

6th March, 2024

To,
The Manager
Department of Corporate Services
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort, Mumbai - 400 001
Scrip Code: 530919

To,
The Manager - Listing
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, 'G' Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051
Symbol: REMSONSIND

Dear Sir/Madam,

Subject: Intimation pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the Notice of 02/2023-24 Extra-Ordinary General Meeting of the Members of the Company scheduled to be held on Friday, 29th March, 2024 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 in accordance with the General Circular Nos. General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard and the latest being 09/2023 dated 25th September, 2023 issued by the Ministry of Corporate Affairs and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020 issued by the Securities and Exchange Board of India.

This is for your information and records.

Thanking you,

Yours faithfully,

For **REMSONS INDUSTRIES LIMITED**

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

Encl: A/a



(CIN: L51900MH1971PLC015141)

Regd. Office: 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East),
Mumbai – 400057, Maharashtra, India; Tel No.: (022) 35016400, 26262100;

Email id: corporate@remsons.com; Website: www.remsons.com

Notice is hereby given that the 02/2023-24 Extra Ordinary General Meeting ('EGM') of the Members of **REMSONS INDUSTRIES LIMITED** (CIN: L51900MH1971PLC015141) will be held on Friday, 29th March, 2024 at 11:30 A.M. through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without physical presence of the Members at a common venue, to transact the businesses as set out in this notice. The proceedings of the EGM 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 deemed venue of the EGM.

SPECIAL BUSINESS:

1. SUB-DIVISION OF NOMINAL VALUE OF EQUITY SHARES OF THE COMPANY

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and all other applicable provisions of the Companies Act, 2013 ('the Act') and the relevant rules framed thereunder (including statutory modification(s) or enactment(s) thereof for the time being in force), subject to such approvals as may be necessary, consent of the Members of the Company be and is hereby accorded for sub-division of the nominal value of Equity Shares of the Company from the existing nominal value of Rs. 10/- (Rupees Ten) to the nominal value of Rs. 2/- (Rupees Two) and consequently the existing Clause V – Capital Clause of the Memorandum of Association of the Company be and is hereby altered and substituted with the following new Clause V:

- V. The Authorised Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs. 2/- (Rupees Two) each with a power to increase or decrease its Share Capital from time to time for the time and to divide the shares in the Share Capital for the time being into several classes and to attach thereto respectively such preferential, deferred, qualified or special rights, privileges, conditions or restrictions as may be determined by or in accordance with the Companies Act, 2013 and the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the Articles of Association of the Company.

RESOLVED FURTHER THAT pursuant to the sub-division of Equity Shares of the Company as aforesaid, all the issued, subscribed and paid-up Equity Shares having face value of Rs. 10/- (Rupees Ten) of the Company existing on the 'Record Date', to be fixed by the Board of Directors of the Company ('the Board', which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this resolution),

shall stand sub-divided into Equity Shares having face value of Rs. 2/- (Rupees Two) fully paid up, without altering the aggregate amount of such capital and shall rank *pari passu* in all respect with the then existing fully paid-up Equity Shares of Rs. 10/- (Rupees Ten) of the Company.

RESOLVED FURTHER THAT upon sub-division of Equity Shares as aforesaid, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014, the sub-divided Equity Shares of nominal value of Rs. 2/- (Rupees Two) shall be credited to the respective beneficiary accounts of the Members held with their respective depository participants and the Company shall undertake such corporate actions as may be necessary in relation to the existing Equity Shares of the Company.

RESOLVED FURTHER THAT in case Equity Shares of nominal value of Rs. 10/- (Rupees Ten) are held in physical form, the respective share certificates shall be deemed to have been automatically cancelled with effect from the 'Record Date' and the credit of new sub-divided Equity Shares having nominal value of Rs. 2/- (Rupees Two) be given directly in the beneficiary accounts of the respective Members of the Company, if details of such beneficiary accounts are available with the Company / RTA; AND in case such beneficiary account details are not available with the Company / RTA, such Equity Shares having nominal value of Rs. 2/- (Rupees Two) be credited in a 'Unclaimed Suspense Account' to be opened for this purpose, and such shares be transferred into the beneficiary accounts of respective Members whenever details are made available, from the said 'Unclaimed Suspense Account'.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary, desirable or expedient and to execute all deeds, applications, documents and writings that may be required and in general to do all such acts, deeds, matters and things that may be necessary, desirable, proper, expedient or incidental for the purpose of giving effect to the foregoing resolution, for and on behalf of the Company."

