

REMSONS INDUSTRIES LIMITED
(CIN: L51900MH1971PLC015141)
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai-400057
Tel No: (022) 26262100; 26113883, 26112368;
Email id: corporate@remsons.com,
website: www.remsons.com

NOTICE

NOTICE is hereby given that the 48th (Forty Eighth) Annual General Meeting of the members of Remsons Industries Limited will be held on Wednesday, 30th September, 2020 at 11.30 a.m. through Video Conference ("VC")/ Other Audio Visual Means ("OAVM") without physical presence of the Members at a common venue, in accordance with the General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 issued by Ministry of Corporate Affairs ('MCA Circulars'), to transact the business mentioned below. The proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of the AGM:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 together with the Reports of the Directors' and the Auditors' thereon and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To confirm the payment of interim dividend already paid during the year as the Final Dividend for the Financial Year 2019-20 and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT the interim dividend of Rs. 1.50/- (One Rupee Fifty Paise) per equity share (i.e. 15% of paid up share capital of the Company) on 57,13,357 equity share having face value of Rs. 10/- each fully paid up declared on 3rd March, 2020 amounting to Rs. 85,70,036/- (Rupees Eighty Five Lakhs Seventy Thousand Thirty Six only) are accordingly paid to the shareholders of the Company for the financial year 2019-20, be and is hereby confirmed."

3. To appoint a director in place of Mr. Rahul Kejriwal (DIN:00513777), who retires by rotation and being eligible, offers himself for re-appointment as Director and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Rahul Kejriwal (DIN:00513777), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To re-appoint Mr. Rahul Kejriwal (DIN: 00513777), as Whole Time Director of the Company and in this regard, if thought fit, pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole Time Director of the Company, for a further period of Five (5) years with effect from 1st June, 2020, be and is hereby approved on terms and conditions and remuneration for a period of one year as set out herein below, who shall be liable to retire by rotation, with the authority to the Board of Directors to revise the terms and conditions of the said re-appointment and / or remuneration on recommendation of Nomination and Remuneration Committee and approval of Audit Committee from time to time, mutually agreed upon with Mr. Rahul Kejriwal, within the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof for the time being in force:



REMSONS

INDUSTRIES LTD.

(Amount in Rs.)

1.	Salary (Basic)	Rs. 1,50,000/- per month
2.	HRA	Rs. 55,000/- per month
3.	Conveyance Allowance	Rs. 30,000/- per month
4.	Education Allowance	Rs. 20,000/- per month
5.	City Compensation Allowance	Rs. 30,000/- per month
6.	Medical	Reimbursement of Medical Expenses and Insurance premium not exceeding Rs. 10,000/- per month
7.	Leave Travel Concession	As per rule of the Company not exceeding Rs. 48,000/- per annum.
8.	Provision of Motor Car	Motor Car with Driver or Rs. 25,000/- per month
9.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
10.	Personal Accident Insurance	As per rules of the Company
11.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Rahul Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution."

**By Order of the Board of Directors
For Remsons Industries Limited**

**Rohit Darji
Company Secretary & Compliance Officer**

**Place: Mumbai
Date: 31st August, 2020**

Regd. Office:
401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai - 400057

NOTES :

