

ELECTREX[®] **INDIA LIMITED**

Reg off: 21DI, 2 Phase, Peenya Indularea, Bangalore – 560058, Tel: 080-23724477.
Corp off: 503, Raheja Chambers, Free Press, Gournal Matg, Nariman Point, Mumbai – 400021, Tel: 022-62373077.
Email id – info@electrexindia.com, Web site – www.electrexindia.com
CIN – L00363KA1982PLC005084

16/09/2017

To,
BSE Limited,
P J Tower, Dalal Street,
Fort, Mumbai-400 001.

Subject: Annual report for the financial year 2016-17

Dear Sir / Madam,

Attached please find a copy of the Electrex (India) Limited annual report for the financial year 2016-17.

We request you to take the above on your records.

Thanking You,

For Electrex (India) Limited



Makesh Choksi
Managing Director
DIN: 00510353





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Email – info@electrexindia.com Website: www.electrexindia.com.

34TH ANNUAL REPORT - 2016-17



New Launch

ORANGE SERIES PROFESSIONAL POWER TOOLS

<p>ELECTREX POWER TOOLS / ORANGE SERIES PROFESSIONAL</p> <p>ROTARY HAMMER ER 22 PRO</p> <p>• The most powerful in the range of rotary hammers • High quality tools • Durable and long life • Innovative and safe design</p> <p>INNOVATIONS * FOREVER</p>	<p>ELECTREX POWER TOOLS / ORANGE SERIES PROFESSIONAL</p> <p>6MM ELECTRIC DRILL Screwdrills & Drivers 606VW PRO</p> <p>• The most powerful in the range of 6mm drills • Innovative and safe design • High quality tools • Durable and long life</p> <p>INNOVATIONS * FOREVER</p>	<p>ELECTREX POWER TOOLS / ORANGE SERIES PROFESSIONAL</p> <p>50 MM ANGLE DRIDER 500 100</p> <p>• The most powerful in the range of 50mm angle grinders • Innovative and safe design • High quality tools • Durable and long life</p> <p>INNOVATIONS * FOREVER</p>	<p>ELECTREX POWER TOOLS / ORANGE SERIES PROFESSIONAL</p> <p>MARBLE CUTTER SC 4 PRO</p> <p>• The most powerful in the range of marble cutters • Innovative and safe design • High quality tools • Durable and long life</p> <p>INNOVATIONS * FOREVER</p>
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COMPANY INFORMATION

Board of Directors

Mr. Mukesh M Choksi, Managing Director
Mr. Mahesh Thakur, Director & CFO
Mr. K R Hegde, Independent Director
Mr. Abnasi Thadhaney, Independent Director
Mrs. Minaxi Mukesh Choksi, Woman Independent Director
Mr. Kapil Vaswani, Company Secretary

Statutory Auditors

M/s. S M Bhat & Associates
Chartered Accountants
No.3, Ish Prasad, Old Police Lane
Andheri (E), Mumbai – 400 059

Bankers

Canara Bank
Kotak Mahindra BankLtd.

Registered Office

21-D1,2ndPhase,PeenyaIndustrial Area
Bangalore560058.
Website:www.electrexindia.com

Corporate Office

503,Raheja Chambers,
Free Press Journal Marg,
Nariman Point Mumbai–400021.
Email:info@electrexindia.com

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Notice of AGM 2016-17

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the shareholders of **Electrex (India) Limited** will be held on Monday, **28th August, 2017** at the 21-D1, 2nd Phase, Peenya Industrial Area, Bangalore – 560 058, at 10.00 a.m., to transact the following business:

Ordinary Business:

To consider and if thought fit, to pass with or without modifications, the following resolution as ORDINARY RESOLUTION-

1. **“RESOLVED THAT** the audited balance sheet of the Company as at 31st March 2017 and statement of profit and loss for the year ended on that date and reports of the directors and auditors thereon, as placed before the meeting be and are hereby adopted.”
2. **“RESOLVED THAT** Mr. Mukesh M. Choksi (DIN 00510350), a director in the Company, who retires at this meeting by rotation and being eligible, has offered himself for re-appointment, be and is hereby appointed as director of the Company.”
3. **“RESOLVED THAT** in accordance with the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 framed there under, as amended from time to time, is accorded to ratify the reappointment of M/s. **S M Bhat & Associates**, Chartered Accountants, (Reg. No: 030696W) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting, until the conclusion of 35th Annual General Meeting at such remuneration plus service tax, out-of pocket, travelling and living expenses, etc., as may be agreed upon by mutual consultation.

By order of the Board

For ELECTREX (INDIA) LIMITED

Sd/-

(Mr. Mahesh B. Thakur,)

Director & CFO

DIN: 06574744

Place: Bangalore

Date: 03rd August, 2017

NOTES

- A. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY, IN ORDER TO BE EFFECTIVE, MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- B. The Register of Members and Share Transfer Books of the Company will be closed from **22nd August, 2017** to **28th August, 2017** (both days inclusive).
- C. Members are requested to intimate immediately any change in their address to Company's Registrars and Share Transfer Agents, M/s. Purva Share Registry India Pvt. Ltd., Unit no. 9, Shiv Shakti Ind. Estt., J .R. Boricha Marg, Opp. Kasturba Hospital Lane, Lower Parel (E), Mumbai 400 011.
- D. Members are requested to bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
- E. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the registered office address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
- F. Members/beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all correspondence with the company.
- G. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- H. Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting.
- I. Voting through electronic means

Pursuant to Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement with the Stock Exchanges, the Company is providing its members with the option of voting by electronic means the Board of Directors have appointed **Mr. Vijay Tiwari, Practising Company Secretary**, who shall scrutinize the electronic voting process at the Thirty Fourth Annual General Meeting.

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on **24th August, 2017** (9.00 A.M.) and ends on **27th August, 2017** (5.00 PM). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **22nd August, 2017**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the serial number (printed on the address label) in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant ELECTREX (INDIA) LIMITED on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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- (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

ANNEXURE TO THE NOTICE**Information pursuant to Clause 49 of the Listing Agreement:-**

Brief details in respect of the Directors seeking re-appointment at the Annual General Meeting:

Names of Directors	Mr. Mukesh M. Choksi
Date of Birth	27 th May, 1955
Date of Appointment	21 st October, 2010
Qualifications	C.A
Profession	Business
Other Directorships	<ol style="list-style-type: none"> 1. Electrex (India) Limited 2. Alroy Commodities Pvt Ltd 3. Talent Infoway Limited 4. Buniyad Chemicals Limited

By order of the Board

For ELECTREX (INDIA) LIMITED

Sd/-

(Mr. Mahesh B. Thakur,)

Director & CFO

DIN: 06574744

Place: Bangalore

Date: 03rd August, 2017

DIRECTOR'S REPORT

To the Members,

Your Directors have pleasure in presenting the 34th Annual Report together with the Audited Accounts of the Company for the year ended 31st March, 2017.

1. FINANCIAL RESULTS

The summary of the Company's financial performance for the financial year 2016-17 as compared to the previous financial year 2015-16 is given below: Rs. in lakh

Particulars	For the year ended 31.03.2017	For the year ended 31.3.2016
Sales	6.09	-
Other Income	-	-
Profit/(loss) before Interest & Depreciation	(13.04)	(0.88)
Finance Charges	-	-
Depreciation	-	-
Profit/(Loss) before Tax	(13.04)	(0.88)
Profit/(Loss) after Tax	(13.04)	(0.88)
Balance brought forward from previous year	(23249.82)	(23248.82)
Balance carried forward to Balance Sheet	(23262.86)	(23249.82)

2. DIVIDEND

In view of the losses your directors have not recommended any dividend on Equity Shares for the year under review.

3. SHARE CAPITAL

The paid up equity share capital of the Company as on March 31, 2017 is 94,61,200 Nos of Rs. 10 each totaling to Rs. 9,46,12,000/-. During the year under review, the Company has not issued any shares or granted stock options or sweat equity.

4. OPERATIONS OF THE COMPANY & FUTURE PLAN

During the year under review Company's factory at Bangalore was re-started. Company's brand still enjoy very high re-call value and as your Company has been negotiating with creditors for One-Time Settlements (OTS) there is every possibility that the Company will be able to overcome from the present difficult situation in the coming years. During the year under review, there were no changes in the nature of the business of the Company.

The operations of the company suffered in the past due to several factors beyond the control of the management such as depressed capital markets and high cost of debt. However the fundamentals of the Company continue to remain strong. Company's brand is well recognized in the domestic market. It has large distribution network. These strengths can collectively lead to revival of operations.

The **Revival Strategy** consist of:

(a) **Settlement of Debt:**

Company has submitted a Draft Rehabilitation Scheme (DRS) for the approval of all stake holders. The Scheme envisage One Time Settlement (OTS) with lenders. Majority of the lenders have given their consent to the proposed DRS.

(b) **Re-starting factory at Peenya Industrial Area, Bangalore:**

Company has re-started it's operations at it's manufacturing plant in Peenya Industrial Area, Bangalore. Company has cleared it's past dues to the Electricity Boards and has obtained fresh electricity connection. Plant and Machinery wherever required are refurbished and put into use.

(c) **Settlement of dispute with Workers:**

During the year under review Company has arrived a settlement with the worker's union and accordingly a Memorandum of Understanding (MOU) has been executed in the presence of the Department of Labor Commissioner, Government of Karnataka.

(d) **New Products Launch:**

Company has identified a series of new generation high value power tools for introduction during the coming year. These new products are launched under **Orange Series** as Professional Power Tools.

New products on the envail:

New Products – Orange – Professional Series on the envail	
	
	

(e) **Financial & Business Restructuring**

Company has initiated financial & business restructuring which will improve the operation of the coming years.

5. **STATUS WITH BIFR & DRAFT REHABILITATION SCHEME (DRS)**

As informed earlier the reference made by the company is registered with the BIFR and Canara Bank is the present Operating Agency (OA) u/s.16(2) of SICA. The Company submitted a Rehabilitation Scheme

for the approval of the OA and other lenders. A Techno Economic Viability Study (TEVS) was carried out by Canara Bank, the Operating Agency (OA) to formulate the DRS. A Joint Meeting of all the Secured Creditors and other stakeholders was conveyed by Canara Bank the Operating Agency (OA) appointed by the Hon'ble BIFR on 07.10.2016. In the said Joint Meeting, by and large, there was consensus among the institutions and statutory bodies and other stakeholders to revive the unit. Various hearings were held at the Hon'ble BIFR from time to time, the last hearing was held on 23-11-2016 in which BIFR directed Kotak Mahindra Bank to transfer the amount lying with them to Canara Bank & with a direction to examine the Draft Rehabilitation Scheme (DRS) of the Company. Subsequent hearing fixed by the Hon'ble BIFR for 13-02-2017 did not take place.

The Company is hopeful of working out a viable Rehabilitation Scheme soon.

6. POWER TOOLS - INDUSTRY ANALYSIS

Power tools stand as an integral part of the industrial evolution. They are the key enablers to enhance productivity in major industries. With various power sources ranging from combustion engines to batteries and electric motors, power tools are now ubiquitous, replacing manual labor with hand tools in construction, gardening, and house works in various tasks pertaining to drilling, cutting, shaping, fastening, sanding, grinding, polishing, painting, routing and more. Analysts forecast the global power tool market to grow at a CAGR close to 5.9% by 2021. Technological innovations especially those pertaining to Lithium-ion batteries and brushless motors are blurring out the performance limitation set for the power tools. The power tools industry is going to witness a uplift in its market size in terms of revenue. One of the structural factors driving and shaping the market for power tools is increased foreign investments and public spending in emerging economies like India. Furthermore, cordless tools stand to be a key driver for the market wherein the rise in portable and maneuverable power tools is widening the scope of their usage especially in the DIY segment. Electric motor remains to be the most widely preferred choice because of their low cost, easier maintenance and versatility. Battery-driven power tools are soon catching up with advancements in Lithium-ion battery technology. Corded power tools constitute a major part of the power tools market generating a major chunk of the market revenues. Household demand for power tools is driven by Do-it-yourself trend wherein Industrial power tools form an indispensable part of manufacturing and infrastructural end uses. Sales of industrial power tools is expected to surpass that of household power tools growing at a CAGR close to 5%.

