax asset is recognised and carried forward only to the extent that there is virtual certainty that the asset will be realised in future.

g) IMPAIRMENT

Impairment of assets are assessed at each Balance Sheet date and loss is recognized wherever the recoverable amount of an assets is less than its carrying amount.

h) PROVISIONS & CONTINGENT LIABILITIES

Provisions are recognized where reliable estimate can be made for probable outflow of resources to settle the present obligation as result of past events and the same is reviewed at each balance sheet date.

Contingent liabilities are not provided for and are separately dealt with.

i) INVENTORIES / STOCKS

Stock in trade has been valued at cost or market value whichever is lower.

- 1.2 The company does not have any outstanding amount payable to Micro, Small and Medium Enterprises as specified in Micro, Small and Medium Enterprises Development Act, 2006.
- 1.3 Provisions of The Payment of Gratuity Act, and the Employees' Provident Fund Act, 1952 are not applicable to the Company.
- 1.4 The Significant component and classification of deferred tax assets and liabilities on account of timing differences are: -

<u>Deferred Tax Asset</u>	As at 31-03-2014 (₹)	As at 31-03-2013 (₹)
On Account of Leave Salary	5,875.00	3,948.00
On Account of Business Loss	67,16,049.00	NIL
On Account Long Term Capital Loss	87,90,268.00	NIL
Net Deferred Tax Assets	1,55,12,192.00	3,948.00

1.5 **Earning per Share**

		As at 31-03-2014	As at 31-03-2013
a.	Weighted average number of equity share of Rs.10/- each		
	i) No. of shares at the beginning of the year	17,50,000	17,50,000
	ii) No. of shares at the end of the year	17,50,000	17,50,000
	Weighted average number of shares outstanding during the year.	17,50,000	17,50,000
b.	Net profit after tax available for equity Share-holders	(1,31,98,012)	34,89,602
c.	Basic and Diluted earning for equity share (in Rs.)	(7.54)	1.99

1.6 **Related parties disclosures: -**

A. **Associate Companies: -**

Bajarang Finance Limited, Rajendra Finance Private Limited, Remi Finance & Investment Private Limited, Remi Fans Limited and Kuberkamal Industrial Investments Ltd.

		31-03-2014 (₹)	31-03-2013 (₹)
a)	Interest Paid	33,49,905.00	16,28,978.00
b)	Interest Received.	NIL	875.00
c)	Loan Given	NIL	NIL
d)	Loan Received	40,00,000.00	6,77,57,281.00
e)	Outstanding Payable at year end	2,24,40,995.00	3,72,31,080.00
f)	Outstanding Receivable at year end	NIL	NIL

- 1.7 The company has exposure to National Spot Exchange Ltd. (NSEL) of Rs.7,94,79,965/- through M/S Motilal Oswal Commodities Broker Pvt. Ltd. NSEL has not been able to discharge its payment obligation from August 2013 onwards. Economic Office Wing (EOW) of Mumbai Police is investigating the matter and NSEL Investors Forum of which company is a member has also filed writ in Bombay High Court. Based on the information available with the company it is decided to write off Rs.1,98,70,000/- during the year being 25% of the original outstanding amount. The company is hopeful for recovery of the balance amount in view of the steps taken by EOW of Mumbai Police, legal case in the High Court and steps taken by court.
- 1.8 Previous year figures have been regrouped / rearranged, wherever necessary to control with current year's presentation.

REMI SECURITIES LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 ST MARCH 2014

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
NOTE : 2		
SHARE CAPITAL		
AUTHORISED: 20,00,000 (20,00,000)Equity Shares Of Rs. 10/- Each	20,000,000	20,000,000
ISSUED, SUBSCRIBED AND PAID UP : 17,50,000 (17,50,000) Equity Shares of Rs. 10/- each	17,50,000	17,50,000
TOTAL	17,50,000	17,50,000

A) Terms/ Rights Attached to Equity Shares:

i) The company has only one class of equity shares having par value of Rs. 10. Each holder of equity shares is entitled to one vote per share.

ii) In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

B) Reconciliation of Outstanding Shares:

Particulars	No. of shares as on 31st March 2014	No. of shares as on 31st March 2013
Opening as on 1st April	1,750,000	1,750,000
Closing as on 31st March	1,750,000	1,750,000

C) Details of Shareholders Holding more than 5% Shares of the Company:

