

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

NOTICE

NOTICE is hereby given that the Forty Ninth (49th) Annual General Meeting (“AGM”) of the members of Remsons Industries Limited will be held on Thursday, 30th September, 2021 at 11.30 a.m. (IST) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) without physical presence of the members at a common venue to transact the business mentioned below. The proceedings of the 49th AGM shall be deemed to be conducted at the Registered Office of the Company situated at 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East), Mumbai – 400057, Maharashtra, India, which shall be the deemed venue of the 49th AGM :

ORDINARY BUSINESS:

1. To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Directors' and Auditors' thereon; and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Report of Auditors' thereon and in this regard, if thought fit, pass the following resolutions as **Ordinary Resolutions** :

- (a) **“RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2021 together with the Reports of the Directors' and Auditors' thereon be and are hereby received, considered and adopted.”
- (b) **“RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2021 and the Report of the Auditors thereon be and are hereby received, considered and adopted.”

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2021 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 @ 10% (Re. 1.00/- per share) on 57,13,357 Equity Shares having face value of Rs. 10/- each of the Company for the financial year ended 31st March, 2021, 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 Thursday, 23rd September, 2021 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 the dividend.”

3. To appoint a director in place of Mr. Anil Kumar Agrawal (DIN:00513805), 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. Anil Kumar Agrawal (DIN: 00513805), Director of the Company, who retired by rotation and being eligible, had offered himself for re-appointment, be and is hereby re-appointed as Director of the Company, who shall be liable to retire by rotation.”

SPECIAL BUSINESS:

4. To approve remuneration payable to Mr. Krishna Kejriwal, Chairman and 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company 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 remuneration payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company be and is hereby approved for the period from 1st April, 2021 to 31st March, 2022 as set out herein below:



Sr. No.	Particulars	01-04-2021 to 31-03-2022
1.	Salary (Basic)	Rs. 1,30,000/- per month
2.	HRA	Rs. 75,000/- per month
3.	Special Allowance	Rs. 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's 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 Rs. 6.00 Lakhs 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 currency of tenure of service of Mr. Krishna Kejriwal as Chairman and 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."

5. To approve remuneration payable to Mrs. Chand Krishna Kejriwal, Whole Time 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors of the Company 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 remuneration payable to Mrs. Chand Krishna Kejriwal, Whole Time Director of the Company be and is hereby approved for the period from 1st April, 2021 to 31st March, 2022 as set out herein below:

Sr. No.	Particulars	01-04-2021 to 31-03-2022
1.	Salary (Basic)	Rs. 75,000/- per month
2.	HRA	Rs. 40,000/- per month
3.	Special Allowance	Rs. 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's 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 Rs. 6.00 Lakhs 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 her 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 currency of tenure of service of Mrs. Chand Krishna 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."

6. To approve remuneration payable to Mr. Rahul Krishna Kejriwal, Whole Time Director and Chief Financial Officer 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company 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 remuneration payable to Mr. Rahul Krishna Kejriwal, Whole Time Director and Chief Financial Officer of the Company be and is hereby approved for the period from 1st June, 2021 to 31st May, 2023 as set out herein below :



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INDUSTRIES LIMITED

1.	Salary (Basic)	Rs. 2,40,000/- per month
2.	HRA	Rs. 55,000/- per month
3.	Conveyance Allowance	Rs. 35,000/- per month
4.	Education Allowance	Rs. 25,000/- per month
5.	City Compensation Allowance	Rs. 40,000/- 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. 20,000/- 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 currency of tenure of service 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
of Remsons Industries Limited**