Power Tools Market - Trends, Drivers, and Challenges

Product innovation and after-sales service are going to be the key drivers to the success of the power tool market. Other emerging trends in the power tool market include innovations in do-it-yourself tools to drive consumer demand and increased emphasis on organic growth and expansion. Shortage of skilled manpower driving automation, battery innovations and the rise of app-enabled technologies and programmable tools are among the key drivers for the growth of power tool's market.

Price-based competition, especially from China and operational challenges are among the key challenges.

Power Tools Market - Geographical Analysis

US is the world's largest market for Power tools driven by high degree of mechanization, better availability of range and awareness, followed by China. China despite being the second largest market for power tools is the largest manufacturer of the same, exporting a significant percentage of the output to other geographies. Almost all the major power tool vendors have their manufacturing bases in China with, India being the major attractive destinations in view of the growing market.

7. TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125 (2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

8. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUT GO

The provisions of Section 134(m) of the Companies Act, 2013 do not apply to your Company. There was no foreign exchange inflow or Out flow during the year under review.

9. QUALITY, SAFETY AND ENVIRONMENT

Your Company, in order to ensure highest standard of safety, has implemented and initiated various measures with respect to Quality, Safety and Environment Management Systems. These initiatives have ensured that in its 34 years of existence your Company did not have any serious accidents.

10. PUBLIC DEPOSITS

During the year under review your Company has not accepted any deposits within the meaning of Section 73 (1) and 74 of the Companies Act, 2013 read together with the companies (Acceptance of Deposits) Rules, 2014.

11. MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of the Company occurred between the end of the financial year to which this financial statements relate on the date of this report except to the extent of settlements reached with creditors.

12. EXTRACT OF ANNUAL RETURN

The extract of annual return in Form MGT 9 as required under Section 92(3) and Rule 12 of the Companies (Management and Administration) Rules, 2014 is appended as **ANNEXURE - I** to this Report.

13. SECRETARIAL AUDIT REPORT

During the year under review, the Company has obtained the Secretarial Audit Report in Form MR-3 and the same is attached as **ANNEXURE – II** to this report.

14. DIRECTOR'S APPOINTMENT AND TENURE

The Directors of your Company are appointed by members at the General Meetings in accordance with the Articles of Association of the Company. The appointment and tenure of independent Directors are consistent with the Companies Act, 2013,

15. EVALUATION OF THE BOARD AND OF THE DIRECTORS

During the year under review, the Board has initiated formal evaluation process for its own Performance and of its own committees and individual directors, pursuant to Section 134 (3) (p) of the Companies Act, 2013 and Rule 8 (4) of the Companies (Accounts) Rules, 2014.

16. DECLARATION OF INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be

appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

17. DIRECTOR'S RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 the Board hereby submits its responsibility Statement:—

- (a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 and loss of the company for that period;
- (c) 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;
- (d) The directors have prepared the annual accounts on a going concern basis; and
- (e) The directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

18. NUMBER OF BOARD MEETINGS CONDUCTED DURING THE YEAR UNDER REVIEW

The Board of Directors duly met 6 (six) times on 26/04/2016, 25/07/2016, 01/09/2016, 20/10/2016, 05/01/2017, and 23/01/2017 in respect of which proper notices were given and the proceedings were properly recorded. The gap between any two meetings has not exceeded three months. The Audit Committee of the Board of Directors also met 4 (four) times on in respect of which proper notices were given and the proceedings were properly recorded.

(a) COMMITTEES OF BOARD

With a view to have a more focused attention on business and for better governance and accountability, the Board has constituted the following mandatory committees viz. Audit Committee, Stakeholders' Relationship Committee, Nomination and Remuneration Committee. The terms of reference of these Committees are determined by the Board and their functioning reviewed from time to time. Meetings of each of these Committees are convened by the respective Chairman of the Committee, who also inform the Board about the summary of discussions held in the Committee Meetings. The Minutes of the Committee Meetings are sent to all Directors individually and tabled at the Board Meetings.

- A. **Nomination and Remuneration Committee:** In accordance with Section 178 of the Companies Act, 2013 your Company has re-constituted a Nomination and Remuneration Committee consisting of 3 non-executive directors out of which not less than one-half are independent directors. The Composition of the Committee is as under:

Chairman: Mr. Mr. Krishnamurthy Ramachandra Hegde - Non-Executive and Independent Director

Members: 1) Mr. Abnasi Jawahar Thadhane - Non-Executive and Independent Director

2) Mr. Mr. Mahesh Thakur, Executive Director

The Nomination and Remuneration Committee has formulated policy on Directors' appointment and remuneration

including criteria for determining qualifications, positive attributes, independence of a Director and other matters provided under sub-section (3) of section 178 and the policy formulated by the Committee is attached herewith in Annexure II.

B. Audit Committee: The Audit Committee acts as a link between the statutory and internal auditors and the Board of Directors. It assists the Board in fulfilling its oversight responsibilities of monitoring financial reporting processes, reviewing the Company's established systems and processes for internal financial controls, governance and reviewing the Company's statutory audit activities. The Committee is governed by a Charter which is in line with the regulatory requirements mandated by the Companies Act, 2013 and SEBI (Listing SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. Some of the important functions performed by the Committee are: The Composition of the Committee is as under:

Chairman: Mr. Mr. Krishnamurthy Ramachandra Hegde, Non-Executive and Independent Director

Members: 1) Mr. Abnasi Jawahar Thadhaney, Non-Executive and Independent Director

2) Mr. Mr. Mahesh Thakur, Executive Director.

(C) MANAGEMENT COMMITTEE

The Company has constituted a Management Committee. The Terms of Reference of the Management Committee includes to look into the day to day functioning and exercise of delegated power of the Board for matters relating to operations and granting of authority for various functional requirements such as issue of Power of Attorney, dealings with Central/State Governments and various Statutory/ Judicial/ Regulatory/ Local/ Commercial /Excise /Customs /Sales Tax/Income Tax/ Electricity Board/Opening/Closing of Bank Accounts/Change in signatory in various current accounts with various banks/matters related to settlement of loans with banks, financial institutes/ and other creditors/Appointment and engagement of Advisors/Consultants for Rehabilitation/Restructuring Company's business to deal, negotiate and attend on behalf of the Company regarding settlements, restructuring of the loan, hearing at various judicial forums etc.

19. SUBSIDIARIES, JOINT VENTURES AND ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint venture or Associate Company.

20. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to financial statements. During the year, such controls were tested and no reportable material weakness in the design or operation was observed.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

22. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information as required under Section 134 (3)(m) of The Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 with respect to conservation of energy, technology absorption and foreign exchange earnings is given below:

Conservation of energy:-

Improvisation and continuous monitoring of Power Factor and replacement of weak capacitors by conducting periodical checking of capacitors.

The Company has endeavored to optimize the use of energy resources and taken adequate steps to avoid

wastage and use latest production technology and equipment.

Though the Company is making adequate use of energy resources it is looking forward to set up necessary energy conservation equipments in near future.

Technology Absorption:-

The Company continues to use the latest technologies for improving the productivity and quality of its services and products.

The Company's operations do not require significant import of technology. **Foreign exchange earnings and Outgo:-**

The Foreign Exchange earned in terms of actual inflows during the year and the Foreign Exchange out go during the year in terms of actual outflows is NIL.

23. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There were no loans, guarantees or investments made by the Company under Section 186 of the Companies Act, 2013 during the year under review and hence the said provision is not applicable.

24. STATEMENT CONCERNING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT POLICY OF THE COMPANY

The Company does not have any Risk Management Policy as the elements of risk threatening the Company's existence is very minimal.

25. CHANGE IN DIRECTORS AND KEY MANAGERIAL PERSONAL

There has been no change in the Directors and the key managerial personal during the reporting period except for the appointment of Mrs. Minaxi M Choksi as an Independent Woman Director.

26. CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provisions of Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company has constituted a CSR Committee. The Board of Directors on the recommendation of Corporate Social Responsibility (CSR) Committee had approved the Corporate Social Responsibility Policy. The CSR policy is available on the website of the company www.electrexindia.com The composition and terms of reference of the Committee are detailed in the enclosed Corporate Governance Report.

Since the Company has incurred losses during three immediately preceding financial years, the Company is not required to incur any expenditure on CSR activities. The Annual Report on CSR activities in accordance with the Companies (Corporate Social Responsibility Policy) Rules, 2014 is set out as "Annexure –B" to this report.

27. PREVENTION OF SEXUAL HARASSMENT AT WORKPLACE

As per the requirement of The Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013 ('Act') and Rules made thereunder, your Company has framed and circulated the Policy for Prevention of Sexual Harassment.

28. THE VIGIL MECHANISM

The Company has a vigil mechanism to report concerns about unethical behavior, actual/suspected frauds and violation of Company's Code of Conduct or Ethics Policy. Protected disclosures can be made by a whistle blower through several channels. The Audit Committee of the Board oversees the functioning of Vigil Mechanism in accordance with the provisions of the Companies Act, 2013 and the Listing Agreement. The said Mechanism is established for directors and employees to report their concerns. The procedure and

other details required to be known for the purpose of reporting such grievances

29. FAMILIARISATION PROGRAM FOR THE INDEPENDENT DIRECTORS

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, the Company has put in place a Familiarisation Program for the Independent Directors to familiarize them with the working of the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model etc.

30. RISK MANAGEMENT

The Board of Directors of your Company have identified industry specific risk and other external, internal, political and technological risk which in opinion of the board are threat to the Company and Board has taken adequate measures and actions which are required to take for diminishing the adverse effect of the risk.

31. STATUTORY AUDITORS

M/s S M Bhat & Associates, Chartered Accountants, were appointed as Statutory Auditors for a period of one year in the last Annual General Meeting. Their continuance of appointment and payment of remuneration are to be confirmed and approved in the ensuing Annual General Meeting. The Company has received a certificate from the above Auditors to the effect that if they are reappointed, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

The auditors in their report have made certain observation which may please be referred for more details as the same are self explanatory.

Reply to the of the Statutory Auditor's Report

Going Concern

In their Report the Auditor has stated that the losses have exceeded the net worth and financial statement & accounts have been prepared on the basis of a going concern. Your directors have taken effort and have arrived at a broad settlement with the secured lenders and a Draft Rehabilitation Scheme (DRS) is under preparation with the operating agency. BIFR has already declared that the Company is a Sick Industrial concern and once the scheme is approved by BIFR, the Company will have a clear road map to turn its Net worth positive. As such the assumption of a GOING CONCERN is fair and valid.

Confirmation of Balances

The Auditor has stated that the confirmation of balances from debtors, creditors, advances, secured and unsecured lenders etc. are generally not received. The Company calls for confirmation and many of the parties do not respond. The parties being associated with the Company for a long while, their accounts are periodically reconciled. Hence, the balances reflect a true and fair view of the assets and liabilities.

Accounting of Employee benefits and Gratuity

The Company is not accounting these benefits on an accrual basis and is settled as and when an employee leaves the organization.

The impact of such a mechanism is minimal and not material and hence it is not being accounted for on an accrual basis.

Statutory Dues

In the annexure to the Auditors' report it has been stated that the Company has not deposited dues of Provident fund, Income tax, sales tax, excise duty and VAT etc. on time and there are serious delays. Your directors wish to state that at every board meeting these are periodically reviewed and every effort is made to reduce the same. The primacy of cash-flow allocation in a sick Company is to ensure that the earnings are increased so that the statutory dues are paid at the earliest. Any cash flow surplus is used as a matter of policy to first clear statutory dues. The promoters have to the extent possible infused funds to clear liabilities based on decision of the Board.

ACKNOWLEDGEMENTS

The Board of Directors would like to place on record their appreciation of the assistance, guidance and support extended by the Banks, Financial Institutions as well as from the customers, Dealers and suppliers of the company.

