



# REMSONS INDUSTRIES LTD.

## REMSONS INDUSTRIES LIMITED

(CIN: L51900MH1971PLC015141)

401, 4<sup>th</sup> Floor, Gladiola, Hanuman Road,

Vile Parle, (East), Mumbai - 400057,

Tel. : (022) 26113883, 26262100

Email : corporate@remsons.com,

website : www.remsons.com

### NOTICE

NOTICE is hereby given that the 47<sup>th</sup> Annual General Meeting of the members of Remsons Industries Limited will be held on Saturday, 14<sup>th</sup> September, 2019 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400049 to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2019 together with the Reports of the Directors' and the Auditors' there on 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 31<sup>st</sup> March, 2019 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended on 31<sup>st</sup> March, 2019 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution :**

**"RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 15% (₹ 1.50 per Share) on 57,13,357 Equity Shares of ₹ 10/- each of the Company for the year ended 31<sup>st</sup> March, 2019 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members/ List of Beneficiaries as on Friday, 6<sup>th</sup> September, 2019 and that the dividend warrants/demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a Director in place of Mr. Krishna Kejriwal (DIN:00513788), Chairman & Managing Director 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. Krishna Kejriwal (DIN:00513788), Chairman & Managing 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 appoint Mrs. Visalakshi Sridhar (DIN.: 07325198), as an Independent Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

**"RESOLVED THAT** Mrs. Visalakshi Sridhar (DIN.: 07325198), who was appointed as an Additional Independent Director of the Company for a period of five years with effect from 14<sup>th</sup> November, 2018, pursuant to the provisions of Section 149 and 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Articles of Association of the Company, who holds office as such upto the date of ensuing Annual General Meeting and in respect of whom the Company has received a notice in writing as required under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 to hold office as such upto 13<sup>th</sup> November, 2023, who shall not be liable to retire by rotation.

**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."

5. To reappoint Mr. Krishna Kejriwal (DIN: 00513788), as Managing Director of the Company and in this regard, if thought fit, pass the following resolution as a **Special 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') and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or reenactment 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.

Krishna Kejriwal (DIN: 00513788) as Managing Director of the Company, liable to retire by rotation, for a further period of Five (5) years with effect from 1<sup>st</sup> April, 2019 on terms and conditions and remuneration for a period of two years as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mr. Krishna Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Sr. No.	Particulars	01-04-2019 to 31-03-2021	Amount (in ₹)
1.	Salary (Basic)	₹ 130,000 per month	
2.	HRA	₹ 75,000 per month	
3.	Special Allowance	₹ 67,000 per month	
4.	Perquisites and Allowances	In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company rules; medical insurance, reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of ₹ 6 Lakh per annum.	
5.	Conveyance/ Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.	
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.	
7.	Reimbursement of expenses	The Managing Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.	
8.	Sitting Fees	The Managing Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.	

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mr. Krishna Kejriwal as Managing 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."

6. To reappoint Mrs. Chand Kejriwal (DIN: 00513737) 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, 203 read with Schedule V and all other applicable provisions, if any, of the Companies Act, 2013, (‘the Act’) and 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 Mrs. Chand Kejriwal (DIN: 00513737) as Whole Time Director of the Company, liable to retire by rotation, for a further period of Five (5) years with effect from 1<sup>st</sup> April, 2019 on terms and conditions and remuneration for a period of two years as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mrs. Chand Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

Sr. No.	Particulars	01-04-2019 to 31-03-2021	Amount (in ₹)
1.	Salary (Basic)	₹ 75,000 per month	
2.	HRA	₹ 40,000 per month	
3.	Special Allowance	₹ 35,000 per month	
4.	Perquisites and Allowances	In addition to the salary, the Whole time Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company rules; medical insurance, reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of ₹ 6 Lakh per annum.	
5.	Conveyance / Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.	
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or superannuation or Annuity Fund to the extent these either singly or together are not taxable under the Income-tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.	
7.	Reimbursement of expenses	The Whole time Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.	
8.	Sitting Fees	The Whole time Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.	

**RESOLVED FURTHER THAT** in the event of loss or inadequacy of profits in any financial year during the tenure of Mrs. Chand Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to her 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**

Place: Mumbai      **Company Secretary & Compliance Officer**  
Dated: 26<sup>th</sup> July, 2019

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

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. THE PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other member.
2. 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.
3. The Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (including through e-voting) or any adjournment thereof.
4. Members/ Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the Venue of the Meeting. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
5. In terms of SEBI Circular No. SEBI / HO / MIRSD / DOP1 / CIR / P / 2018/73 dated 20<sup>th</sup> April, 2018 read with SEBI press release PR No.: 51/2018 dated 3<sup>rd</sup> December, 2018, effective from 1<sup>st</sup> 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.
6. 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.
7. 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.
8. 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 Company Secretaries of India (ICSI), brief resume and the relevant details of the directors proposed to be appointed/re-appointed at the ensuing 47<sup>th</sup> Annual General Meeting (AGM) are stated in the Statement under Section 102 of the Act attached to the Notice.
9. Relevant documents referred to in a company Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.
10. 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 Saturday, 7<sup>th</sup> September, 2019 to Saturday, 14<sup>th</sup> September, 2019 (both days inclusive) for the ensuing 47<sup>th</sup> AGM.
11. 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.
12. 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.

13. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.
14. 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 not furnished earlier.
15. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31<sup>st</sup> March, 2019, if approved at the ensuing Annual General Meeting, will be paid to those members whose name stand registered in the Register of Members as on Saturday 7th September, 2019 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
16. 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. <https://www.remsons.com>.
17. 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.
18. The Register of Directors' and Key Managerial Personnel and their Share holding 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 are open for inspection at the Registered Office of the Company during the office hours on all working days, between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
19. Members desirous of obtaining any information about the accounts and operations of the Company are requested to address their queries to the Company Secretary & Compliance Officer at the Registered Office of the Company at least ten days in advance of the meeting so that the information required may be made readily available at the meeting.
20. The Notice of the 47<sup>th</sup> Annual General Meeting (AGM) and instructions for e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent through permitted mode. Members may also note that 47<sup>th</sup> Annual Report for the year 2018-19 is also available on the Company's website viz. [www.remsons.com](http://www.remsons.com).
21. 98.32% of the total equity shares of the Company were held in dematerialized form as on 31<sup>st</sup> March 2019. Members desiring to dematerialize/ rematerialize their shares may forward their requests directly to the Depository Participant with whom they have opened the account.
22. Route Map for the venue of the proposed AGM of the Company is appearing at the end of the Annual Report.
23. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
24. Voting through electronic means:  
  
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 47<sup>th</sup> Annual General Meeting (AGM) of the Company dated 26<sup>th</sup> July, 2019. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting'). The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 47<sup>th</sup> AGM and the members attending the meeting, who have not cast their vote through remote e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane (M. No. : FCS6180/COP No.: 11062) as Scrutinizer for conducting the e-voting and poll process at the AGM in a fair and transparent manner.

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. Saturday, 7<sup>th</sup> September, 2019.

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. Saturday, 7<sup>th</sup> September, 2019 only shall be entitled to avail the facility of remote e-voting and voting at meeting through polling papers and the person who are not member as on the cut-off date should treat this notice for information purpose only.

**A. PROCEDURE AND INSTRUCTION FOR E-VOTING :**

- i. The voting period begins on Wednesday, 11<sup>th</sup> September, 2019 (09:00 am) and end on Friday, 13<sup>th</sup> September, 2019 (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. Saturday, 7<sup>th</sup> September, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on 13<sup>th</sup> September, 2019. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- ii. The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- iii. Click on Shareholders.
- iv. Now Enter 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. Members holding shares in DEMAT form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then existing password is to be used.
- vii. If 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) <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number printed on the Attendance Slip.</li></ul>
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. 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 (iii).

- viii. After entering these details appropriately, click on "SUBMIT" tab. click on "CANCEL" and accordingly modify vote.
- 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 members choose to vote.
- xii. On the voting page, members 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 assent to the Resolution and option NO implies 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,
- 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 voting done by clicking on "Click here to print" option on the Voting page.
- xvii. If DEMAT account holder has forgotten the changed 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. 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 voting on the mobile.
- xix. 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](http://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](mailto: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 emailed to [helpdesk.evoting@cdslindia.com](mailto: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.

**B. GENERAL:**

- a) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- b) Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7<sup>th</sup> September, 2019, may obtain the login ID and password by sending a request at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- c) However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting the vote. In Case members forget their password, they can reset the same by using "Forgot User Details/Password" option available on [www.evotingindia.co.in](http://www.evotingindia.co.in).
- d) 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 only shall be entitled to avail the facility of e-voting as well as voting at the AGM through polling paper.
- e) The facility for voting through polling papers shall be made available at the venue of the 47<sup>th</sup> Annual General Meeting for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- f) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- g) In case, shareholders cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- h) The Chairman shall, at the AGM, on completion of the discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.
- i) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from the 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 and declare the result of the voting forthwith.
- j) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website [www.remsons.com](http://www.remsons.com) and on the website of CDSL [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result will immediately be forwarded to the BSE Limited and National Stock Exchange of India and the same will be available on the website [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com).

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

**ITEM NO. 4**

Mrs. Visalakshi Sridhar was appointed as an Additional Independent Director of the Company for a period of five years with effect from 14<sup>th</sup> November, 2018, subject to approval of the members at ensuing Annual General Meeting. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mrs. Visalakshi Sridhar holds office as such up to the date of this AGM.