Rohit Darji
Company Secretary & Compliance Officer
Membership No. : A37077

Place: Mumbai
Date: 13th August, 2021

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

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, Social Distancing is a norm to be followed. Accordingly, the Ministry of Corporate Affairs vide its General Circular No. 02/2021 dated 13th January, 2021 read with Circular No. 14/2020 dated 8th April, 2020, Circular No. 17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 5th May, 2020 (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021 read with SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 (collectively referred to as "SEBI Circulars") have permitted the holding of Annual General Meetings through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue.
2. Thus, in compliance with applicable provisions of the Companies Act, 2013 ("the Act") read with the MCA and SEBI Circulars and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the 49th Annual General Meeting ("49th 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 49th AGM through VC / OAVM and facility of casting votes by members using remote e-voting as well as e-voting during the 49th AGM. The members can join the 49th AGM through VC / OAVM 15 (fifteen) minutes before and after the scheduled time of 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. The facility of participation during the 49th AGM through VC / OAVM is restricted upto 1000 members on first come first served basis. This limit does not include large Shareholders (Shareholders holding 2% or more shares), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM, without restriction on account of first come first served basis.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote during 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 49th 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 49th AGM and hence the Proxy Form, Attendance Slip and route map for this 49th AGM are not annexed to this Notice.

However, the Body Corporates are entitled to appoint authorized representatives to attend the 49th AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote-voting / e-voting during the 49th AGM.
5. The attendance of the Members attending the 49th AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. The Statement pursuant to Section 102 of the Act with respect to Special Business is annexed hereto and forms part of the Notice.
7. The helpline number regarding any query / assistance for participation during the 49th 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"), Link Intime (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 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 Regulations, 2015 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 / whose remuneration is proposed to be approved at the ensuing 49th AGM are stated here-in-below.
11. In line with the aforesaid MCA and SEBI Circulars, the Notice of the 49th AGM along with the Annual Report for the financial year 2020-21 is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depositories. Member may note that Notice and Annual Report for the financial year 2020-21 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 Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Thursday, 30th September, 2021 (both days inclusive) for the ensuing 49th AGM and determining the name of members eligible for dividend on Equity Shares, if approved by the members at the ensuing 49th AGM.
13. The dividend on Equity shares as recommended by the Board of Directors for the financial year ended 31st March, 2021, if approved by the members at the ensuing 49th AGM, will be paid to those members whose names shall appear in the Register of Members as on Thursday, 23rd September, 2021; and in respect of shares held by them in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date. In case the Company is unable to pay the dividend to any member by electronic means due to non-availability of their bank accounts details, the Company will dispatch the dividend warrant/demand draft by post. However, in case of any disruption in the postal services due to pandemic or any other reasons, the same will be sent upon restoration of normalcy of postal services.
14. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a company after 1st April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit Form 15G/Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.
15. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

Members having valid PAN	10% or as may be notified by the Government of India
Members not having PAN / Invalid PAN	20% or as may be notified by the Government of India

However, no tax will be deducted on the dividend payable to a resident individual if the total dividend to be received by him during the Financial Year 2021-22 does not exceed Rs. 5,000/- and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as may be prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

For non-resident shareholders, taxes are required to be withheld in accordance with the provisions of Section 195 and other applicable provisions of the IT Act, at the rates in force. The withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) or as may be notified by the Government of India on the amount of dividend payable. However, as per Section 90 of the IT Act, non-resident shareholders have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the member, if they are more beneficial to them. For this purpose, i.e. to avail the benefits under the DTAA, non-resident shareholders will have to provide the following:

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under Rule 37BC of Income-Tax Rules, 1962;
- Copy of Tax Residency Certificate ("TRC") for the F.Y. 2021-22 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Self-declaration in Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;
- Self-declaration of beneficial ownership by the non-resident shareholder and
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

In case of Foreign Institutional Investors / Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess) or the rate provided in relevant DTAA, read with MLI, whichever is more beneficial, subject to the submission of the above documents.

The aforementioned documents are required to be submitted by sending email at cs@remsons.com before 23.59 hrs. (IST) on 23rd September, 2021.

16. 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.
17. 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.
18. In terms of Schedule I of the Listing Regulations, all listed companies are required to use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House ("NACH"), National Electronic Fund Transfer ("NEFT"), Real Time Gross Settlement ("RTGS") for making payments like dividend to the shareholders. 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.
19. The cut-off date for the payment of final dividend for the financial year ended 31st March, 2021 and for the purpose of determining eligibility of members for e-voting in connection with the 49th AGM has been fixed as Thursday, 23rd September, 2021. ("cut-off date").
20. 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.
21. 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 respective Depository Participants 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.
22. 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.
23. To comply with the provisions of Section 88 of the Act 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.