For & On behalf of the Board of Directors of

Electrex (India) Ltd

Sd/-

Mukesh M Choksi
Managing Director

DIN: 00510350

Sd/-

Mahesh B Thakur
Director & CFO

DIN: 06574744

Date: 03-08-2017

Place: Bangalore

Annexure I to the Directors' Report

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH 2017

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS

i	CIN	L00363KA1982PLC005084
ii	REGISTRATION DATE	22-12-1982
iii	NAME OF THE COMPANY	ELECTREX (INDIA) LTD
iv	CATEGORY/SUB-CATEGORY OF THE COMPANY	COMPANY LIMITED BY SHARES INDIA – NON GOVERNMENT COMPANY
v	ADDRESS OF THE REGISTERED OFFICE & CONTACT DETAILS	21-D1, PEENYA INDUSTRIAL AREA, 2 ND PHASE, BANGALORE – 560 058.INDIA
vi	WHETHER LISTED COMPANY	LISTED AT BSE BUT UNDER SUSPENDED GROUP
vii	NAME, ADDRESS & CONTACT DETAILS OF THE REGISTRAR AND TRANSFER AGENT, IF ANY.	IN HOUSE

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

	NAME & DESCRIPTION OF MAIN PRODUCTS/SERVICES	NIC CODE OF THE PRODUCT/SERVICE
1	ELECTRIC POWER TOOLS	84.6700

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES –

NOT APPLICABLE

SL NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/SUBSIDIARY OR ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
-	-	-	-	-	-

IV) SHARE HOLDING PATTERN (EQUITY SHARE CAPITAL BREAKUP AS PERCENTAGE OF TOTAL EQUITY)
j) CATEGORY-WISE SHARE HOLDING

CATEGORY OF SHAREHOLDERS			NO. OF SHARES HELD AT THE BEGINNING OF THE YEAR				NO. OF SHARE HELD AT THE END OF THE YEAR				% CHANGE DURING THE YEAR
			DEMART SHARES	PHYSICAL	TOTAL	% OF TOTAL	DEMART SHARES	PHYSICAL	TOTAL	% OF TOTAL	
A		PROMOTERS									
1		INDIAN									
	a	INDIVIDUAL/HUF			13,70,570	14.49%			13,70,570	14.49%	0
	b	CENTRAL GOVT	0	0	0	0	0	0	0	0	0
	c	STATE GOVT	0	0	0	0	0	0	0	0	0
	d	BODIES CORP			6,70,000	7.08%			6,70,000	7.08%	0
	e	BANKS/FI	0	0	0	0	0	0	0	0	0
	f	ANY OTHER	0	0	0	0	0	0	0	0	0
		SUB-TOTAL A(1)			20,40,570	21.57%			20,40,570	21.57%	Nil
2		FOREIGN									

a	NRIs/INDIVIDUALS	0	0	0	0	0	0	0	0	0
b	OTHER-INDIVIDUALS	0	0	0	0	0	0	0	0	0
c	BODIES CORP	0	0	0	0	0	0	0	0	0
d	BANKS/FI	0	0	0	0	0	0	0	0	0
e	ANY OTHER	0	0	0	0	0	0	0	0	0
	SUB TOTAL A(2)	0	0	0	0	0	0	0	0	0
	SHARE HOLDING OF PROMOTER (A)= (A) (1)+(A) (2)			20,40,570	21.57 %			20,40,570	21.57%	0
B	PUBLIC SHAREHOLDING									
1	INSTITUTIONS									
a	MUTUAL FUNDS			2,700	0.03%			2,700	0.03%	
b	BANKS/FIS	0	0	1,50,100	1.59%	0	0	1,50,100	1.59%	0
C	CENTRAL GOVT	0	0	0	0	0	0	0	0	0
d	STATE GOVT(S)	0	0	0	0	0	0	0	0	0

e	VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0	0
f	INSURANCE COMPANIES	-	-	17,500	0.18%	-	-	17,500	0.18%	Nil	
g	FII'S	0	0	0	0	0	0	0	0	0	0
h	FOREIGN VENTURE CAPITAL FUNDS	0	0	0	0	0	0	0	0	0	0
i	FUNDS OTHERS (SPECIFY)	0	0	0	0	0	0	0	0	0	0
	SUB TOTAL (B) (1)										
2	NON INSTITUTIONS										
a	BODIES CORPORATE										
i	INDIAN			42,35,000	44.76 %			42,35,000	44.76%	0	
ii	OVERSEAS	0	0	0	0	0	0	0	0	0	0
b	INDIVIDUALS										
i	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL			24,65,630	26.06 %			24,65,630	26.06%	0	

		SHARE CAPITAL UPTO RS.1 LAKH									
	ii	INDIVIDUAL SHAREHOLDERS HOLDING NOMINAL SHARE CAPITAL IN EXCESS OF RS.1 LAKH			5,49,700	5.81%			5,49,700	5.81%	Nil
	c	OTHERS (SPECIFY)									
	i	CLEARING MEMBERS	0	0	0	0	0	0	0	0	0
	ii	NRI – REPATRIABLE	0	0	0	0	0	0	0	0	0
	iii	NRI – NON REPATRIABLE	0	0	0	0	0	0	0	0	0
	iv	EMPLOYEES	0	0	0	0	0	0	0	0	0
	v	DIRECTOR'S RELATIVES									
	vi	HUF	0	0	0	0	0	0	0	0	0
		SUB TOTAL (B) (2)									
		TOTAL PUBLIC SHAREHOLDING (B)= (B)(1) + (B)(2)									

C	SHARES HELD BY CUSTODIAN FOR GDRs & ADRs	0	0	0	0	0	0	0	0	0
	GRAND TOTAL (A+B+C)			94,61,200	100%			94,61,200	100%	0

(ii) SHAREHOLDING OF PROMOTERS

SL NO	SHAREHOLDER'S NAME	SHAREHOLDING AT THE BEGINNING OF THE YEAR			SHAREHOLDING AT THE END OF THE YEAR			CHANGE IN SHARE HOLDING DURING THE YEAR
1	Mr. A V Hegde		2,31,420	2.45%		2,31,420	2.45%	0
2	Mr. D V Sathe		1,67,750	1.77%		1,67,750	1.77%	0
3	Mrs. S A Hegde		4,56,400	4.83%		4,56,400	4.83%	0
4	Mrs. A D Sathe		1,15,000	1.22%		1,15,000	1.22%	0
5	Neev Infraventures Pvt Ltd		3,60,000	3.80%		3,60,000	3.80%	0
6	Vrij Industries Pvt Ltd		3,60,000	3.80%		3,60,000	3.80%	0
7	Saaksh Projects Pvt Ltd		3,50,000	3.70%		3,50,000	3.70%	0
	TOTAL		20,40,570	21.57%		20,40,570	21.57%	0

(iii) CHANGE IN PROMOTER'S SHAREHOLDING (PLEASE SPECIFY, IF THERE IS ANY CHANGE)

NIL

SL NO	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO OF SHARES	% OF TOTAL SHARES OF THE COMPANY	NO. OF SHARES	% OF TOTAL SHARES OF THE COMPANY
	AT THE BEGINNING OF THE YAER	-	-	-	-
	DATE WISE INCREASE/DECREASE IN PROMOTERS SHAREHOLDING DURINGTHE YEAR SPECIFYING THE REASONS FOR INCREASE/DECREASE (e.g. ALLOTMENT / TRANSFER / BONUS / SWEAT EQUITY ETC.)	-	-	-	-
	AT THE END OF THE YEAR	-	-	-	-
There is no change in the Shareholding of the Promoter Group (Refer (ii) above)					

(iv) SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF ADRs)

SL NO	FOR EACH OF THE TOP TEN SHAREHOLDERS	DATE	REASON	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
				NO. OF SHARES	% OF TOTAL SHARES	NO. OF SHARES	% OF TOTAL SHARES

1						
	AT THE BEGINNING OF THE YEAR					
	CHANGES DURING THE YEAR					
	AT THE END OF THE YEAR					
1	A S Balamurali Krishnan	At the beginning of the year			4,62,000	4.88%
		At the end of the year			4,62,000	4.88%
2	Albero Technologies Pvt Ltd	At the beginning of the year			4,50,000	4.76%
		At the end of the year			4,50,000	4.76%
3	Navyaat Expobiz Pvt Ltd	At the beginning of the year			4,40,000	4.65%
		At the end of the year			4,40,000	4.65%
4	Kanak Stock Brokers Pvt Ltd	At the beginning of the year			3,40,000	3.59%
		At the end of the year			3,40,000	3.59%
5	Adam Infrastructure Pvt Ltd	At the beginning of the year			3,20,000	3.38%
		At the end of the year			3,20,000	3.38%
6	Meher Agencies Pvt Ltd	At the beginning of the year			3,10,000	3.28%
		At the end of the year			3,10,000	3.28%
7	Prabha Multitrade Pvt Ltd	At the beginning of the year			3,00,000	3.17%
		At the end of the year			3,00,000	3.17%
8	Gouma Technologies Pvt Ltd	At the beginning of the year			3,00,000	3.17%
		At the end of the year			3,00,000	3.17%
9	Deepanu Stock Brokers Pvt Ltd	At the beginning of the year			2,70,000	2.85%
		At the end of the year			2,70,000	2.85%
10	Celebrate Mucommerce Pvt Ltd	At the beginning of the year			2,50,000	2.64%
		At the end of the year			2,50,000	2.64%

V. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL - NIL -

SL NO	PARTICULARS	SHAREHOLDING AT THE BEGINNING OF THE YEAR		CUMULATIVE SHAREHOLDING DURING THE YEAR	
		NO OF SHARES	% OF THE TOTAL SHARES OF THE COMPANY	NO OF SHARES	% OF THE TOTAL SHARES OF THE COMPANY
-	-	-	-	-	-

VI. INDEBTEDNESS

Indebtedness of the Company including the interest outstanding / accrued but not due for Payment. (Rs in lakhs)

	PARTICULARS	SECURED LOANS EXCLUDING DEPOSITS	UNSECURED LOANS	DEPOSIT S	DEPOSITS
	INDEBTEDNESS AT THE BEGINNING OF THE FINANCIAL YEAR				
i	PRINCIPAL AMOUNT	10233.64	4429.35		
ii	INTEREST DUE BUT NOT PAID				
iii	INTEREST ACCRUED BUT NOT DUE				
	TOTAL (i+ii+iii)	10233.64	4429.35		
	CHANGE IN INDEBTEDNESS DURING THE FINANCIAL YEAR				
i	ADDITION	0	0		
ii	REDUCTION	0	0		
	NET CHANGE	0	0		
	INDEBTEDNESS AT THE BEGINNING OF THE FINANCIAL YEAR				
I	PRINCIPAL AMOUNT				
ii	INTEREST DUE BUT NOT PAID				
Iii	INTEREST ACCRUED BUT NOT DUE				
	TOTAL (i+ii+iii)				

VII. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL
A. REMUNERATION TO MANAGING DIRECTOR, WHOLE TIME DIRECTORS AND/OR MANAGER

In view of the losses the company is incurring non of the Directors including the Managing Director or the Whole-Time Directors have drawn any salary during the year under review.