Mrs. Visalakshi Sridhar aged 53 years, is a member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India. She has experience over 28 years in Accounts & Financial Services. She is Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited. Considering her qualification and experience, the Board considered it appropriate to appoint Mrs.



Visalakshi Sridhar as an Independent Director of the Company.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a company can be appointed for a term of (5) consecutive years and shall not be liable to retire by rotation. Mrs. Visalakshi Sridhar has given the requisite declarations to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for her appointment as Independent Non-Executive Directors of the Company and is independent of the management. Further she has not been debarred or disqualified from being appointed or continuing as director of companies by the SEBI/Ministry of Corporate Affairs or any such statutory authority as specified under Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Further, she has declared that she is not disqualified from being appointed as director in terms of Section 164 of the Act and has given her consent to act as a director of the Company. The Nomination and Remuneration Committee has recommended her appointment as Independent Director for a term of five consecutive years. The Company has received a notice from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of Independent Director.

In the opinion of the Board Mrs. Visalakshi Sridhar proposed to be appointed as Independent Director fulfills the conditions specified in the Companies Act, 2013 and the Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and is independent of the management.

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail services of Mrs. Visalakshi Sridhar as an independent Director.

The copy of appointment letter of Mrs. Visalakshi Sridhar setting out terms and conditions would be available for inspection without any fees by the members at the Registered Office of the Company during normal business hours on all working days, except Saturdays, upto the date of ensuing Annual General Meeting.

Brief resume of Mrs. Visalakshi Sridhar pursuant to

Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 47<sup>th</sup> AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 4 of the Notice of 47<sup>th</sup> AGM of the Company for your approval.

Except, Mrs. Visalakshi Sridhar being an appointee, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 4.

#### **ITEM NO. 5**

Mr. Krishna Kejriwal, aged 67 years is a Graduate in Science. He had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). The Company has progressed under his guidance as Managing Director of the Company since 1976. During his long tenure of 43 years in the office of Managing Director he has gained a rich experience in the field of production, marketing, exports, foreign collaboration, accounts, finance, banking and overall administration of the Company. His current term of the office as Managing Director expired on 31<sup>st</sup> March, 2019. Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 9<sup>th</sup> February 2019, re-appointed Mr. Krishna Kejriwal as Managing Director of the Company for a further period of five (5) years w.e.f. 1<sup>st</sup> April 2019 on the terms and conditions mentioned in the resolution as set out at Item no. 5 of Notice of 47<sup>th</sup> AGM of the Company, subject to approval of the members.

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 annexure to the Notice of 47<sup>th</sup> AGM of the Company.

Brief resume of Mr. Krishna Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India

(ICSI) is forming part of the Notice of 47<sup>th</sup> AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 5 of the Notice of 47<sup>th</sup> AGM of the Company for approval of the Members.

Except Mr. Krishna Kejriwal, Mrs. Chand Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 5.

**ITEM NO. 6**

Mrs. Chand Kejriwal, aged 63 years did her Inter (Arts) from University of Mumbai. Since 1976, she is acting as Whole-Time Director of the Company. During her long tenure of 43 years in the office of Whole-Time Director, she has gained rich experience in the field of marketing, Human Resource Management and General Administration of the Company. Her current term of the office of Whole-Time Director expired on 31<sup>st</sup> March, 2019. Considering her prolonged association with the Company and vast experience, the Board of Directors, on recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 9<sup>th</sup> February, 2019, re-appointed Mrs. Chand Kejriwal as Whole-Time Director of the Company for a period of five (5) years w.e.f. 1<sup>st</sup> April, 2019 on the terms and conditions mentioned in the resolution as set out at Item no. 6 of Notice of 47<sup>th</sup> AGM of the Company, subject to approval of the members.

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 47<sup>th</sup> AGM of the Company.

Brief resume of Mrs. Chand Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) Issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 47<sup>th</sup> AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 6 of the Notice of 47<sup>th</sup> AGM of the Company for your approval.

Except Mrs. Chand Kejriwal, Mr. Krishna Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution as set out at Item No. 6.