2. RE-APPOINTMENT OF MR. KRISHNA R. KEJRIWAL AS MANAGING DIRECTOR OF THE COMPANY

To consider and if thought fit to pass, the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 ('the Act') and Schedule V thereto, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') (including any statutory modification(s) or re-enactment (s) thereof for the time being in force) and in accordance with the enabling provisions of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Board of Directors and approved by the Audit Committee of the Company, Mr. Krishna Kejriwal (DIN: 00513788), be and is hereby re-appointed as Managing Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2024 to 31st March, 2029 and the remuneration, as detailed below, be and is hereby approved for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 with the authority to the Board of Directors of the Company to revise the terms, on recommendation of the Nomination and Remuneration Committee

and approval of the Audit Committee, with regard to the remuneration from time to time within the limits provided under Schedule V of the Act or any amendment thereto for the time being in force:

Sr. No.	Particulars	Details of proposed remuneration
1.	Salary (Basic)	Rs. 2.00 Lakh per month
2.	HRA	Rs. 1.00 Lakh per month
3.	Special Allowance	Rs. 4.25 Lakh 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 Lakh per annum.
5.	Conveyance / Motor Car	Free use of car with driver
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or Superannuation or Annuity Fund to such extent that those contributions, either singly or collectively, do not trigger any tax liability 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 for the reimbursement of expenses incurred by him for the purpose of Company's business.
8.	Sitting fees	The Managing Director shall not be entitled to receive sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any of the financial year during the currency of tenure of service of Mr. Krishna R. 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 Act.

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 considered necessary, desirable or expedient to give effect to the foregoing resolution.”

3. RE-APPOINTMENT OF MRS. CHAND K. KEJRIWAL AS WHOLE TIME DIRECTOR OF THE COMPANY:

To consider and if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act 2013 (‘the Act’) and Schedule V thereto, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment (s) thereof, for the time being in force) and in accordance with the enabling provisions of the Articles of Association of the Company, and as recommended by the Nomination and Remuneration Committee and Board of Directors and approved by the Audit Committee of the Company, Mrs. Chand K. Kejriwal (DIN: 00513737), be and is hereby re-appointed as Whole Time Director of the Company for a further period of 5 (five) years with effect from 1st April, 2024 to 31st March, 2029 at a remuneration, as detailed below, for a period of 3 (three) years with effect from 1st April, 2024 to 31st March, 2027 with the authority to the Board of Directors of the Company to revise the terms, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee, with regard to the remuneration from time to time within the limits provided in Schedule V of the Act or any amendment thereto for the time being in force:

Sr. No.	Particulars	Details of proposed remuneration
1.	Salary (Basic)	Rs. 1.00 Lakh per month
2.	HRA	Rs. 0.75 Lakh per month
3.	Special Allowance	Rs. 1.50 Lakh 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 Lakh per annum.

5.	Conveyance / Motor Car	Free use of car with driver
6.	Provident and other funds including superannuation and gratuity	Company's contribution to Provident Fund and / or Superannuation or Annuity Fund to such extent that these contributions, either singly or collectively, do not trigger any tax liability 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 profit in any of the financial year during the currency of tenure of service of Mrs. Chand K. 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 Act.

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 considered necessary, desirable or expedient to give effect to the foregoing resolution."