1	Gross salary a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) of Income-tax Act, 1961 (c) Profits in lieu of Salary under Section 17(3) of Income-tax Act, 1961	-	-	-	-
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others specify				
	Others, PF & Gratuity				
	Total (A)				
	Ceiling as per the Act				

A) REMUNERATION TO OTHER DIRECTORS

1	Independent Directors a. Fee for attending Board / Committee Meetings b. Commission c. Others, please specify			-	
	TOTAL (1)			-	
2	Other Non-Executive Directors a. Fee for attending Board / Committee Meetings				

	b. Commission		
	c. Others, please specify		
	TOTAL (2)		-
	TOTAL B = (1) + (2)		-
	Total Managerial Remuneration		
	Overall Ceiling as per the Act		

C.REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD- NIL

SL NO	PARTICULARS OF REMUNERATION	KEY MANAGERIAL PERSONNEL			
		CEO	COMPANY SECRETARY	CFO	TOTAL
1	Gross salary	-	-	-	-
	a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 196				
	b) Value of perquisites u/s 17(2) of Income-tax Act, 1961				
	(c) Profits in lieu of salary under Section 17(3) Income-tax Act, 1961				
2	Stock Option				
3	Sweat Equity				
4	Commission - as % of profit - others, specify.				
5	Others, please specify				
	TOTAL	-	-	-	-

VIII) PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: - NIL

A	COMPANY				
	Penalty				
	Punishment				
	Compounding				
B	DIRECTORS				
	Penalty				
	Punishment				
	Compounding				
C	OTHER OFFICERS I				

	IN DEFAULT				
	Penalty				
	Punishment				
	Compounding				

ANNEXURE-III

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Form No. AOC-2

(Pursuant to Clause (h) of Sub-section (3) of Section 134 of the Act and Rule 8(2) of the Companies(Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in Sub-section (1) of Section 188 of the Companies Act, 2013, including certain arm's length transactions under third proviso thereto:

1.Details of contracts or arrangements or transactions not at arm's length basis- N.A.

a	Name(s) of the related party and nature of relationship	NA
b	Nature of contracts/arrangements/transactions	NA
c	Duration of the contracts / arrangements/transactions	NA
d	Salient terms of the contracts or arrangements or transactions including the value, if any	NA
e	Justification for entering into such contracts or arrangements or transactions	NA
f	Date(s) of approval by the Board	NA
g	Amount paid as advances, if any	NA
h	Date on which the special resolution was passed in general meeting as required under first proviso to Section 188	NA

Annexure 3 to the Directors' Report**Form No. MR-3****SECRETARIAL AUDIT REPORT**

(For the period 31st March, 2017)

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

ELECTREX (INDIA) LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **ELECTREX (INDIA) LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

1. We have examined the books, papers, minute books, forms and returns filed and other records maintained by **ELECTREX (INDIA) LIMITED ("The Company")** for the period ended on 31st March, 2017 according to the provisions of:

i. The Companies Act, 2013 (the Act) and the Rules made thereunder; as applicable;

ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;

iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') to the extent applicable to the Company:-

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; Not applicable as Company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992; Not applicable as the Company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; - Not applicable as the Company did not issue any security during the financial year under review;
- d. The Securities and Exchange Board of India (Employee Stock Exchange Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; - Not applicable as the Company has not granted any Option to employees during the financial year under review;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulation, 2008; - Not applicable as the Company has not issued any debt securities during the financial year under review;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; Not applicable as Company has in-house Share Transfer and has not appointed any Share Transfer Agents for the financial year under review.
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; - Not applicable as the Company has not delisted its equity shares from any stock exchange during the financial year under review.
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; - Not applicable as the Company has not bought back any of its securities during the financial year under review

vi. i) The Company has not complied with the requirements under the Equity Listing Agreements entered into with BSE Limited and SEBI (Listing obligation and disclosure requirements) Regulations 2015. The Company's shares are under suspended group for penal reasons.

ii) The Memorandum and Articles of Association of ELECTREX (INDIA) LIMITED.

iii) The Management has identified and confirmed the following law as specifically applicable to the Company:

- i. Factories Act, 1948;
- ii. Labour laws and other incidental laws related to labour and employees appointed by the Company including those on contractual basis as relating to wages, gratuity, prevention of sexual harassment, dispute resolution, welfare, provident fund, insurance, compensation, etc.;
- iii. Industries (Development & Regulation) Act, 1991;
- iv. The Legal Metrology Act 2009
- v. With respect to Fiscal laws such as Income Tax, Professional Tax, Central Excise, Customs, Central Sales Tax & Local Sales Tax, etc., based on the information and explanation provided to us by the

management and officers of the Company and certificates placed before the Board of Directors, we report that the Company was not in operation during the period of review.

- vi. Other local laws as applicable.

We have also examined compliance with the applicable clauses of the following:

i) Secretarial Standards issued by The Institute of Company Secretaries of India. Secretarial Standards with regard to meetings of Board of Directors (SS 1) and General Meeting (SS 2) issued by The Institute of Company Secretaries of India and made effective 1st July 2015; *The Board of Directors of the Company and other mandatory committee is not duly constituted with proper balance of Executive Directors, Non-Executive Directors.*

ii) The Listing Agreements entered into by the Company with the BSE Limited, the Company has not complied with the requirements under the Equity Listing Agreements entered into with BSE Limited. The Company's shares are under the suspended group for penal reasons.

iii) The Company has not filed Form MGT-10 pursuant to the provisions of Section 93 of the Companies Act, 2013 read with Rule 13 of the Companies (Management and Administration) Rules, 2014 and some other forms were filed with the some additional fees at some instances.

iv) The Company has appointed a Company Secretary and also constituted KMP requirement pursuant to the provisions of Section 203 of the Companies Act, 2013 and Compliance officer as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

v) The Company has provided the e-voting facility to the members which is mandatory for listed companies as per the provisions of Companies Act, 2013.

vi) The Company has not submitted Annual report for the year 2015-16 to BSE and has not entered into Listing Agreement as required under SEBI (LODR) Regulations, 2015.

vii) The Company has partially complied with the Quarterly Compliances to be filed with BSE as per Listing Agreement and SEBI (LODR) Regulations, 2015 and has partially complied with the Secretarial Standards issued by the Institute of Company Secretaries of India.

viii) The Company has maintained a website but the information pursuant to LODR regulation and listing agreement is not updated time to time.

ix) As per our knowledge and information provided by the company officials the company due to it's losses and financial difficulties has failed to publish Financial Results in English & Regional Language Newspapers (within 48 hours of close of Board Meetings) for the quarter ended which also disclose the status of Investor Complaints as a note to quarterly results as per clause 41 of the Listing Agreement and failed to intimate the photocopy of news paper cuttings (within 2 days of Board Meeting).

During the period under review the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc. mentioned above, subjects to comments as above.

2. We further report that the Company has, in our opinion, complied with the provisions of the Companies Act, 1956 and the Rules made under that Act and the provisions of Companies Act, 2013 as notified by Ministry of Corporate Affairs and the Memorandum and Articles of Association of the Company, with regard to:

- a) Maintenance of various statutory registers and documents and making necessary entries therein;
- b) Closure of the Register of Members.
- c) Forms, returns, documents and resolutions required to be filed with the Registrar of Companies and the Central Government with delay and payment of Additional Fees.
- d) Service of documents by the Company on its Members, Auditors and the Registrar of Companies;
- e) Notice of Board meetings and Committee meetings of Directors;
- f) The meetings of Directors and Committees of Directors including passing of resolutions by circulation; Not Applicable
- g) The 33rd Annual General Meeting held on 30th September, 2016;
- h) Minutes of proceedings of General Meetings and of the Board and its Committee meetings;
- i) Approvals of the Members, the Board of Directors, the Committees of Directors and the government authorities, wherever required;
- j) Constitution of the Board of Directors / Committee(s) of Directors, appointment, retirement and reappointment of Directors including the Managing Director and Whole-time Directors;
- k) Payment of remuneration to Directors including the Managing Director and Whole-time Directors; Not Applicable
- l) Appointment and remuneration of Auditors and Cost Auditors;
- m) Transfer and transmission of the Company's shares and issue and dispatch of duplicate certificates of shares; Not Applicable
- n) Declaration and payment of dividends – Not applicable
- o) Transfer of certain amounts as required under the Act to the Investor Education and Protection Fund and uploading of details of unpaid and unclaimed dividends on the websites of the Company and the Ministry of Corporate Affairs; -

Not Applicable

- p) Borrowings and registration, modification and satisfaction of charges wherever applicable;
- q) Investment of the Company's funds including investments and loans to others; Not Applicable
- r) Form of balance sheet as prescribed under Part I, form of statement of profit and loss as prescribed under Part II and General Instructions for preparation of the same as prescribed in Schedule VI to the Act;
- s) Directors' report;
- t) Contracts, common seal, registered office and publication of name of the Company; and
- u) Generally, all other applicable provisions of the Act and the Rules made under the Act.

During the period under review the Company has complied with the provision of the Act, Rules, Regulation, Guidelines, Standards, etc. Mentioned above subject to the following observations:

3. I further report that:

- The Board of Directors of the Company and other mandatory committee is not duly constituted with proper balance of Executive Directors, Non-Executive Directors.
- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.
- The Company has obtained all necessary approvals under the various provisions of the Act; and
- There was no prosecution initiated and no fines or penalties were imposed during the year under review under the Act, SEBI Act, SCRA, Depositories Act, Listing Agreement, Listing Regulations and Guidelines framed under these Acts against / on the Company, its Directors and Officers.
- The Directors have complied with the disclosure requirements in respect of their eligibility of appointment, their being independent and compliance with the Code of Business Conduct & Ethics for Directors and Management Personnel;

4. The Company has complied with the provisions of the Securities Contracts (Regulation) Act, 1956 and the Rules made under that Act, with regard to maintenance of minimum public shareholding. Not Applicable as company's shares are under suspended group of BSE and the operations were closed during the financial year under review as the company is sick and registered with BIFR under SICA Act.

5. We further report that the Company has complied with the provisions of the Depositories Act, 1996 and the Byelaws framed there under by the Depositories with regard to dematerialization / rematerialisation of securities and reconciliation of records of dematerialized securities with all securities issued by the Company. Not applicable as Company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.

6. The Company has complied with the provisions of the FEMA, 1999 and the Rules and Regulations made under that Act to the extent applicable. Not applicable as Company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.

7. I further report that:

a. the Company has not complied with the requirements under the Equity Listing Agreements entered into with BSE Limited; Not complied as the company is sick and is registered under BIFR under SICA Act and the company's shares are under BSE suspended group for penal reasons.

b. the Company has complied with the provisions of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 including the provisions with regard to disclosures and maintenance of records required under the said Regulations; Not applicable as the company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.

c. the Company has complied with the provisions of the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 including the provisions with regard to disclosures and maintenance of records Required under the said Regulations; Not applicable as Company's operations were closed during the financial year under review as the company is sick and is registered with BIFR under SICA Act.

8. I further report that based on the information received and records maintained there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. It is however observed that there is delay / default in payment / deposit of Value Added Tax / Central Sales Tax / Excise Duty / and Provident Fund / ESI for the earlier years with the concerned authorities.

I further report that during the audit period there were no specific events / actions having a major bearing on the Company's affairs except the following:

The Company is a sick Company within the meaning of section 3(o) of SICA, 1985, and Canara Bank has been appointed as Operating Agency (OA). The Company's operations were closed but during the year the factory has been re-opened.

For Vijay S. Tiwari & Associates

Practicing Company Secretary

Sd/-

(Vijay Tiwari)

COP No: 12220

ACS No: 33084

COMPANY SECRETARY'S CERTIFICATE ON CORPORATE GOVERNANCE**Certificate on compliance with the conditions of Corporate Governance as per the provisions of Chapter IV of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To The Members,

ELECTREX (INDIA) LIMITED

We have examined the compliance of conditions of Corporate Governance by **ELECTREX (INDIA) LIMITED** for the year ended 31st March, 2017 as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the Company with stock exchanges. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company. In our opinion and to the best of our information and according to the explanation given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the Company with stock exchanges. We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or the effectiveness with which the management has conducted the affairs of the Company.

For Vijay S. Tiwari & Associates
Practicing Company Secretary

Sd/-

(Vijay Tiwari)

COP No: 12220

ACS No: 33084

Date: 03-08-2017

CHIEF EXECUTIVE OFFICER (CEO) and CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

As provided under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management for the year ended 31st March, 2017. We, Mukeshkumar Maneklal Choksi, Chairman & Managing Director and Mr. Kapil Vaswani, Compliance Officer, of **ELECTREX (INDIA) LIMITED**, to the best of our knowledge and belief, certify that:

1. We have reviewed the balance sheet and profit and loss account and notes on accounts, as well as the cash flow

statements and the directors' report;

2. Based on our knowledge and information, these statements do not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the statements made;

3. Based on our knowledge and information, the financial statements and other financial information included in this report, fairly present in all material respects, the financial condition, results of the operations and cash flows of the Company as of, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.

4. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's Code of Conduct.

5. The Company's other certifying officers and we, are responsible for establishing and maintaining disclosure controls and procedures for the Company, and we have :

a. designed such disclosure controls and procedures to ensure that material information relating to the Company, is made known to us by others within those entities particularly during the period during which this report is being prepared; and

b. evaluated the effectiveness of the Company's disclosure, controls and procedures.

6. The Company's other certifying officers and we, have disclosed based on our most recent evaluation, wherever applicable, to the Company's auditors and the Audit Committee of the Company's Board of Directors (and persons performing equivalent functions):

a. all significant deficiencies in the design or operation of internal controls , which could adversely affect the Company's ability to record, process, summarize and report financial data, and have identified for the Company's auditors, any material weakness in internal controls;

b. any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls;

c. the Company's other certifying officers and we, have indicated in this report whether or not there were significant changes in internal controls or other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weakness; and d. all significant changes in the accounting policies during the year, if any, and that the same have been disclosed in the notes to the financial statements.