Name of the Shareholder	No. of shares as on 31st March 2014	No. of shares as on 31st March 2013
REMI SALES & ENGG. LTD.	172,550	172,550
BAJRANG FINANCE LTD	340,250	340,250
KUBERKAMAL INDL. INVTS. LTD	340,700	340,700
VANDANA SARAF	98,800	98,800
ROCKON FINTECH LIMITED	-	100,000
SHREENATH COMMERCIAL AND FINANCE LIMITED	-	100,000
RISHABH SARAF	100,500	100,500
FULIDEVI SARAF FAMILY TRUST	112,200	112,200
HANUMAN FORGING & ENGINEERING PVT.LTD.	260,000	260,000

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
NOTE : 3		
RESERVES AND SURPLUS		
a) Securities Premium Reserve :- - Balance as per last Balance Sheet	31,500,000	31,500,000
Closing Balance	31,500,000	31,500,000
b) General Reserve :- - Opening Balance - Add: Transferred from surplus balance in statement of profit & loss	31,500,000 -	30,000,000 1,500,000
Closing Balance	31,500,000	31,500,000
c) Surplus :- - Opening Balance - Add: Profit for the period - Less: Appropriations: - Transferred to General reserve	18,024,147 (13,198,012) -	16,034,545 3,489,602 1,500,000
Net surplus in the statement of Profit & Loss	4,826,135	18,024,147
Total Reserves and Surplus	67,826,135	81,024,147

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
NOTE : 4		
SHORT TERM BORROWINGS		
Intercompany Deposit from Related Parties	22,440,995	37,231,080
Intercompany Deposit from others	61,597,117	116,052,740
Total	84,038,112	153,283,820
NOTE : 5		
OTHER CURRENT LIABILITIES		
Interest accrued and due on borrowing	-	297,195
TDS deducted	1,412,520	848,931
Profession Tax Payable	200	700
Other Liabilities	1,768,329	39,553
Provision for Employees' Benefits	43,132	35,218
Total	3,224,181	1,221,597
NOTE : 6		
SHORT TERM PROVISION		
Provision for Taxation (Net of Advance Tax & TDS)	-	277,638
Total	-	277,638
NOTE : 7		
A)NON CURRENT INVESTMENTS		
- Investments in Equity Shares of Associate Companies		
a) Quoted and Non Trade		
1209390 (1209390) Equity shares of ₹ 10/- each fully paid Remi Edelstahl - Tubulars Ltd.	10,546,163	10,546,163
268770 (268770) Equity shares of ₹10/- each fully paid up of Kuberkamal Industrial Investments Ltd.	852,700	852,700
83000 (93000) Equity shares of ₹10/- each fully paid up of Remi Sales & Engg.Ltd.	410,184	459,600
270350 (290350) Equity shares of ₹ 10/- each fully paid up of Bajrang Finance Ltd.	870,979	935,299
389124 (389124) Equity shares of ₹ 10/- each fully paid Remi Elektrotechnik Ltd.	-	-
800 (800) Equity shares of ₹ 10/- each fully paid up of Remi Process Plant & Machinery Ltd.	1,600	1,600
b) Unquoted and Non Trade		
7500 (7500) Equity shares of ₹100/- each fully paid up of Remi Car Fans Ltd.	75,000	75,000
9460 (9460) Equity shares of ₹10/- each fully paid up of Remi International Ltd.	47,300	47,300
59203 (59203) Equity shares of ₹10/- each fully paid up of Rajendra Finance Pvt.Ltd.	572,486	572,486
57540 (57540) Equity shares of ₹10/- each fully paid up of Remi Finance & Investments Pvt.Ltd.	558,275	558,275
20993 (20993) Equity shares of ₹10/- each fully paid up of Remi Fans Ltd.	209,930	209,930
15840 (1440) Equity shares of ₹10/- each fully paid up of Remi Fans Ltd. (P.Y. 1440 Equity Shares of ₹ 100/- each fully paid up of Remi Engineering Fans Ltd.)	223,800	223,800
20000 (1000) Equity shares of ₹ 10/- each fully paid up of Remi Fans Ltd (P.Y.1000 Equity Shares of ₹ 100/- each fully paid of Remi Cool Fans Ltd)	305,000	305,000
1300 (1300) Equity shares of ₹100/- each fully paid up of Remi Electrical Industries Ltd.	65,000	65,000
22000 (22000) Equity shares of ₹10/- each fully paid up of High Power Mercantile Ltd.	219,400	219,400
22000 (22000) Equity shares of ₹10/- each fully paid up of Vayudoot Trading Ltd.	243,520	243,520
10000 (10000) Equity shares of ₹10/- each fully paid up of Remi Coach Fans Ltd.	100,000	100,000
5000 (--) Equity shares of ₹10/- each fully paid up of Vishwakarma Jobworks Ltd.	1,728,250	-
18886 (18886) Equity shares of ₹10/- each fully paid up of Remi Auto Fans Ltd.	106,930	106,930