1. In view of the massive outbreak of the COVID-19 pandemic, Social Distancing is a norm to be followed, the Government of India, Ministry of Corporate Affairs has allowed conducting General Meetings of the Companies through Video Conferencing (VC) or Other Audio Visual Means (OAVM) and dispensed the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs has issued General Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020 (collectively referred to as "MCA Circulars") prescribing the procedures and manner of conducting the Annual General Meeting through VC/ OAVM, without physical presence of the Members at a common venue.
 2. In compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 48th Annual General Meeting (AGM) of the members of the Company will be held through VC/OAVM and the proceedings of the AGM shall be deemed to be conducted at the Registered Office of the Company which shall be the deemed Venue of this AGM. Members can attend and participate in the AGM through VC/OAVM only.
 3. The Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The shareholders will be provided with the facility to attend the AGM through VC/OAVM and facility of casting votes by members using remote e-voting as well as e-voting during the AGM. The Members can join the AGM through VC/OAVM 15 (fifteen) minutes before and after the scheduled time of the commencement of the Meeting by following the detailed procedure mentioned in this Notice and also available at Company's website i.e. www.remsons.com.
 4. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, in case of poll only, on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held through VC/OAVM pursuant to the MCA and SEBI Circulars, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/ OAVM on its behalf and participate thereat and cast their votes through remote e-voting/ e-voting at AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 6. The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business is annexed hereto and forms part of the Notice.
 7. The helpline number regarding any query / assistance for participation in the AGM through VC/ OAVM is 022-26262100.
 8. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents (RTA), Sharex Dynamic (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.
 9. Members are requested to forward all Share Transfers and other communications to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number/ DPID/ Client ID in all correspondences with the Company.
 10. Pursuant to the provisions of Regulation 36 (3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), brief resume and the relevant details of the directors proposed to be appointed/re-appointed at the ensuing 48th AGM are stated in the Statement under Section 102 of the Act attached to the Notice.
 11. In line with the aforesaid Ministry of Corporate Affairs (MCA) Circulars and SEBI Circular dated May 12, 2020, the Notice of AGM along with Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Member may note that Notice and Annual Report 2019-20 will also be available on the website of the Company at www.remsons.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE at www.nseindia.com and website of CDSL (agency for providing the e-voting facility) i.e. www.evotingindia.com.



12. Pursuant to the provisions of Section 91 of the Companies Act, 2013 and Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Wednesday, 30th September (both days inclusive) for the ensuing 48th AGM.
13. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company viz. Sharex Dynamic (India) Private Limited.
14. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
15. The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the depositories for depositing dividend through National Electronic Clearing Service (NECS) to investors wherever NECS and bank details are available if the Company proposes to avail NECS Facility. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting the NECS mandate form, available on Company's website viz. www.remsons.com an is also annexed with this Annual Report.
16. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
17. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members are requested to submit details to their DP in case the shares are held by them in electronic form and to RTA of the Company in case the shares are held shares in single name and physical form.
18. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
19. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.

Accordingly, Members are requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.

The e-mail ID provided shall be updated subject to the successful verification of their signatures as per records available with the RTA of the Company.
20. The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 all other documents referred to in the Notice will be available for inspection in electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
21. 98.68% of the total equity shares of the Company were held in dematerialized form as on 31st March 2020. Members desiring to dematerialize/ rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
22. In terms of SEBI Circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated 20th April, 2018 read with SEBI press release PR No.: 51/2018 dated 3rd December, 2018, effective from 1st April, 2019, Company's shares can be transferred in dematerialized form only. Hence members, who hold shares in physical form, are requested to dematerialize their shares, so they can transfer their shares in future, if

so desire. However, members can continue to hold shares in physical form.

23. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

25. VOTING THROUGH ELECTRONIC MEANS:

- a. In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice convening 48th Annual General Meeting (AGM) of the Company dated 30th September, 2020. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- b. The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.
- c. The Company has appointed CS Manish Baldeva (M. No. FCS 6180), Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane as Scrutinizer to scrutinize the voting through remote e-voting process and during the AGM in a fair and transparent manner.
- d. The e-voting /voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off date i.e. 23rd day of September, 2020.
- e. The remote e-voting period shall commence on Sunday, 27th September, 2020 (09:00 am) and end on Tuesday, 29th September, 2020 (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 i.e. Wednesday, 23rd September, 2020 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on 29th September, 2020. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast

their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.

- f. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, 23rd September, 2020 only shall be entitled to avail the facility of remote e-voting and voting through e-voting system during the AGM.
- g. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
- h. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company www.remsons.com and on the website of on the website of CDSL www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited and NSE, where the shares of the Company are listed.