7. In the event of any materially significant misstatements or omissions, the signing officers will return to the Company

that part of any bonus or incentive or equity –based compensation, which was inflated on account of such errors, as decided by the Audit Committee;

8. We affirm that we have not denied any personnel access to the Audit Committee of the Company;

9. We further declare that all Board members and senior managerial personnel have affirmed compliance with the code of conduct for the current year.

Sd/-

Mukesh Choksi
Managing Director
DIN:00510350

Sd/-

Mahesh Thakur
Director & CFO/ Compliance Officer
DIN: 06574744

Place: Bangalore

Date: 03-08-2017

CORPORATE GOVERNANCE REPORT FOR THE YEAR 2016-17

The Directors present the Company’s Report on Corporate Governance for the year ended March 31, 2017, in terms of Regulation 34(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulation”).

1. COMPANY’S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance means to steer an organization with best management practices, compliance of laws and adherence to ethical standards to achieve the Company’s objective of enhancing stakeholder value and discharge of social responsibility. It deals with laws, procedures, practices and implicit rules that determine a Company’s ability to take informed managerial decisions vis-a-vis its claimants—in particular, its shareholders, creditors, customers, the State and employees. There is a global consensus about the objective of ‘Good’ Corporate Governance: maximizing long– term shareholder value.”

ELECTREX (INDIA) LIMITED philosophy on Corporate Governance is founded on ethical governance practices, a great many of which were implemented well before they were made mandatory. Integrity, transparency, fairness, accountability and compliance with the law are the columns of good governance which are embodied in the Company’s robust business practices to ensure ethical and responsible leadership both at the Board and at the Management level. The Company’s Code of Business Conduct, its Ethical View Policy and its well structured internal control systems which are subjected to regular review for its effectiveness, reinforces integrity of Management and fairness in dealing with the Company’s stakeholders.

The Company has complied with the requirements of Corporate Governance as laid down under Securities and Exchange Board of India (SEBI), (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR) with the Stock Exchanges.

The Company aims at maximizing long – term value and shareholders’ wealth and thus adheres to the ethics, value and morals of the Company and its Director.

Good governance is integral to the very existence of the Company. It seeks to achieve following objectives of the Company viz:

- A properly structured Board capable of taking independent and objective decisions;
- Adoption of transparent procedures and practices and to arrive at decisions on the strength of adequate information.
- To keep the stakeholders informed of relevant developments impacting the Company.

2. BOARD OF DIRECTORS:

The Board of Directors plays a pivotal role in ensuring good governance. **ELECTREX (INDIA) LIMITED** has a balanced Board structure comprising adequate number of non-executive and independent directors who take care of the interest and well-being of all the stakeholders.

a. Composition of the Board

The name and category of Director on the Board and the number of Directorship held by them in other Company are given herein below:

Sr. No.	Name of Directors	Category	No. of Directorships In each Companies		No. of Membership/ Chairmanship of other Company Board Committee	
			Public	Private	Member	Chairman
1	Mukesh M Choksi	Managing Director	2	1	0	1
2	Krishnamurthy R Hegde	Non-Executive Independent Director	1	0	0	1
3	Abnasi J Thadhane	Non-Executive Independent Director	1	0	0	0
4	Mahesh B Thakur	Executive Director & CFO	1	3	0	0
5	Minaxi M Choksi	Non-Executive Independent Director	1	0	0	0

The above composition is consistent with the relevant provisions of Companies Act, 2013 and Regulation 17 (1) of the Listing Regulation.

b. Attendance at Board Meeting and Annual General Meeting :-

During the financial year 2016-17, 6 Board Meetings were held on 26/04/2016, 25/07/2016, 01/09/2016, 20/10/2016, 05/01/2017 and 23/01/2017.

The Annual General Meeting of the Company for the financial year 2015 - 16 was held on 30/09/2016.

Attendance at Board Meeting and last Annual General Meeting:-

Name of Directors	No. of Board meetings held during year/tenure	No. of Board Meetings attended	Attendance at last AGM
Mukeshkumar M Choksi	6	6	Yes
Krishnamurthy R Hegde	6	6	Yes
Abnasi J Thadhane	6	6	Yes
Mahesh B Thakur	6	6	Yes
Minaxi M Choksi	6	1	No

c. Board's Functioning & Procedures: -

The Board has complete access to any information within the Company. At meetings of the Board, it welcomes the presence of Senior Management who can provide additional insights into the items being discussed.

The items placed at the Meeting of the Board include the following:-

- Unaudited Quarterly/Half Yearly financial results and Audited Annual Accounts of the Company, results and capital employed, for consideration and approval,
- Minutes of Meetings of Audit Committee, Stakeholders relationship Committee /Share Holders Grievance Committee and Nomination and Remuneration Committee.
- Abstracts of circular resolutions passed,
- General notices of interest,
- Sale and/or purchase of investments, fixed assets,
- Review compliance of all laws applicable to the Company including the requirements of the Listing Agreement with the Stock Exchanges and steps taken by the Company to rectify instances of non compliances, if any,
- Related party transactions,
- Reviewing the Company's Financial,
- Reviewing the business plan and strategy of the Company,

All the items in the Agenda are accompanied by notes giving comprehensive information on the related subject and in certain matters such as financial /business plans and financial results, detailed presentations are made. The Agenda and the relevant notes are sent in advance separately to each Director to enable the Board to take informed decisions.

The Minutes of the Meetings of the Board are circulated to all Directors and confirmed at the subsequent Meeting. The Minutes of the Audit Committee, Nomination and Remuneration Committee and Stakeholder's relationship Committee / Shareholders' Grievance Committee are also circulated to all Directors and thereafter tabled for discussion at the subsequent Board Meeting.

3. AUDIT COMMITTEE:

a) Constitution

The Committee's composition meets with requirements of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The Members possess adequate knowledge of Accounts, Audit, Finance, etc.

The Broad terms of reference of Audit Committee inter alia are:

- To review the financial statements before submission to Board;
- To review reports of the Auditors and Internal Audit department;
- To review the weaknesses in internal controls, if any, reported by Internal and Statutory Auditors, etc.
- Recommending the appointment, remuneration and terms of appointment of Statutory Auditors including Internal Auditors of the Company, etc.

In addition, the powers and role of the Audit Committee are as laid down under Regulation 18 and Schedule II Part C of the Listing Regulations and Section 177 of the Companies Act, 2013.

b) Composition

The Audit Committee of the Company as on 31st March, 2017 comprised the following 3 Directors of the Company:

1	Mr. Krishnamurthy R Hegde	Chairman
2	Mr. Abnasi J Thadhane	Member
3	Mr. Mahesh Thakur	Member

c) Meetings & Attendances

The Audit Committee met five times on the following dates during the last financial year. The gap between two Meetings did not exceed four months.

Date of the Meeting	Total Strength	No. of Directors' Pre
04 th April, 2016	3	3
28th May, 2016	3	3
10th August, 2016	3	2
7 th November, 2016	3	2
8th February, 2017	3	3

The necessary quorum was present at the meetings.

4. STAKEHOLDER RELATIONSHIP COMMITTEE

a) Constitution

The Committee's composition meets with requirements of Section 178 of the Companies Act, 2013 and Regulation 20 of the Listing Regulations.

Terms of reference of the Committee, inter alia, includes the following:

- Review the reports submitted by the Registrars and Share Transfer Agents of the Company at quarterly intervals;
- Periodically interact with the Registrars and Share Transfer Agents to ascertain and look into the quality of the Company's Shareholders/ Investors grievance redressal system and to review the report on the functioning of the Investor grievances redressal system.
- Follow-up on the implementation of suggestions for improvement, if any.
- Periodically report to the Board about serious concerns, if any.

b) Composition

The Stakeholder Relationship Committee of the Company comprises of the following 3 Directors of the Compa

1	Mr. Krishnamurthy R Hegde	Chairman
2	Mr. Abnasi J Thadhaney	Member
3	Mr. Mukeshkumar M Choksi	Member

c) Meetings & Attendances

The Stakeholder Relationship Committee met four times on the following dates during the last financial year.

Date of the Meeting	Total Strength	No. of Directors' Present
25th April, 2016	3	3
24th July, 2016	3	2
26th October, 2016	3	3
30th January, 2017	3	3

5. NOMINATION & REMUNERATION COMMITTEE

a) Constitution

The Committee's constitution and terms of reference are in compliance with provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations.

Terms of reference of the Committee, inter alia, includes the following:

- To carry out evaluation of every Director's performance;
- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/or removal;
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees;
- To formulate the criteria for evaluation of Independent Directors and the Board;
- To recommend/review remuneration of the Managing Director(s) and Whole-time Director(s) based on their performance and defined assessment criteria;
- To carry out any other function as is mandated by the Board of Directors from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- To perform such other functions as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such Committee

b) Composition

The Nomination & Remuneration Committee comprised the following 3 Directors of the Company:

1	Mr. Krishnamurthy R Hegde	Chairman
2	Mr. Abnasi J Thadhane	Member
3	Mr. Mahesh Thakur	Member

c) Meetings & Attendances

The Nomination & Remuneration Committee met two times on the following dates during the last financial year.

Date of the Meeting	Total Strength	No. of Directors' Pre
8th September, 2016	2	2
8th February, 2017	3	3

6. INDEPENDENT DIRECTORS MEETING

The Independent Directors met on the following date during the last financial year.

Date of the Meeting	Total Strength	No. of Directors' Prese
29th March, 2017	2	2

7. CODE OF CONDUCT

The Company has adhered to a Code of Internal Procedures and Conduct for Regulating, Monitoring and Reporting of Trading by Insiders and Code of Practices and Procedures for fair disclosure of Unpublished Price Sensitive Information Pursuant to Regulation 8(1) of the SEBI (Prohibition of Insider Trading) Regulations, 2015 is available on the Company's website.

8. POLICY FOR SELECTION AND APPOINTMENT OF DIRECTORS AND THEIR REMUNERATION

The Nomination and Remuneration Committee (NRC) has adopted a Charter which, inter alia, deals with the manner of selection of Board of Directors and Key Managerial Personnel and their remuneration.

(A) Criteria of selection of Non-Executive Directors

- a) In case of appointment of Independent Directors, the NRC shall satisfy itself with regard to the independent nature of the Directors vis-à-vis the Company so as to enable the Board to discharge its function and duties effectively.
- b) The NRC shall ensure that the candidate identified for appointment as a Director is not disqualified for appointment under Section 164 of the Companies Act, 2013.
- c) The NRC shall consider the following attributes / criteria, whilst recommending to the Board the candidature for appointment as Director:
 - Qualification, expertise and experience of the Directors in their respective fields; .
 - Personal, Professional or business standing;
 - Diversity of the Board.

(B) Remuneration of Independent Directors

The Independent Directors shall be entitled to receive remuneration by way of sitting fees, reimbursement of expenses for participation in the Board / Committee meetings and commission as detailed hereunder:

- a) Independent Directors shall be entitled to receive sitting fees for each meeting of the Board or Committee of the Board attended by him, of such sum as may be approved by the Board of Directors within the overall limits prescribed under the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.
 - b) Independent Directors shall also be entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the NRC.
 - c) The Independent Directors of the Company shall not be entitled to participate in the Stock Option Scheme of the Company, if any, introduced by the Company.
- c) Remuneration of Managing Director / Executive Directors / Senior Management Personnel**

The remuneration of Managing Director / Executive Directors shall be determined after taking into account the Company's overall performance, their individual contribution for the same and trends in the industry in general. The remuneration shall be subject to the approval of the Members of the Company in General Meeting.

The Remuneration for Senior Management employees shall be such as to ensure that the relationship of remuneration to performance is clear and meets appropriate operational performance benchmarks.

9. GENERAL BODY MEETING

Location, date and time of Annual General Meetings held during the last 3 years:

Year	Location	Date	Day	Time
31 st AGM 2014	21-DI, 2nd Phase, Peenya Indularea, Bangalore-58 400053	30th September, 2014	Monday	4. P.M.
32 nd AGM 2015	21-DI, 2nd Phase, Peenya Indularea, Bangalore-58 400053	30th September, 2015	Wednesday	4. P.M.
33 rd AGM 2016	21-DI, 2nd Phase, Peenya Indularea, Bangalore-58 400053	30th September, 2016	Friday	4 P.M.