**By Order of the Board of Directors of
REMSONS INDUSTRIES LIMITED**

Sd/-

Rohit Darji

**Company Secretary & Compliance Officer
(Membership No.: A37077)**

Place: Mumbai

Date: 27th February, 2024

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai – 400057
Maharashtra, India
CIN: L51900MH1971PLC015141
Tel: (022) 35016400, 26262100
E-mail: cs@remsons.com
Website: www.remsons.com

NOTES:

1. The Ministry of Corporate Affairs, *inter alia*, vide its General Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 2020 and subsequent circulars issued in this regard, the latest being 09/2023 dated 25th September, 2023 (collectively referred to as 'MCA Circulars') has permitted holding of general meetings through Video Conferencing ('VC') / Other Audio Visual Means ('OAVM') without physical presence of the members at a common venue. Accordingly, in compliance with the applicable provisions of the Companies Act, 2013 ('Act'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and MCA Circulars, the 02/2023-24 Extra Ordinary General Meeting ('EGM') of the Company is being held through VC / OAVM.
2. In accordance with the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI') read with Guidance / Clarification dated 15th April, 2020 issued by the ICSI, the proceedings of the 02/2023-24 EGM 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.
3. In compliance with the aforesaid MCA Circulars, the Notice of the 02/2023-24 EGM is being sent only through electronic mode to those members whose e-mail addresses are registered with the Company / RTA / Depositories. Members may note that the said Notice will also be available on the website of the Company at www.remsons.com, websites of the Stock Exchanges i.e. BSE Ltd. at www.bseindia.com, NSE Ltd. at www.nseindia.com and website of the Central Depository Services (India) Limited ('CDSL') (agency engaged by the Company for providing the e-voting facility) i.e. www.evotingindia.com.
4. An explanatory statement pursuant to the provisions of Section 102 of the Act stating all material facts and reasons for the proposed resolutions is annexed herewith and forms part of this Notice.
5. The information of directors being proposed to be reappointed pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings - SS- 2 issued by the ICSI is given in the Annexure - 1 annexed.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since this EGM will be held through VC / OAVM, physical attendance of the members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for this EGM; hence the Proxy Form and Attendance Slip are not annexed to this Notice. Body Corporates are entitled to appoint their Authorized Representatives to attend the EGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote-voting / e-voting during the EGM. Such Body Corporates are requested to send a scanned copy (PDF / JPG format) of their Board Resolutions, passed under Section 113 of the Act. The said resolution shall be sent to the Scrutinizer by e-mail through their registered e-mail address at manish@csmishb.in with a copy marked to the Company at cs@remsons.com.

7. The Company requests those members who have not yet registered their e-mail address, to register the same directly with their Depository Participants (DPs), in case shares are held in electronic form and with the Company / RTA, in case shares are held in physical form. Further, members holding shares in electronic form are requested to notify the changes in the above particulars, if any, directly to their DP.
8. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the EGM.
9. Document referred to in the Notice of the EGM and explanatory statement will be available for inspection online by the members on request by sending an e-mail to cs@remsons.com.
10. Members can join the EGM through VC / OAVM 15 minutes before and after the scheduled time of the commencement of the meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC / OAVM will be made available to at least 1000 members on a first-come-first-served basis; however this limit does not include large shareholders (shareholders holding 2% or more shareholding), 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 EGM without restriction on account of first-come-first-served principle.
11. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.
12. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company's RTA.
13. In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their vote electronically on the resolutions mentioned in the Notice dated 27th February, 2024 convening the EGM of the Company. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting').
14. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the EGM ('remote e-voting') and for e-voting during the EGM will be provided by CDSL.
15. A person, whose name is recorded in the Register of Members / List of Beneficial Owners maintained by the depositories as on the cut-off date only i.e. Friday, 22nd March, 2024 shall be entitled to avail the facility of remote e-voting or e-voting during the EGM.