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
18000 (18000) Equity shares of ₹10/- each fully paid of Magnificent Trading Pvt Ltd.	180,000	180,000
16000 (16000) Equity shares of ₹10/- each fully paid of Skyrise Mercantile Ltd. (Formerly Remi Anupam Fans Ltd.)	521,600	521,600
- Investments in Preference Shares of Associate Companies		
21000 (21000) Pref. shares of ₹1000/- each fully paid of Magnificent Trading Pvt.Ltd.	1,050,000	1,050,000
17432 (17432) Pref. shares of ₹1000/- each fully paid of Calplus Trading Pvt.Ltd.	871,600	871,600
Investment in other Companies - a) Quoted and Non Trade		
100 (100) Equity shares of ₹ 10/- each fully paid up of Choksi Tube Co.Ltd.	916	916
200 (200) Equity shares of ₹ 5/- each fully paid up of Gandhi Special Tube Co.Ltd.	3,523	3,523
200 (200) Equity shares of ₹ 5/- each fully paid up of Maharashtra Seam. Steel Ltd.	22,618	22,618
300 (300) Equity shares of ₹ 10/- each fully paid up of Suraj Ltd	1,805	1,805
1226 (1226) Equity shares of ₹ 10/- each fully paid up of Rural Electrification Ltd	128,730	128,730
100 (100) Equity shares of ₹ 10/- each fully paid up of Adhunik Metaliks Ltd.	3,203	3,203
250 (250) Equity shares of ₹ 10/- each fully paid up of Bhushan Steel Ltd.	16,678	16,678
100 (100) Equity shares of ₹ 10/- each fully paid up of Jayswals Neco Ltd	1,212	1,212
300 (300) Equity shares of ₹ 1/- each fully paid up of Jindal Steel Power Ltd	20,339	20,339
10 (10) Equity shares of ₹ 2/- each fully paid up of Lic Housing Finance Ltd	2,385	2,385
100 (100) Equity shares of ₹ 10/- each fully paid up of Mahindra Ugin Ltd	11,866	11,866
250 (250) Equity shares of ₹ 10/- each fully paid up of Modern Steel Ltd.	6,235	6,235
100 (100) Equity shares of ₹ 10/- each fully paid up of Mukand Ltd.	8,316	8,316
148519 Equity shares of ₹ 10/- each fully paid up of Modern India Ltd.	7,604,694	-
250 (250) Equity shares of ₹ 2/- each fully paid up of Jindal Saw Ltd.	19,057	19,057
50 (50) Equity shares of ₹ 2/- each fully paid up of Hexa Tradex Ltd.	-	-
4 (4)Equity shares of ₹ 10/- each fully paid up of J S W Steel Ltd.	2,021	2,021
2313600 (2907509) Equity shares of ₹ 6/- each fully paid up of RMG Alloys Steel Ltd.	8,791,680	19,462,267
100 (100)Equity shares of ₹ 10/- each fully paid up of Steel Authority of India Ltd.	8,563	8,563
100 (100)Equity shares of ₹ 10/- each fully paid up of Sun Flag Iron & Steel Ltd	1,261	1,261
500 (500) Equity shares of ₹ 1/- each fully paid up of Usha Martin Ltd.	17,376	17,376
67 (67) Equity shares of ₹10/- each fully paid up of Tata Steel Ltd	30,311	30,311
500 (500) Equity shares of ₹ 5/- each fully paid up of Welspun Corpn. Ltd.	131,650	131,650
500 (500) Equity shares of ₹10/- each fully paid up of Welspun India Ltd	30,878	30,878
25 Equity shares of ₹10/- each fully paid up of Welspun Enterprises Ltd	-	-
-- (2000000) Equity shares of ₹10/- each fully paid up of Future Venture India Ltd	-	20,000,000
b) Unquoted and Non Trade		
200 (200) Equity shares of ₹10/- each fully paid up of Lakshminarayan Realfinvest Ltd	2,000	2,000
1000 (1000) Equity shares of ₹10/- each fully paid up of Dholishakti Finance & Investments Ltd	10,500	10,500
B) NON CURRENT INVESTMENTS		
Investment in Property	21,577,480	21,577,480
Total	58,215,014	79,666,393
i) Aggregate Cost of Quoted investments .	29,546,943	52,726,572
ii) Aggregate Cost of Unquoted investments.	28,668,071	26,939,821
iii) Aggregate Market Value of Quoted investments.	42,101,428	66,839,359