10. MEANS OF COMMUNICATION

The quarterly results, half yearly, annual financial results and shareholding pattern are displayed on www.bseindia.com & www.electrexindia.com

11. GENERAL SHAREHOLDER INFORMATION

Annual General meeting Date, Time & Venue	21-DI, 2nd Phase, Peenya Indularea, Bangalore-58 400053
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Financial Calendar	2016-17
Annual General Meeting	28 th Aug 2017
Date of book Closure	22 nd August to 28 th August 2017

Listing on Stock exchange	BSE Limited. Phiroze Jeejeebhoy Towers Dalal Street, Mumbai – 400 001, Maharashtra.
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Stock Code	BSE Limited - 517378
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Market Price Data:

Company is suspended due penal reason. Hence there is no market price data available for the year under review.

Share Registrars and Transfer Agents – Purva Share Registry (India) Pvt. Ltd.

Add.: No 9 Shiv Shakti Industrial Estate, Ground Floor, J R Boricha Marg, Opp Kasturba Hospital, Lower Parel, Mumbai, Maharashtra, 400011	Tel : 022-23016761 / 23018261 Fax : 022-23012517 E-mail : busicomp@vsnl.com
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Distribution of Shareholding as on 31st March 2017.

No. of Shares	No. of Share Holders	% of Holders	Total Shares	% of Shares
Upto to 5000	7,132	99.22%	14,20,470	15.01%
5001 to 10000	10	0.14%	62,300	0.66%
10001 to 20000	5	0.07%	65,400	0.69%
20001 to 30000	2	0.03%	46,000	0.49%
30001 to 40000	-	-	-	-
40001 to 50000	2	0.03%	1,00,000	1.06%
50001 to 100000	13	0.18%	12,00,590	12.69%
100001 to Above	24	0.33%	65,66,440	69.40%
Total	7,188	100%	94,61,200	100%

Category of Shareholders as on 31st March 2017.

Category		No. of Shares held	% of Shareholding
A	Promoter's Holding		
1	Promoters		
	- Indian Promoters	20,40,570	21.57%
	- Foreign Promoters	-	-
2	Persons acting in concert	-	-
	Sub – Total	20,40,570	21.57%
B	Non-Promoter's Holding		
3	Institutional Investors	-	-
a)	Mutual Funds and UTI	-	-
b)	Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions / Non Government Institutions)	47,400	0.50%
c)	FII's		
4	Others		
a)	Bodies Corporate	43,57,900	46.06%

b)	Indian Public	30,15,330	31.87%
c)	NRI's/OCB's -NRI		
d)	Any Other (Please specify) – CM		
	Sub-Total		
	Grand Total	94,61,200	100.00 %

Dematerialization of Shares

The equity shares of the company are available for trading in the dematerialized form under both the Depositories, i.e., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL).

No. of shares held in physical mode and dematerialized form as on 31st March, 2017.

Particulars	No. of Shares	%
Held in Dematerialised mode in NSDL	12,70,145	13.42%
Held in Dematerialised mode in CDSL	-	-
Shares held in Physical Mode	81,91,055	86.58%
Total	94,61,200	100

Quarterly Audit of Share Capital

As required by the Securities and Exchange Board of India (SEBI), quarterly audit of the Company's share capital is being carried out by a Practicing Company Secretary with a view to reconcile the total share capital admitted with NSDL and CDSL and held in physical form, with the total issued and listed capital of the Company. The certificate received from the Practicing Company Secretary is submitted to BSE and is also placed before the Board of Directors on a quarterly basis.

OTHER DISCLOSURE

Details of Non Compliance

Details of Non Compliance by the Company, penalties, and structures imposed on the Company by Stock Exchanges or the Board or any statutory authority, on any matter related to capital markets, during the last three years – Company is under suspended group for penal reasons.

Details of Subsidiary and Associate Companies

The Company does not have any Subsidiary and Associate Companies as on 31st March, 2017.

Policy determining Material Subsidiaries and Related Party Transactions

The Company has adopted the policy on determining material subsidiaries is hosted on its website of the company and Policy on dealing with related party transactions is hosted on its website of the company.

Disclosure on Material Related Party Transactions

All material transactions entered into with related parties as defined under the Act and Regulation 23(1) of the SEBI (LODR) Regulations 2015 during the financial year 2016-17 were in the ordinary course of business. No materially significant related party transactions have been entered into during financial year 2016-17 having potential conflict with the interest of the Company at large. A list of related parties as per the Accounting Standard 18 and the transactions entered into with them in prescribed Form AOC-2 is given separately in this Annual Report under Annexure B of the Board Report as well as in the Notes to Accounts annexed to the Balance Sheet as at 31st March 2017 and Statement of Profit & Loss of the Company for the Financial Year ended on that date.

Policy for Prohibition of Insider Trading

The Company has adopted a code of conduct for prevention of insider trading with a view to regulate trading in securities by the Directors and employees of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of the Company's shares by the Directors and employees while in possession of unpublished price sensitive information in relation to the Company or its securities.

The Company has appointed the Compliance Officer to ensure compliance of the said Code by all the Directors, Senior Management Personnel and employees likely to have access to unpublished price sensitive information. The policy is available at website of the company.

Vigil Mechanism/Whistle Blower Policy

The Vigil Mechanism/Whistle Blower Policy has been adopted to provide appropriate avenues to the employees to bring to the attention of the management, the concerns about any unethical behaviour, by using the mechanism provided in the Policy. In cases related to financial irregularities, including fraud or suspected fraud, the employees may directly approach the Chairman of the Audit Committee of the Company. We affirm that no director or employee has been denied access to the Audit Committee during financial year 2016-17. The Policy provides that no adverse action shall be taken or recommended against an employee in retaliation to his/her disclosure in good faith of any unethical and improper practices or alleged wrongful conduct. This Policy protects such employees from unfair or prejudicial treatment by anyone in the Group. The policy is available on company's website.

Disclosures of compliance with Corporate Governance requirements specified in Regulation 17 to 27

and Regulation 46(2)(b) to (i) of the Listing Regulations: _____

Sr. No	Particulars	Regulation	Compliance status	Compliance observed for the following:
1.	Board of Directors	17	Yes	<ul style="list-style-type: none"> • Board Composition • Meeting of Board of Directors • Review of compliance reports • Plans for orderly succession for appointments • Code of Conduct • Fees / compensation • Minimum information to be placed before the Board • Compliance Certificate • Risk Assessment & Management
2.	Audit Committee	18	Yes	<ul style="list-style-type: none"> • Composition • Meeting of Audit Committee • Role of Audit Committee and review of information by
3.	Nomination and Remuneration	19	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee
4.	Stakeholders Relationship Committee	20	Yes	<ul style="list-style-type: none"> • Composition • Role of the Committee

5.	Risk Management Committee	21	Not Applicable	<ul style="list-style-type: none"> The Company is not in the list of top 100 listed entities by market capitalisation
6.	Vigil Mechanism	22	Yes	<ul style="list-style-type: none"> Formulation of Vigil Mechanism for Directors and employees
7.	Related Party Transactions	23	Yes	<ul style="list-style-type: none"> Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions Related Party Transactions of the Company are pursuant to contracts duly approved by the Audit Committee, Board of Directors and Shareholders of the Company
8.	Corporate Governance requirements with respect to subsidiary of listed entity	24	Not Applicable	<ul style="list-style-type: none"> The Company does not have any subsidiary
9.	Obligations with respect to Independent Directors	25	Yes	<ul style="list-style-type: none"> Maximum Directorship and Tenure Meeting of Independent Directors Familiarisation of Independent Directors
10.	Obligations with respect to Directors and Senior Management	26	Yes	<ul style="list-style-type: none"> Memberships/Chairmanships in Committees Affirmation with compliance to Code of Business Conduct and Ethics from Directors and Management Personnel Disclosure of shareholding by Non-executive Directors Disclosures by Senior Management about potential conflicts of interest
11.	Other Corporate Governance requirements	27	Yes	<ul style="list-style-type: none"> Compliance with discretionary requirements Filing of quarterly compliance report on Corporate Governance

12.	Website	46(2)(b) to (i)	Yes	<ul style="list-style-type: none"> • Terms and conditions of appointment of Independent Directors • Composition of various Committees of Board of Directors • Code of Business Conduct and Ethics for Directors and Management Personnel • Details of establishment of Vigil Mechanism/ Whistle Blower Policy • Policy on dealing with Related Party Transactions • Details of familiarization program imparted to Independent Directors
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Address of Registered office

21-Di, 2nd Phase, Peenya Indularea,

Bangalore-58 Bangalore

Email: info@electrexindia.com

Tel: 080 - 23724477

Management's Discussion and Analysis

The Company is a public limited company incorporated and domiciled in India and has its registered office in Bangalore, Karnataka. The Company has its primary listings on BSE Limited but presently under suspended group for penal reasons.

These financial statements are prepared in accordance with the Indian Generally Accepted Accounting Principles (GAAP). GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provision of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

Industry structure and developments

Traditional business models are being disrupted in every industry with digital and software-based business models. This disruption is characterized by highly desirable user experiences, an extreme scale-of-cost performance that has become available in. This duality – to offer existing range at competitive price and innovate new tools – is the essence of what companies are faced with as strategic imperatives today. The rapid pace at which technology is changing and the need for different models for clients to meet their solution and service with specialty tools with latest features are the challenges the company has to face in the future.

AUDITOR'S REPORT

To,

The Members of ELECTREX (INDIA) LIMITED,

1. We have audited the attached Balance Sheet of M/s Electrex (India) Limited as at March 31, 2017 and also the Profit & Loss account 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 misstatements. 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) (Amendment) Order, 2004, issued by the Central Government in terms of Section 227 (4A) of the Companies Act, 2013, we give 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 in paragraph 3 above, we report that:
 - 4.1 We have obtained all information and explanations, which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - 4.2 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.
 - 4.3 The Balance Sheet, Profit & Loss Account dealt with by this report are in agreement with the above books of account.
 - 4.4 In our opinion, the Balance Sheet, Profit and Loss Account comply with the Accounting Standards referred to in sub-section (3C) of Section 2" 1 o* the Companies Act, 2013 to the extent applicable to the Company except Accounting Standard -28 on "Impairment of Assets".
 - 4.5 Relating to various legal cases filed against the Company and its promoters and the erosion of the total net worth of the Company. We are not in a position to comment on the outcome of these cases and the resultant impact of the same on the accounts of the Company.
 - 4.6 Non-reconciliation /non-availability of confirmation of various debit and credit balances outstanding as on 31.03.2017 and the resultant impact thereof (amount not ascertainable).
 - 4.7.1 Provision not made towards old outstanding balances of debtors and advances (amount not ascertained).
 - 4.7.2 Depreciation not provided during the current year.
 - 4.7.3 With regard to not carrying out any exercise to calculate the amount of impairment loss of assets and to make provision towards the same (amount not ascertained).
 - 4.8 In our opinion and to the best of our information and according to the explanations given to us, the said accounts, subject to our comments in paragraph 4.4, 4.5, 4.6 and 4.7 above read together with the Significant Accounting Policies, give the information required by the Companies Act, 2013 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 Balance Sheet, of the state of affairs of the Company, as at 31st March, 2017;
- ii) In the case of the Profit and Loss Account of the profit for the year ended on that date.

Annexure to the Auditor's Report referred to in paragraph (3) of our report of even date on the Accounts of ELECTREX (INDIA) LTD for the year ended March 31, 2017

1. Fixed Assets

- a) The Company has maintained records showing particulars including the quantitative details and situation of fixed assets (excluding for office equipments, furniture and fixtures). The same does not contain the details with regard to the purchase of assets upto September 1999 along with the date of purchase and the name of the supplier as the records in this regard are stated to be destroyed in fire in past years. These fixed assets were however valued by the valuers appointed by the bank.
- b) As per the information and explanations given to us, the Company has physically verified its assets during the year, which in our opinion is reasonable having regard to the size of the Company and the nature of its assets. The reconciliation of the same with book records is in process and the discrepancies in the same, if any will be adjusted after reconciliation.
- c) During the year, the Company has not disposed off any fixed assets.