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

**Rohit Darji  
Company Secretary  
& Compliance Officer**

Place : Mumbai  
Date : 26<sup>th</sup> July, 2019

**Registered Office :**  
401, 4<sup>th</sup> Floor, Gladdiola, Hanuman Road,  
Vile Parle (East), Mumbai 400057.

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

Name of Director	Mrs. Visalakshi Sridhar	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal
Designation	Independent Director	Chairman & Managing Director	Whole-time Director
DIN	07325198	00513788	00513737
Date of Birth	12 <sup>th</sup> April, 1966	12 <sup>th</sup> June, 1952	5 <sup>th</sup> October, 1956
Age	53 years	67 years	63 years
Nationality	Indian	Indian	Indian
Date of Appointment in current position	14 <sup>th</sup> November, 2018	12 <sup>th</sup> July, 1976	12 <sup>th</sup> July, 1976
Expertise in specific functional areas	Member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India. (ICWAI). She has experience over 28 years in Accounts & Financial Services. She is a Managing Director, Chief Financial Officer and Company Secretary of Binani Industries Limited	Expertise in Production, Marketing, Finance and all spheres of Business Development. Past President of 1) Bombay Industries Association. 2) Automotive Component Manufacturers Association of India (ACMA).	General Administration, Marketing, Human Resource Management
Qualifications	Member of Institute of Company Secretaries of India (ICSI) and The Institute of Cost Accountants of India	B. Sc. from University of Bangalore	Inter (Arts), University of Mumbai
Directorship held in other Companies	1. Binani Industries Limited 2. R.B.G. Minerals Industries Limited 3. Edayar Zinc Limited	None	None
Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company	None	None	None
Disclosure of relationships between directors inter-se	She is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.	He is Husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director	She is wife of Mr. Krishna Kejriwal, Chairman & Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company
Shareholding in the Company	None	15,79,494 Equity shares of ₹10/- each	17,08,444 Equity shares of ₹10/- each
No. of Board Meetings attended 2018-19	1	4	4

**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:

<b>I</b>		<b>General Information</b>	
	(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 31 <sup>st</sup> March, 2019)	EPS : ₹ 6.02 Return on Networth : 6.32%
	(5)	Foreign investments or collaborators, if any	Nil
<b>II</b>		<b>Information about the appointees</b>	
	<b>A</b>	<b>Mr. Krishna Kejriwal</b>	
	1	Background details	Mr. Krishna Kejriwal, aged 67 years, is a Graduate in Science from University of Bangalore and has 43 years of experience in the field of production, marketing, exports, accounts, finance, banking and over all administration of the Company. Mr. Krishna Kejriwal has made significant contribution in the area of production, designs, innovation, export activities, 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	₹ 22.90 Lakhs per annum
	3	Recognition or awards	Mr. Krishna Kejriwal had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). He received various awards on behalf of the Company from President of India and Minister of Industries. He participated in the meetings of Automotive Component Manufacturers Association of India (ACMA) and delivered lectures in various meetings and conferences.



# REMSONS INDUSTRIES LTD.

4	Job profile and suitability	Mr. Krishna Kejriwal is Managing Director of the Company with substantial powers and overall control of the Company. Entire management team works under his supervision and all Managers report to him. Considering the qualification, experience, proven track record and performance of Mr. Krishna Kejriwal and contribution made by him for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the re-appointment of Mr. Krishna Kejriwal as Managing Director would be beneficial to the Company.
5	Remuneration proposed	₹ 32.64 Lakhs per annum approx
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his vast experience as detailed in the proposed resolution, the terms of the remuneration payable to Mr. Krishna 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.	Except the amount of interest@10%p.a. on the unsecured loan provided by him to the Company and the dividend, if any on equity shares held by him, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than his appointment as Chairman & Managing Director of the Company. Mr. Krishna Kejriwal is husband of Mrs. Chand Kejriwal and father of Mr. Rahul Kejriwal. He is also the promoter of the Company.
<b>B</b>	<b>Mrs. Chand Kejriwal</b>	
1	Background details	Mrs. Chand Kejriwal has gained a rich experience in the field of Marketing, Human Resource Management and General Administration of the Company. She is involved in various social activities and human welfare.
2	Past Remuneration	₹ 13.62 Lakhs per annum
3	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social activities and human welfare. She actively participated in social gatherings and got awards in a different field of floriculture.
4	Job profile and her suitability	Mrs. Chand Kejriwal is Whole-Time Director of the Company with substantial powers. She looks after marketing, human resource management and general administration of the Company. Considering the qualification, experience, proven track record and performance of Mrs. Chand Kejriwal and contribution made by her for the growth of the Company as well as her capacity to handle emerging challenges in the times to come, the re-appointment of Mrs. Chand Kejriwal as Wholetime Director would be beneficial to the Company.
5	Remuneration proposed	₹ 18.00 Lakhs per annum (approx.)



6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Considering her rich experience as detailed in the proposed resolution, the terms of the remuneration payable to Mrs. Chand 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	Except the amount of interest @ 10% p.a. on the unsecured loan provided by her to the Company, rent for a premises given on leave and license to the Company and the dividend, if any on equity shares held by her, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than her reappointment as Whole-Time Director of the Company. Mrs. Chand Kejriwal is wife of Mr. Krishna Kejriwal and mother of Mr. Rahul Kejriwal. She is also the promoter of the Company.
<b>III Other Information</b>		
1	Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past two 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 a 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 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.