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
NOTE : 8		
DEFERRED TAX ASSETS		
On Account of Employees' Benefits	5,875	3,948
On Account of Business Loss	6,716,049	-
On Account of Long Term Capital Loss	8,790,268	-
Total	15,512,192	3,948
NOTE : 9		
LONG TERM LOAN & ADVANCES		
(Unsecured and considered good)		
Security Deposits	75,025	75,025
Total	75,025	75,025
NOTE : 10		
INVENTORIES		
Stock - in - trade - Equity Shares	8,657,903	12,613,854
Total	8,657,903	12,613,854
NOTE : 11		
TRADE RECEIVABLE- OTHERS		
(Unsecured considered good)		
Outstanding for more than six months	76,647,130	-
Less - Bad Debts Written off	19,870,000	-
Others	56,777,130	139,351,520
	133,862	
Total	56,910,992	139,351,520
NOTE : 12		
CASH AND BANK BALANCE		
CASH AND CASH EQUIVALENTS		
Balance with Banks	1,596,956	218,187
Cash on Hand	26,178	25,268
Total	1,623,134	243,455
NOTE : 13		
SHORT TERM LOANS AND ADVANCES		
(Unsecured and Considered Good)		
Loans and advances to related parties	-	-
Loans and advances to others	30,198,000	20,775,604
Total	30,198,000	20,775,604
NOTE : 14		
OTHER CURRENT ASSETS		
MAT Credit Entitlement	596,685	596,685
Advance recoverable in cash or Kind or for value to be received	1,226	1,507
Advance Tax & TDS (Net)	802,104	-
Total	1,400,015	598,192
NOTE : 15		
CHANGES IN INVENTORIES OF STOCK-IN-TRADE		
Opening Stock - in - trade	12,613,854	14,261,988
Less - Closing Stock -in - trade	8,657,903	12,613,854
Change	3,955,951	1,648,134

	As on 31-3-2014 Amount(₹)	As on 31-3-2013 Amount(₹)
NOTE : 16		
EMPLOYEE BENEFIT EXPENSES		
Salary , Wages & Bonus	251,454	230,221
Staf Welfare Exp	605	974
Total	252,059	231,195
NOTE : 17		
OTHER EXPENSES		
Rent	90,000	90,000
Fee,Rates Taxes & Listing Fees	20,854	20,854
Directors Siting Fees	15,000	12,000
Service Tax	1,860	1,209
Legal & Prof. Fees	26,965	25,055
Depository Charges	29,048	16,376
Donation	-	121,000
Bad Debt	19,870,000	-
Membership & Subscription	64,944	-
Stamping & Filling Fees Paid To Roc	-	6,412
Loss in Stock Derivatives	1,429,501	184,328
Long Term Capital Loss	8,888,860	-
<u>Payment to Auditor</u>		
Audit Fees	39,326	39,326
Other Services (Certification Fees)	8,427	8,427
Miscellaneous Expenses	152,748	88,181
Total	30,637,533	613,168

SIGNATURE TO NOTES 1 TO 17

**AS PER OUR REPORT OF EVEN DATE
FOR SUNDARLAL, DESAI & KANODIA
(Firm Registration No.110560W)**

**FOR AND ON BEHALF OF THE
BOARD OF DIRECTORS**

Sd/-

Sd/-

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

**BHAGIRATH SINGH PRAMOD C. JALAN
DIRECTOR DIRECTOR
DIN: 00155407 DIN: 00087437**

PLACE : MUMBAI
DATED : 30TH MAY, 2014

REMI SECURITIES LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L65990MH1973PLC016601, Web.: www.remigroup.com, Email: rs_igrd@remigroup.com,
Ph.:022-40589888, Fax: 022-26852335

ATTENDANCE SLIP

(To be handed over at the entrance of the Meeting Hall)

DPID No.		Name & Address of the Registered Shareholder
Client ID No./Folio No.		
No. of Shares Held		

(To be filled in if the Proxy attends instead of the Member/s)

I hereby record my presence at the **41st ANNUAL GENERAL MEETING** to be held at the Company's Registered Office on **Tuesday, the 30th September, 2014**, at 4.30 P.M.