2. Inventories

- a) The management has carried out the physical verification of inventories at year-end.
- b) Taking into consideration the nature of business, we are of the opinion that the procedure of physical verification is reasonable and adequate in relation to the size of the Company and the nature of its business. However, the frequency of physical verification of inventories needs to be increased.

4. Internal Control System

According to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, with regard to purchase of inventory, fixed assets and with regard to sales of goods. However, the same needs to be improved to make it more effective. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.

5. Transactions under Section 301

According to the information and explanation given to us, there are no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956. Accordingly, clause 5(a) and 5 (b) of Para 4 of the Companies (Auditor's Report) Order are not applicable to the Company.

6. Public Deposits

The Company has not accepted any fixed deposits during the year under Audit.

7. Internal Audit System

In our opinion, the Company's internal audit system is generally commensurate with the size and nature of its business. However, the scope and coverage of the same needs to be enlarged.

8. Cost Records

As explained to us by the management, the Central Government has not prescribed the maintenance of cost records as per Companies Act, 2013

9. Statutory Dues

- a) The undisputed statutory dues including provident fund, employees' state insurance sales tax, tax deducted at source, fringe benefit tax, cess and other material statutory dues applicable to the Company have not been regularly deposited with the appropriate authorities and there were regular delays / non deposit / non deduction of the same.
- b) There are disputed / contingent / sales tax / income tax / excise duty outstanding as on 31.03.2017. According to the management these departments have demanded much higher taxes which Company feels not payable and are at various

- stages of appeal/hearings.
10. The accumulated losses of the Company are more than 50% of the net worth of the Company as on 31.03.2017 and it has incurred a cash loss in this financial year and in the immediately preceding financial year.
 11. The Company has defaulted in repayment of dues to financial institutions, banks and debenture holders.
 12. The Company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
 13. As explained, the Company is not a chit fund or a nidhi/ mutual benefit fund / society Accordingly, the provisions of clause 13 of Para 4 of the Companies (Auditor's Report) Order are not applicable to the Company.
 14. As explained and verified, the Company is not dealing or trading in shares, securities, debentures and other investments. The shares held by the Company are in its own name.
 16. The Company has not availed any term loan during the year.
 17. According to the information and explanation given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis during the year have been used for long-term investment.
 18. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act Accordingly, the compliance of clause 18 of Para 4 of the Companies (Auditor's Report) Order is not applicable to the Company.
 19. As explained to us, the security or charge has been created for all the debentures being reflected as secured loans. However, we were not being provided the complete supporting of the same and accordingly we cannot comment on the same. Further, the Company has not created Debenture Redemption Reserve towards the amount due for redemption in view of the losses incurred.
 20. The Company has not raised any money by public issue during the year.
 21. According to the information and explanation given to us, no fraud on or by the Company has been noticed or reported during the year.

For S M Bhat & Associates
Chartered Accountants

Sd/-
S M Bhat
Proprietor
Membership No. 030696

Bangalore
Date: 03/08/2017

Balance Sheet As at 31st March 2017

(Rs in lakh)

	PARTICULARS	Note No	As at 31 st March 2017	As at 31 st March 2016
A	EQUITY AND LIABILITIES			
1	Shareholder's Funds			
	(a) Share Capital	1	946.12	946.12
	(b) Reserves and Surplus	2	(15,586.32)	(15,573.28)
			(14,640.20)	(14,627.16)
2	Non-Current Liabilities			
	(a) Secured Loans	3	10,233.64	10,233.64
	(b) Unsecured Loans	4	4,429.35	4,429.35
			14,662.99	14,662.99
3	Current Liabilities			
	(a) Liabilities	5	4,036.30	4,013.10
	(b) Provisions	6	19.76	19.06
				4032.16
	TOTAL		4,078.85	4,067.99
B	ASSETS			
1	Non-Current Assets			
	(a) Fixed Assets			
	(i) Tangible Assets	7	4,066.77	4,064.75
	(b) Investments	8	0.13	0.13
			4066.90	4064.88
2	Current Assets			
	(a) Inventories	9	5.27	0.06
	(a) Trade Receivables	10	4.61	-
	(b) Cash and Bank Balances	11	2.07	3.05
				3.11
	TOTAL		4,078.85	4,067.99
	Significant Accounting Policies			
	See accompanying Notes to the Financial Statements			

As per our Report of even date
For S M Bhat & Associates
Chartered Accountants

Sd/-
S M Bhat
Proprietor
Membership No: 030696

Bangalore
Date: 03-08-2017

For and on behalf of the Board

Sd/-
Mukesh M Choksi,
Managing Director
DIN: 00510350

Bangalore
Date: 03-08-2017

Sd/-
Mahesh Thakur
Director & CFO
DIN: 06574744

Profit and Loss Statement for the year ended 31st March, 2017

(Rs in lakh)

	PARTICULARS	Note No	As at 31 st March 2017	As at 31 st March 2016
A	INCOME			
1	Sale of Products		6.09	-
	Other Income		-	-
	Total Revenue		6.09	-
B	EXPENDITURE			
	Cost of Materials Consumed			-
	Changes in Inventories			-
	Employees Expense			-
	Finance Cost			-
	Depreciation and Amortization Cost			-
	Other Expenses		19.13	0.88
	TOTAL EXPENSES		19.13	0.88
B				
1	Profit (Loss) Before Tax		(13.04)	(0.88)
	Tax Expenses		-	-
	Current Tax		-	-
	Deferred Tax		-	-
	Profit (Loss) for the Year		(13.04)	(0.88)
	Surplus / (Deficit) brought forward from the previous year		(23249.82)	(23248.94)
	Surplus / (Deficit) carried forward to Balance Sheet		(23262.86)	(23249.82)
	TOTAL			
	Significant Accounting Policies			
	See accompanying Notes to the Financial Statements			

As per our Report of even date
For S M Bhat & Associates
Chartered Accountants

Sd/-
S M Bhat
Proprietor
Membership No: 030696

Bangalore
Date: 03-08-2017

For and on behalf of the Board

Sd/-
Mukesh M Choksi,
Managing Director
DIN: 00510350

Bangalore
Date: 03-08-2017

Sd/-
Mahesh Thakur
Director & CFO
DIN: 06574744

Notes on Financial Statements for the year ended 31st March 2017

NOTE – 1 - SHARE CAPITAL

PARTICULARS	As at 31 st March 2017	As at 31 st March 2016
Authorised Share Capital		
15,00,000 Equity Shares of Rs.10 Each	1,500.00	1,500.00
Issued, Subscribed and Paid Up:		
94,61,200 Equity Shares of Rs.10 Each fully Paid Up	946.12	946.12

Reconciliation of Number of Shares and amount outstanding at the beginning and end of the reporting period

	No. of Shares	No. of Shares
Equity Shares at the beginning of the Year	94,61,200	94,61,200
Equity Shares issued during the year	Nil	Nil
Equity Shares at the end of the Year	94,61,200	94,61,200

The details of Shareholders holding more than 5% shares

	As at 31 st March 2017		As at 31 st March 2016 As at 31 st March 2017	
	No. of Shares	% held	No. of Shares	% held
Name of Shareholder				
Nil	Nil	Nil	Nil	Nil

NOTE - 2 - RESERVES AND SURPLUS

	As at 31 st March 2017	As at 31 st March 2016
Surplus in Statement of Profit and Loss Account		
Opening Balance	(15,573.28)	(16,573.28)
Add: Excess Provision w/b	-	1,000.00
Add: Profit (Loss)	(13.04)	
Total	(15,586.32)	(15,573.28)

NOTE - 3 - SECURED LOAN

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount (Lacs)	Amount (Lacs)
(A) Term Loan		
International Asset Reconstruction Company Ltd (IARC) (Assignee of IFCI Ltd)	1,085.00	1085.00
IFCI Ltd (Assignee of IIBI Ltd)	525.00	525.00
Pegasus Asset Reconstruction Co Ltd (Assignee of PNB)	529.73	529.73
Total (A)	2,139.73	2,139.73
(B) Debentures/Debts Assigned		
Kotak Mahindra Bank Ltd (Assignee of BOM,SASF,SBICC,MIZUHO Bank)	3676.59	3676.59
IFCI Ltd (Assignee of IIBI Ltd)	720.00	720.00
IDBI Bank Ltd (Merged from UWB)	1167.68	1167.68
Canara Bank	500.00	500.00
Edelweiss ARC Ltd (Assignee of Canara Bank)	826.64	826.64
Others	1203.00	1203.00
Total (B)	8093.91	8093.91
TOTAL (A+B)	10233.64	10233.64

1. Term Loans, NCDs & Debts Assigned are secured by way of first mortgage and charge on all the Company's immoveable properties, both present and future, and hypothecation of whole of the movable properties of the Company including movable plant & machinery, machinery spares, tools, accessories and other movables both present & future & personal guarantee of promoters (save and except book debts) subject to prior charges created / to be created in favor of the Company's Bankers on Stocks, Book debts and other specified movables for securing borrowings for working capital requirements.
2. Working Capital Limits from Banks are secured by hypothecation of present and future stock in trade, stores and spares, book debts & personal guarantee of the promoters of the Company.

NOTE – 4 - UNSECURED LOANS

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount (Lacs)	Amount (Lacs)
(A) Loans from NBFCs & Others	4,429.35	4,429.35
Total	4,429.35	4,429.35

NOTE – 5 - CURRENT LIABILITIES

Particulars	As at 31 st March 2017	As at 31 st March 2016
Liabilities	4,036.30	4,013.10

NOTE – 6 - PROVISIONS

Particulars	As at 31 st March 2017	As at 31 st March 2016
Provisions	19.76	19.06

NOTE - 8

Particulars	As at 31st March, 2017	As at 31st March, 2016
	Amount (Lacs)	Amount (Lacs)
Investments in Shares of Saraswat Bank (1291 equity shares of Rs.10 /- each)	0.13	0.13
Total	0.13	0.13

7. FIXED ASSETS AS ON 31.03.2017

Tangible Assets

Rs. in lakh

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at 01-04-2016	Additions	Deductions	As at 31-03-2017	As at 01-04-2016	For the Year	Deductions	As at 31-03-2017	As at 31-03-2017	As at 31-03-2016
Free Hold Land	8.48			8.48	-			-	8.48	8.48
Buildings	1,265.07			1,265.07	547.59			547.59	717.48	717.48
Plant & Machinery	9,535.74			9,535.74	7630.07			7630.07	1,905.67	1,905.67
Furniture & Fixures	136.26			136.26	103.70			103.70	32.56	32.56
Office Equipments	132.26			132.26	88.74			88.74	43.52	43.52
Moulds, Dies, Jigs & Fixtures	6,489.89			6,489.89	5132.85			5132.85	1,357.04	1,357.04
Other Fixed Assets	-	2.02		2.02					2.02	-
	17567.70	2.02	Nil	17569.72	13502.95	Nil		13502.95	4,066.77	4,064.75

NOTE – 9 - INVENTORIES

	As at 31 st March 2017	As at 31 st March 2016
Inventories	2.27	0.06

NOTE – 10 – TRADE RECEIVABLES

	As at 31 st March 2017	As at 31 st March 2016
Trade Receivables	4.61	-

NOTE -11 – CASH & BANK BALANCES

	As at 31 st March 2017	As at 31 st March 2016
Cash & Bank Balances	2.07	3.05

Notes Forming Part of the financial statements

A. SIGNIFICANT ACCOUNTING POLICIES:

1. Accounting Convention

The Company follows accrual system of accounting except otherwise stated. The financial statements are prepared based on historical cost convention and in accordance with applicable Accounting Standards.

2. Fixed Assets and Depreciation

2.1 Fixed Assets are valued at cost less accumulated depreciation. Cost is inclusive of duties, taxes and other incidental expenses.

2.2 Depreciation on fixed assets is provided on Straight Line Method at the rates specified in Schedule to the Companies Act. Depreciation is not provided on fixed assets sold, discarded etc. during the year.

B. NOTES FORMING PART OF ACCOUNTS

(Rs. In Lac)

1.		Contingent Liabilities:	As on 31.03.2017	As on 31.03.2016
	a)	Claims against the Company / disputed liabilities not acknowledged as debts estimated at	1290.00	1290.00
	b)	Guarantees given to various banks, financial institutions, finance companies etc. on behalf of others	926.00	926.00
	c)	Commercial Tax Dues	1192.01	1192.01
	d)	Income Tax Demands	648.00	648.00
	e)	Excise duty demands	3.43	3.43
	f)	PF Demand	164.85	164.85
	g)	Employee State Insurance Corp (ESIC)	30.14	30.14

2. There are defaults in payment of VAT, PF, ESIC and other statutory liabilities. Some of the above claims are inclusive of interest. However the present quantum of interest and penalty, if any, payable against the same are not ascertainable.