24. 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 and 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.
25. 98.69% of the total equity shares of the Company were held in dematerialize form as on 31st March, 2021. Members desiring to dematerialize/ rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
26. 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, except in cases of transmission or transposition and re-lodged transfer of securities. Further, SEBI vide its circular



no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated 2nd December, 2020 had fixed 31st March, 2021 as the cut-off date for re-lodgment of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. Therefore, the 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.

27. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.

28. VOTING THROUGH ELECTRONIC MEANS:

- a. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of Listing Regulations 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 49th AGM of the Company dated 13th August, 2021. 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 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 September, 2021.
- d. The remote e-voting period shall commence on Monday, 27th September, 2021 (09:00 am) and end on Wednesday, 29th September, 2021 (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. Thursday, 23rd September, 2021 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 05.00 pm on 29th September, 2021. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently. Those members, who are present in the 49th 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 49th AGM.
- e. 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. Thursday, 23rd September, 2021 only shall be entitled to avail the facility of remote e-voting and voting through e-voting system during the 49th AGM.
- f. The Board of Directors of the Company has appointed CS Manish Baldeva, Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane (FCS No.: 6180 / CP No.: 11062) as Scrutinizer to scrutinize the voting through remote e-voting process and e-voting during the 49th AGM in a fair and transparent manner. The Scrutinizer shall, within a period of two (2) working days from the conclusion of the e-voting period make his Scrutinizer's report on the votes cast in favour or against, if any, and forthwith to the Chairman or a person authorized by him who shall countersign the same and declare the results of the voting.
- g. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company viz. www.remsons.com and on the website of CDSL viz. www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Limited and NSE, where the shares of the Company are listed.

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

- (i) The voting period begins on Monday, 27th September, 2021 (09:00 am) and ends on Wednesday, 29th September, 2021 (05:00 pm). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date i.e. Thursday, 23rd September, 2021 may cast their vote electronically. The remote 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 during the meeting.

Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of the Listing Regulations listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

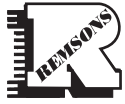
Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email id in their demat accounts in order to access e-voting facility.

Pursuant to above said SEBI Circular, Login method for e-voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-voting Service Providers i.e. CDSL / NSDL / KARVY / LINKINTIME, so that the user can visit the e-voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.



<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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Type of shareholders	Login Method
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL / CDSL for e-Voting facility. After Successful login, you will be able to see e-voting option. Once you click on e-Voting option, you will be redirected to NSDL / CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
<p>Individual Shareholders holding securities in Demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</p>
<p>Individual Shareholders holding securities in Demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>

- (v) Login method for e-voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders 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 / RTA.
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.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant Remsons Industries Limited on which you choose to vote.
- (x) 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
- 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.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC / OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.
7. 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 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@remsons.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 2 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@remsons.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

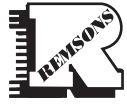
9. Only those shareholders, who are present in the AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the AGM.
10. If any votes are cast 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.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

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 / RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-voting from the CDSL e-voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, 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.



REMSONS INDUSTRIES LIMITED

INFORMATION OF DIRECTORS BEING PROPOSED TO BE RE-APPOINTED / REMUNERATION OF WHOM TO BE APPROVED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETING (SS-2) ISSUED BY THE ICSI, ARE AS FOLLOWS:

Name of Directors	Mr. Anil Kumar Agarwal	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal	Mr. Rahul Kejriwal
Designation	Director (Non-Executive)	Chairman and Managing Director	Whole Time Director	Whole Time Director and Chief Financial Officer
DIN	00513805	00513788	00513737	00513777
Date of Birth	5 th August, 1976	12 th June, 1952	5 th October, 1956	29 th August, 1979
Age	45 years	69 years	64 years	42 years
Nationality	Indian	Indian	Indian	Indian
Date of first appointment on the Board	11 th August, 2012	12 th July, 1976	12 th July, 1976	1 st June, 2016
Experience (including expertise in specific functional areas/ Brief resume	Rich experience in the accounts, finance, banking, taxation and overall administration of the Company	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	Expertise in production, marketing and design.
Qualifications	Post Graduate in Commerce, from University of Rajasthan and Chartered Accountant	B. Sc. from University of Bangalore	Inter (Arts), from University of Mumbai	B. Com from Narsee Monjee College, Mumbai
Directorship held in other Companies	None	None	None	1. Goodluck Electronics Private Limited 2. Remsons Cable Industries Private Limited
Chairmanship / Membership of the Committees of the Board of Directors of other Listed entities	None	None	None	None
Disclosure of relationships between directors inter-se	He is not related inter-se to any Director(s) / Key Managerial Personnel(s) of the Company	He is husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director and CFO of the Company	She is wife of Mr. Krishna Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director and CFO of the Company	He is son of Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company
Shareholding	10 Equity shares of Rs.10/- each	15,79,494 Equity shares of Rs.10/- each	17,08,444 Equity shares of Rs.10/- each	3,06,851 Company of Rs.10/- each
No. of Board Meetings attended during the financial year 2020-21	07	10	10	10
Terms and conditions of appointment	He is liable to retire by rotation	He is liable to retire by rotation	She is liable to retire by rotation	He is liable to retire by rotation
Remuneration last drawn, if applicable	Only sitting fees is paid for meetings of Board and Committees attended	Rs. 32.64 lakhs (during F.Y 2020-21)	Rs. 18.00 lakhs (during F.Y 2020-21)	Rs. 38.59 lakhs (during F.Y 2020-21)
Remuneration proposed to be paid	Only sitting fees is paid for meetings of Board and Committees attended	Rs. 32.64 lakhs per annum	Rs. 18.00 lakhs per annum	Rs. 55.85 lakhs per annum

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

ITEM NO. 4:

Mr. Krishna Kejriwal was re-appointed as Chairman and Managing Director of the Company for a further period of Five (5) years w.e.f. 1st April, 2019 and holds office as such upto 31st March, 2024.

Mr. Krishna Kejriwal, aged 69 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 45 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. 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 10th February, 2021, approved the remuneration payable to Mr. Krishna Kejriwal, Managing Director of the Company, for a period of one (1) year w.e.f. 1st April, 2021 on the terms and conditions as set out in the resolution at item no. 4 of the Notice of 49th AGM of the Company, subject to the approval of the members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 4 of the Notice of 49th AGM of the Company for the approval of the members of the Company.

The additional details as 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 49th AGM of the Company.

Except Mr. Krishna Kejriwal, Chairman and Managing Director, Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer and Mrs. Chand Kejriwal, Whole Time Director of the Company, none of the other Directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution.

ITEM NO. 5:

Mrs. Chand Krishna Kejriwal was re-appointed as Whole Time Director of the Company for a further period of Five (5) years w.e.f. 1st April, 2019 and holds office as such upto 31st March, 2024.

Mrs. Chand Kejriwal, aged 65 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 45 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. 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 10th February, 2021, approved the remuneration payable to Mrs. Chand Kejriwal, Whole Time Director of the Company for a period of one (1) year w.e.f. 1st April, 2021 on the terms and conditions as set out in the resolution at item no. 5 of the Notice of 49th AGM of the Company, subject to the approval of the members.

The Board of Directors recommends the Special Resolution as set out at item no. 5 of the Notice of 49th 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 49th AGM of the Company.

Except Mrs. Chand Kejriwal, Whole Time Director, Mr. Krishna Kejriwal, Chairman and Managing Director and Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer of the Company, none of the other Directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution.

ITEM NO. 6:

Mr. Rahul Krishna Kejriwal was re-appointed as Whole Time Director of the Company for a further period of Five (5) years w.e.f. 1st June, 2020 and holds office as such upto 31st May, 2025. Further, he was also appointed as Chief Financial Officer of the Company with effect from 14th December, 2020 and was re-designated as Whole Time Director and Chief Financial Officer with effect from the said date.

Mr. Rahul Kejriwal, aged 42 years completed his Bachelor of Commerce from Narsee Monjee College, Mumbai. Considering his performance and valuable contribution as Whole Time Director and Chief Financial Officer of the Company, 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 31st May, 2021, approved the remuneration payable to Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer of



REMSONS

INDUSTRIES LIMITED

the Company for a period of two (2) years w.e.f. 1st June, 2021 on the terms and conditions as mentioned in the resolution as set out at item no. 6 of Notice of 49th AGM of the Company, subject to the approval of the members.