A. PROCEDURE AND INSTRUCTION FOR CDSL E-VOTING SYSTEM - FOR REMOTE E-VOTING AND E-VOTING DURING AGM:

- (i) The voting period begins on Sunday, 27th September, 2020 (09:00 am) and end on Tuesday, 29th September, 2020 (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 i.e. Wednesday, 23rd September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
- a) For CDSL: 16 digits beneficiary ID,



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- 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.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) Members 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.

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) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company at cs@remsons.com.
Dividend Bank Details or Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (viii) If you are a first time user follow the steps given below:
 After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members holding shares in DEMAT form will now reach 'Password Creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by the DEMAT holders for voting for resolution of any other company on which they are eligible to vote, provided that member 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 'Remsons Industries Limited' on which member choose to vote.
- (xii) On the voting page, member 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 member assent to the Resolution and option NO implies member dissent to the Resolution.
- (xiii) Click on the 'RESOLUTION FILE LINK' if members wish to view the entire Resolution details.
- (xiv) After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm vote, click on "OK", else to change vote, click on "CANCEL" and accordingly modify your vote.
- (xv) Once the members 'CONFIRM' their vote on the resolution, they will not be allowed to modify their vote.
- (xvi) Members can also take out print of the vote cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a Demat account holder has forgotten the login password then member shall Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) Shareholders can also cast their vote using CDSL's mobile app "m-Voting" available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while Remote voting on the mobile.

NOTE FOR NON - INDIVIDUAL SHAREHOLDERS AND CUSTODIANS

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- 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 linked in the login 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz. manish@csmanishb.in or cs@remsons.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email id at cs@remsons.com.

2. For Demat shareholders - please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company email id at cs@remsons.com.
3. The company shall co-ordinate with CDSL and provide the login credentials to the above mentioned shareholders.

C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AREAS UNDER:

1. Shareholder are entitled to attend the 48th AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, email id, mobile number at (company email id at cs@remsons.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id at cs@remsons.com). These queries will be replied to by the company suitably by email.

6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
4. The Members who have cast their vote through remote e-Voting prior to the AGM will be eligible to attend/participate in the AGM through VC / OAVM. However, they shall not be eligible to cast their vote at the AGM.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4:

Mr. Rahul Kejriwal, Whole time Director of the Company looks after day to day business affairs of the Company and is associated with your Company since past 4 years. His tenure as Whole Time Director expired on 31st May, 2020.

On recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, the Board of Directors of the Company at its meeting held on 30th May, 2020, re-appointed Mr. Rahul Kejriwal as Whole time Director of the Company for a further period of five (5) years w.e.f. 1st June, 2020 and approved a remuneration for a period of one year w.e.f. 1st June, 2020 on such terms and conditions mentioned in the resolution and as set out at Item no. 4 of Notice of 48th AGM of the Company, subject to approval of the members of the Company at their General Meeting.

Mr. Rahul Kejriwal, aged 41 years completed his Bachelor of Commerce from Narsee Monjee College, Mumbai. Considering his performance and valuable contribution as Whole time Director of the Company, the Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice of 48th AGM of the Company for the approval of the members of the Company.

The additional details required to be given pursuant to clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided as an annexure to the Notice of 48th AGM of the Company.

Except Mr. Rahul Kejriwal, Mr. Krishna Kejriwal and Mrs. Chand Kejriwal none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolutions.

**By Order of the Board of Directors
For Remsons Industries Limited**

**Rohit Darji
Company Secretary & Compliance Officer**

Place: Mumbai
Date: 31st August, 2020

Registered Office :
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai 400057.