Note: Please complete this and signed at the time of handing over this slip.

Member's/ Proxy's Signature

Form No. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member(s) :			
Registered address :			
E-mail Id :			
Folio No/ Client Id :		DP ID	

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1.	Name :			
	Address :			
	E-mail Id :		Signature:	
				, or failing him
2.	Name :			
	Address :			
	E-mail Id :		Signature:	
				, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the **41st Annual General Meeting** of the Company, to be held on **Tuesday, the 30th September, 2014**, at 4.30 P.M. at the Company's Registered Office, **Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai - 400 063** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution

No.	Description
1.	Consideration of Financial Accounts for the year ended 31 st March, 2014 and the Directors' and Auditors' Reports thereon.
2.	Re-appointment of Shri Pramod C. Jalan as director, who retires by rotation.
3.	Appointment of M/s Sundarlal, Desai & Kanodia, as Auditors of the Company.
4.	Appointment of Shri Nandkishore P. Mittal as Whole-Time Director (Key Managerial Personnel) of the Company.
5.	Appointment of Shri Bhagirath Singh as an independent director of the Company for a term of five years.
6.	Appointment of Smt. Anita Bhartiya as an independent director of the Company for a term of five years.

Signed this _____ day of _____ 2014.

Signature of
shareholder :

Signature of Proxy
holder(s) :

Affix Re.1/-
Revenue
Stamp &
(sign across)

Note: This form of proxy in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

REMI SECURITIES LIMITED

Regd. Office: Remi House, Plot No.11, Cama Industrial Estate, Goregaon(E), Mumbai- 400 063
CIN: L65990MH1973PLC016601, Web.: www.remigroup.com, Email: rs_igrd@remigroup.com,
Ph.:022-40589888, Fax: 022-268523355

Name & Address of the Registered Shareholder:

DPID/Client ID/ Folio No :

No. of Shares Held :

Sub: Process and Manner for Availing E-Voting Facility

Pursuant to provision of Section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting to be held on **Tuesday**, the **30th September, 2014**, at **4.30 P.M.** The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities. The e-voting facility is available at the link **<https://www.evoting.nsdl.com>**.

The electronic voting particulars are set out below:

EVEN (E-voting Event Number)	User ID	Password/ PIN
101109		

The e-voting facility will be available during the following voting period;

Commencement of e-voting	End of e-voting
From 9.00 a.m. of 22nd September, 2014	Upto 5 p.m. of 24th September, 2014

Please read the instructions printed overleaf before exercising the votes.

These details and instructions form integral part of the Notice for the Annual General Meeting to be held on **Tuesday**, the **30th September, 2014**.

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting:

- (a) User ID and Password for e-voting is provided in the table on the face of this annexure to the Notice of Annual General Meeting (AGM). Please note that the Password is an Initial Password.
- (b) Launch an internet browser by typing in the URL **<https://www.evoting.nsdl.com>**.
- (c) Click on "Shareholder - Login".
- (d) Put user ID and Password noted in step (a) above as the initial password. Click login. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for Login.
- (e) If you are logging in for the first time, Password Change Menu appears. Change the Password of your choice with minimum 8 digits/ characters or a combination thereof. Please note the new Password for all the future e-voting cycles offered on NSDL e-voting Platform. It is strongly recommended not to share your Password with any other person and take utmost care to keep your Password confidential.
- (f) Home page of "e-voting" opens. Click on "e-voting": Active Voting Cycles.
- (g) Select "EVEN (E-Voting Event Number)" of **REMI SECURITIES LIMITED**. For and EVEN, you can login any number of times on e-voting platform of NSDL till you have voted on the resolution during the voting period.
- (h) Now you are ready for "e-voting" as "Cast Vote" Page opens.
- (i) Cast your vote by selecting appropriate option and click "Submit" and also "Confirm" when prompted. Kindly note that vote once cast cannot be modified.
- (j) 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an e-mail at **rsecscrutinizer@gmail.com** with a copy marked to **evoting@nsdl.co.in**.
- (k) Once the vote on a resolution is cast by the shareholder, he/she shall not be allowed to change it subsequently.
- (l) In case of any queries you may refer the frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of **<https://www.evoting.nsdl.com>** or contact NSDL by email at **evoting@nsdl.co.in**.

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Registrar and Share Transfer Agent:

Bigshare Services Private Limited
Unit: **REMI SECURITIES LIMITED**
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REMI GROUP