3. In view of losses incurred, the Company has not created Debenture Redemption Reserve.

4. No provision for Income Tax is considered necessary in absence of taxable profits for the current year.

5. Most of the Debit and Credit balances outstanding in the Balance Sheet as on 31-03-2017 are subject to reconciliation / confirmation from the respective parties. The impact of the reconciliation of the same, if any, will be accounted for as and when ascertained.

6. Due to dishonor of certain cheques issued by the Company for want of funds as well as for non-payment of its dues to creditors / lenders, the company and its directors are facing proceedings under Section 138 of the Negotiable Instruments Act, 1881 and Section 433 of the Companies Act, 1956. Court cases under Section 433 of the Companies Act, 1956 are stayed in view of the Company's registration with BIFR. The outcome of the above cases and the resultant liability, if any, at present is not ascertainable.

7. The Net Worth of the Company is negative as on 31.03.2017. The company is however pursuing with Financial Institutions / Banks / Others for rescheduling of principal and waiver of interest as well as One Time Settlement of dues. The Company expects substantial relief consequent to an acceptable Rehabilitation cum One Time Settlement

Scheme. Accordingly, the company is confident of meeting its expected restructured liabilities over a time bound manner despite the winding up and other litigation cases pending in the various Courts. Accordingly, the accounts of the company have been prepared on going concern basis.

8. In certain cases, the One Time Settlement / reschedulement / negotiation of the terms of the liability have been arrived at and accordingly based on the arrangement made, their liabilities have been adjusted during the year, with consequent impact to adjustment of Sundry Balances.
Many of the suits have been withdrawn by the lenders in view of the settlement terms arrived with them and in certain cases, the negotiation is in process with these parties for withdrawing their suits in various criminal and civil courts. The outcome of these cases is not determinable at present and accordingly, any additional liability or gain that may arise in this respect on final settlement is currently unascertainable and accordingly not accounted.
Some of the debts which were due to financial institutes have been paid by third parties as the company had defaulted and the underlying securities and/or assets for such debts are charged to such third parties either by way of assignment or memorandum of understanding or letter of commitment or acceptance or on mutually agreed terms with such financing party/parties and/or financial institutes and/or banks.
9. The finance charges (including interest, lease rentals, discounting charges etc.) on amounts borrowed from Institutions / banks / NBFCs and other parties has not been provided from 1.10.2001 as the same is expected to be waived.
10. Due to the losses Company has been incurring over the years, Company is unable to make rental payment to M/s.Mount Abu Holdings Pvt Ltd for it's Office Premises at 503/504, Raheja Chambers, Nariman Point, Mumbai – 400 021 and the same is not provided in the accounts. There is a dispute relating to this office premises and rental dues once crystallised will be provided in the accounts.
11. In earlier years, in certain cases, in the absence of availability of loan / lease / hire purchase documents / notices etc., the Company has provided finance charges (including interest, lease rentals, discounting charges etc.) on the amounts borrowed from NBFCs / private parties on an adhoc basis, based on the management's perception. The impact of the above on the accounts is not ascertainable.
12. The nature of the Loans classified into "Secured" and "Unsecured" as on 31.3.2017 is based on the securities charged to the lenders and / or the documents available with the company.
13. Small Scale Industrial Undertakings to whom amounts are due have not been determined as the company is not in operation for the last few years.
14. The company could not comply with the requirements of listing regulations of Stock Exchange in past. The shares of the company are under the suspended group.
15. The expenses incurred and charged by Institutions and Banks and expenses relating to branches are accounted to the extent reimbursed / information available with the company.
16. Adjustment of sundry balances is shown net of write offs made during the year.
17. The statement and balance confirmation certificates from certain banks are not forthcoming as the same are attached by sales tax / provident fund authorities. Most of these bank accounts had remained inoperative. The balances & charges, if any, levied by the bankers will be accounted for as and when the statements or advices are received by the company.
18. Segment Reporting -The Company operates in a single segment i.e. Power Tools and accordingly separate disclosure to segment reporting is not given as per Accounting Standard 17.
19. There are no related party transactions during the year under review.
20. Disclosure with regard to Earning Per Share in terms of Accounting Standard are as given below:

	For the year ended March 2017	For the year ended March 2016
Amount used as the Numerator Loss during the Year (Rs. in Lac)		
Weighted Number of Equity Shares used as Denominator	9462300	9462300
Nominal value of Equity Shares (Rs.)	10.00	10.00
Basic & Diluted Earning Per Share (Rs.)		

21. Remuneration paid or payable by the Company to Directors (including Managing Director) for services rendered in any capacity is as under:

In view of the losses incurred by the Company none of the Directors including the Managing Director & CFO are drawing any salary or other perquisites.

Particulars	(Rs. in Lac)	
	Current Year	Previous Year
Salaries	-	-
Provident Fund	-	-
House Rent	-	-
Total	-	-

22. Payment to Auditors:

	(Rs. in Lac)	
	Current Year	Previous Year
Audit Fees	0.70	0.70
Tax Audit Fees	-	-
Reimbursement of Out of Pocket Expenses (including service tax)		
Total		

23. CIF value of imports, expenditure and earnings in foreign exchange:

(Rs. In Lac)		Current Year	Previous Year
a)	CIF Value of Imports	Nil	Nil
b)	Expenditure in foreign Currency		
	Royalty	Nil	Nil
	Technical Know – how	Nil	Nil
	Others (Travelling and Sales Promotion Expenses)	Nil	Nil
c)	Earnings in foreign exchange	Nil	Nil

24. In the opinion of the management, there is higher obsolescence in moulds and jigs and plant & machinery on account of the nature of assets and inadequacy of preventive maintenance of plant & machinery due to liquidity crisis. The additional depreciation on account of the same is not provided pending crystallization of reasonable amount on account of the same.
25. The company has been declared sick by Hon'ble BIFR in its meeting held on 31.10.2001 and directed to submit Rehabilitation Scheme to Operating Agency. The draft rehabilitation scheme was submitted to Operating Agency

which was not acceptable to the Institutions / Banks. Subsequently, BIFR in its meeting held on 24.09.2002 had directed for change of management and also allowed promoter to submit Rehabilitation cum OTS Scheme. Accordingly, the Promoters submitted the OTS scheme to Operating Agency on 17.1.2003, which is also rejected by them. Meanwhile, the Company has filed a writ petition with Hon'ble High Court of Karnataka against the orders of BIFR and AAIFR and Hon'ble High Court granted a stay till further orders vide their order-dated 25.07.2003. The company has also received notices from some of the lenders under Securitization & Reconstruction of Financial Assets and Enforcement of Security Interest Ordinance, 2002 for which no further action is initiated so far. Company is in the process of submitting a revised Draft Rehabilitation Scheme (DRS) to Canara Bank the Operating Agency appointed by the Hon'ble BIFR.

26. Claims against the Company which are time barred and/or not legally enforceable are not provided for in the accounts.

27. Quantitative information required are not available/provided as the company is not in operation.

28. Additional information pursuant to provisions of the Companies Act, 2013 is furnished in Annexure.

29. Previous year figures have been regrouped and rearranged wherever necessary to correspond to current Year's figures.

As per our report of even date attached

For and on behalf of Board of

For S M Bhat & Associates
Chartered Accountants

Electrex (India) Ltd

Sd/-
S M Bhat
Proprietor
Membership No. 030696

Sd/
Mukesh Choksi
Managing Director

Sd/-
Mahesh Thakur
Director & CFO

Place: Bangalore
Date: 03-08-2017



Regd Office :21-D1.,Peenya Industrial Area,2nd Phase,Bangalore-560 058. Tel: 080 – 23724477

Mumbai Office: 503/504, Raheja Chambers, Nariman Point, Mumbai – 400021

E-Mail : info@electrexindia.comwww.electrexindia.com

ATTENDANCE SLIP

34th ANNUAL GENERAL MEETING ON MONDAY, 28th AUGUST 2017 AT 10 A.M

Mr./Mrs./Miss _____

Address _____

Folio No. (Physical holding) _____ DP ID (Demat holding) _____ Client ID _____

No. of Shares held _____

I/We certify that I am/we are registered Shareholder/Proxy for the registered shareholder of the Company.

I/We hereby record my/our presence at the 34th Annual General Meeting of the Company on Monday, the 28th day of August , 2017 at 10 A.M at 21-D1, Peenya Industrial Area, 2nd Phase, Bangalore – 560 058.

[Signature of Shareholders/Proxy(s)] _____

Notes: 1) Please fill in this attendance slip and hand it over at the entrance of the Meeting Hall.

2) Member's Signature should be in accordance with the specimen signature registered with the Company.

3) Please bring your copy of the Annual Report for reference at the Meeting.

PROXY FORM

(Form No. MGT – 11)

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

CIN: L00363KA1982PLC005084

NAME OF THE COMPANY: ELECTREX (INDIA) LTD

REGISTERED OFFICE : 21-D1, PEENYA INDUSTRIAL AREA, 2ND PHASE, BANGALORE-560058, I

CORPORATE OFFICE : 503/504, RAHEJA CHAMBERS, NARIMAN POINT, MUMBAI – 400 021

Name of the member(s):

Registered Address:

Folio No. / Client ID:

DP ID:

Email 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/her

2. Name _____

Address _____

E-mail ID _____ Signature _____ or failing him/her

3. Name _____

Address _____

E-mail ID _____ Signature _____ or failing him/her

as my /our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34th Annual General Meeting of the Company to be held on Monday, the 28th August, 2017 at 10 A.M at 21- D1, Peenya Industrial Area, 2nd Phase, Bangalore – 560 058.

SR NO	ITEM NO.	I ASSENT TO THE RESOLUTION	I DISSENT FROM THE RESOLUTION
1.	CONSIDERATION AND ADOPTION OF THE AUDITED BALANCE SHEET OF COMPANY AS AT 31 ST MARCH, 2017, STATEMENT OF PROFIT AND LOSS ACCOUNT AND CASH STATEMENT FOR THE YEAR ENDED ON THAT DATE TOGETHER WITH THE REPORT OF THE DIRECTORS AND THE AUDITORS, THEREON.		
2.	APPOINTMENT OF MR. MUKESH M CHOKSI A DIRECTOR WHO RETIRES BY ROTATION AND, BEING ELIGIBLE, SEEKS, RE-APPOINTMENT.		
3.	APPOINTMENT OF M/S. S M BHAT & ASSOCIATES AS STATUTORY AUDITORS AND TO FIX THEIR REMUNERATION.		

PALCE:

Affix One Rupee
Revenue Stamp

Signed on this _____ day of _____ 2017

(SIGNATURE OF SHAREHOLDER)

Signature of Proxy holder(s) _____

Notes:

- 1) 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.
- 2) A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as a proxy. However, such person shall not act as proxy for any other shareholders.

Dear Shareholder(s),

This is to inform you that the company is in process of Up-dation of records of the shareholders in order to reduce the physical documentation as far as possible.

With new BSE listing agreement, it is mandatory for all the investors including transferors to complete their KYC information. Hence, we have to update your PAN No., phone no. and e-mail id in our records. We would also like to update your current signature records in our system.

To achieve this we solicit your co-operation in providing the following details to us:

1. If you are holding the shares in dematerialized form you may update all your records with your Depository Participant (DP).
2. If you are holding shares in physical form, you may provide the following:

Folio No. :

Pan No. :

E-mail ID :

Telephone No. :

Name and Signatures:

i.

ii.

iii.

Thanking you,

For Electrex (India) Limited

Sd/-

Mukesh Choksi
Managing Director
DIN: 00510350

Sd/-

Mahesh Thakur
Director & CFO
DIN: 06574744

Place: Bangalore

Date: 03-08-2017

Location Map



BOOK POST

If not delivered, please return to:

ELECTREX

(INDIA) LTD.

Regd Office :21-D1.,Peenya Industrial Area,2nd Phase,Bangalore-560 058.