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 (SS-2) 'General Meeting' issued by the ICSI, details of the directors seeking appointment / re-appointment at the ensuing Annual General Meeting are as follows:

Name of Director	Mr. Rahul Kejriwal
Designation	Whole-Time Director
DIN	00513777
Date of Birth	29 th August, 1979
Age	41 years
Nationality	Indian
Date of Appointment in current position	1 st June, 2020
Expertise in specific functional areas	Expertise in Production Marketing
Qualifications	B. Com from Narsee Monjee College , Mumbai
Directorship held in other Companies	1. Goodluck Electronics Pvt. Ltd.- Director 2. Remsons Cable Industries Pvt. Ltd.- Director
Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company	None
Disclosure of relationships between directors inter-se	He is son of Mr. Krishna Kejriwal , Chairman & Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company
Shareholding in the Company	3,06,851 Equity shares of Rs.10/- each
No. of Board Meetings attended 2019-20	6

ANNEXURE TO STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The details as required under Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013 are given below:

I		General Information	
	(1)	Nature of industry	Remsons an Original Equipment Manufacturer (OME) supplying to two, three, four wheelers manufacturers all over India and exports Globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEM's. Remsons also manufacturers Gear Shifters that are Dash Mounted & Floor Mounted for four wheeler and Light, medium and heavy duty truck applications.
	(2)	Date or expected date of commencement of commercial production.	The Company is in existence and operation since 1971.
	(3)	In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus.	Not Applicable
	(4)	Financial performance based on given indicators (during the year ended 31st March, 2020) Return on Networth	EPS: Rs. 9.34 : 12.97%
	(5)	Foreign investments or collaborators, if any	Nil
II		Information about the appointees	
	A	Mr. Rahul Kejriwal	
	1	Background details	Mr. Rahul Kejriwal, aged 41 years, is a Commerce Graduate from Narsee Monjee College, Mumbai and having 15 years of experience in the field of Marketing. Mr. Rahul Kejriwal has made significant contribution in the area of production, designs, innovation, exports, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
	2	Past Remuneration	Rs. 40.40 Lakhs per annum
	3	Recognition or awards	Mr. Rahul Kejriwal is Commerce Graduate from Narsee Monjee College, Mumbai
	4	Job profile and his suitability	Mr. Rahul Kejriwal would be responsible for the day to day affairs of the Company under supervision of Mr. K. Kejriwal, Managing Director and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Rahul Kejriwal and contribution made by him for the growth of the Company as well as capacity to manage the emerging challenges in the times to come, the re- appointment of Mr. Rahul Kejriwal as Whole-Time Director would be beneficial to the Company.
	5	Remuneration proposed	Rs. 40.40 Lakhs per annum
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his rich experience, the terms of the remuneration payable to Mr. Rahul Kejriwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.

	7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rahul Kejriwal has no other pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoter, holding shares in the Company and son of Mr. Krishna Kejriwal, Chairman & Managing Director and Mrs. Chand Kejriwal Whole Time Director of the Company.
	III	Other Information	
	1	Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past three years with the consistent profit margins and profitability. The Company has long standing experience in the auto ancillary industry and has established client base in automobile industry. The Company intends to increase its share of revenue from the after-market which may not only support operating margin but will also insulate the company from the volatility in demand from the automobile sector. The Company's business prospects are mainly dependent upon the growth and prospects of the automobile industry as whole. The automotive component industry over the past few years has become extremely competitive following the entry of several players in the industry. Performance of the automobile manufacturing companies affects the profitability of the Company.
	2	Steps taken or proposed to be taken for improvement	The Company has initiated several measures to improve its profitability. It has strengthened and consolidated operations of various manufacturing units at different locations to ensure uniformity and better administration. Further, to survive in the competitive era, more and more orders from the global as well as domestic OEM Market are planned to be procured in addition to achieve higher production by deploying all its resources and capacities available and by choosing right product mix with application of various cost cutting measures without of course, compromising on the quality of its products.
	3	Expected increase in productivity and profits in The Company expects price of steel, the main raw material, to measurable terms	The Company expects price of steel, the main raw material, to remain stable. Upsurge in demand for automobile industry will certainly have a positive bearing on the auto component industry.