The Board recommends the Special Resolution as set out at item no. 6 of the Notice of 49th 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 49th AGM of the Company.

Except Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer, Mr. Krishna Kejriwal, Chairman and Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company, none of the other Directors and Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise in the aforesaid resolution.

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

Rohit Darji
Company Secretary & Compliance Officer
Membership No. : A37077

Place: Mumbai
Date: 13th August, 2021

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

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 Industries Ltd., 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 wheelers 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 financial year ended 31 st March, 2021)	EPS: Rs. 11.65 Return on Net worth: 21.20%
	(5)	Foreign investments or collaborators, if any	The Company has incorporated one Wholly Owned Subsidiary namely "Remsons Holdings Ltd." on 21 st August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each and one step down wholly owned subsidiary namely, "Magal Automotive Ltd. earlier known as ("Remsons Automotive Ltd") on 26 th August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each with The Registrar of Companies, England and Wales. Remsons Holdings Ltd. has acquired a Step Down Subsidiary namely, "Woolford Properties Ltd." and "Magal Automotive Ltd. earlier known as ("Remsons Automotive Ltd") has acquired the assets and business of "Magal Cables Ltd." in the UK. These acquisitions were completed on the 21 st October 2020.
II		Information about the appointees	
	A	Mr. Krishna Kejriwal	
	(1)	Background details	Mr. Krishna Kejriwal, aged 69 years, is a Graduate in Science from University of Bangalore and has 45 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	Rs. 32.64 Lakhs (during F.Y. 2020-21)
	(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 has received various awards on behalf of the Company from President of India and Minister of Industries. He participated in the meetings of the ACMA and delivered lectures in various meetings and conferences.



	(4)	Job profile and his 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 Manager 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 proposed remuneration payable to him is appropriate.
	(5)	Remuneration proposed	Rs. 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 experience and contribution for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the remuneration payable to Mr. Krishna Kejriwal is 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, receiving remuneration as Chairman and Managing Director and holding shares in the Company, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with 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	Mrs. Chand Krishna Kejriwal	
	(1)	Background details	Mrs. Chand Kejriwal, aged 64 years 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 and human welfare activities.
	(2)	Past Remuneration	Rs. 18.00 Lakhs (during F.Y. 2020-21)
	(3)	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social and human welfare activities. 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 proposed remuneration payable to her is appropriate.
	(5)	Remuneration proposed	Rs. 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, receiving remuneration as Whole Time Director and holding shares in the Company, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with 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.

	C	Mr. Rahul Kejriwal	
	(1)	Background details	Mr. Rahul Kejriwal, aged 42 years, is a Commerce Graduate from Narsee Monjee College, Mumbai and having 15 years of experience in the fields of production, marketing and design. 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.38.59 Lakhs (during F.Y. 2020-21)
	(3)	Recognition or awards	Mr. Rahul Kejriwal is Commerce Graduate from Narsee Monjee College, Mumbai
	(4)	Job profile and his suitability	Mr. Rahul Kejriwal is responsible for the day to day affairs of the Company under supervision of Mr. Krishna Kejriwal, Chairman and 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 proposed remuneration payable to him is appropriate.
	(5)	Remuneration proposed	Rs. 55.85 Lakhs per annum (approx.)
	(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.	Except receiving remuneration as Whole Time Director and CFO and holding shares in the Company, 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, and is son of Mr. Krishna Kejriwal, Chairman and 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 autoancillary 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 remain 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



REMSONS

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			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.	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.
IV	Disclosures		
	(1)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.	As stated in item nos. 4, 5 and 6 of the Notice of AGM
	(2)	Details of fixed component and performance linked incentives along with the performance criteria	
	(3)	Service contracts, notice period, severance fees service contracts, notice period, severance fees	Three (3) months' notice period, no severance fees payable
	(4)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable	Not Applicable

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

Rohit Darji
Company Secretary & Compliance Officer
Membership No. : A37077

Place: Mumbai
Date: 13th August, 2021

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