16. 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. Friday, 22nd March, 2024.
17. The remote e-voting period shall commence on Tuesday, 26th March, 2024 (9:00 A.M.) and end on Thursday, 28th March, 2024 (5:00 P.M.). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, 22nd March, 2024 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5:00 P.M. on Thursday, 28th March, 2024. Once the vote on a resolution is cast by a member, he / she / it shall not be allowed to change it subsequently. Those members, who are present in the EGM 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 EGM.
18. Any person who becomes a member of the Company after dispatch of the Notice of the meeting and holding shares as on the cut-off date i.e. Friday, 22nd March, 2024 may obtain the User ID and password by sending a request at helpdesk.evoting@cdslindia.com or rnt.helpdesk@linkintime.co.in. However, if the member is already registered with the CDSL for remote e-voting then he can use his existing user ID and password for casting the vote through e-voting. If you forgot your password, you can reset your password by using "Forgot User Details / Password" option available on www.evotingindia.com.
19. 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 e-voting through remote e-voting process and e-voting during the EGM in a fair and transparent manner. The Scrutinizer shall within 2 working days of the conclusion of the EGM, prepare consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith the same to the Chairman of the EGM or a person authorised by him in writing, who shall countersign the same and declare the results of the voting.
20. 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 the CDSL viz. www.evotingindia.com immediately. The Company shall simultaneously forward the results to BSE Ltd. and National Stock Exchange of India Ltd., where the shares of the Company are listed.
21. Subject to receipt of requisite number of votes, the resolution shall be deemed to be passed on the date of the meeting i.e. Friday, 29th March, 2024.

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

- (i) The remote voting period shall begin on Tuesday, 26th March, 2024 at 9:00 A.M. (IST) and end on Thursday, 28th March, 2024 at 5:00 P.M. (IST) (both days inclusive). 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. Friday, 22nd March, 2024 may cast their vote electronically. The remote e-voting module shall be disabled by the CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.
- (iii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 issued 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 9th December, 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 e-mail 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	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.

	<p>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 and 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.</p> <p>If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>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 and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>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 redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.</p> <p>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</p> <p>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 and voting during the meeting.</p>

<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 and voting during the meeting.</p>
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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
Individual Shareholders holding securities in Demat mode with CDSL	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 22-23058542-23.
Individual Shareholders holding securities in Demat mode with NSDL	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.

(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		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.
OR Date of Birth (DOB)		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 the 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 and 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 e-mail address viz; manish@csmanishb.in or cs@remsons.com, if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the Scrutinizer to verify the same.

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

1. The procedure for attending meeting and e-voting on the day of the EGM 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 during the EGM.
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 at least **2 days prior to the meeting** mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@remsons.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **2 days prior to the meeting** mentioning their name, demat account number / folio number, e-mail id, mobile number at cs@remsons.com. These queries will be replied to by the Company suitably by e-mail.
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 EGM 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 EGM.
10. If any votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholder have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholder 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 E-MAIL / 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), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to cs@remsons.com.
2. For Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders - Please update your email id and mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting and joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM and e-voting from the CDSL e-voting system, you can write an e-mail to helpdesk.evoting@cdslindia.com or contact at 022- 2305 8738 and 022-2305 8542 / 43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (CDSL) 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 022-2305 8542 / 43.

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

The following Explanatory Statement sets out all material facts relating to the special business mentioned under Item Nos. 1, 2 and 3 of the accompanying notice dated 27th February, 2024 and shall be forming integral part of the Notice.

ITEM NO. 1:

At present, the Authorized Share Capital of the Company is Rs. 12,00,00,000/- (Rupees Twelve Crore only) divided into 1,20,00,000 (One Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each and its issued, subscribed and Paid-up Share Capital is Rs. 6,97,57,570/- (Rupees Six Crore Ninety Seven Lakh Fifty Seven Thousand Five Hundred and Seventy only) divided into 69,75,757 (Sixty Nine Lakh Seventy Five Thousand Seven Hundred and Fifty Seven) Equity Shares of Rs. 10/- (Rupees Ten) each, fully paid-up.

The Equity Shares of the Company are listed and actively traded on the BSE and NSE platforms and the market price of the Company's Equity Shares has increased significantly during the last few years. With a view to enhance the liquidity of the Company's Equity Shares and to make them more affordable / accessible for the small retail investors to invest in the Company's shares, the Board of Directors of the Company in its meeting held on 27th February, 2024, has recommended to sub-divide nominal value of Equity Shares of the Company from existing Rs. 10/- (Rupees Ten) to Rs. 2/- (Rupees Two).

Pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 ('the Act') and Articles of Association of the Company, for sub-division of nominal value of Equity Shares as aforesaid, the approval of the Members of the Company is required. Further, Clause V, - Capital Clause of the Memorandum of Association of the Company is also required to be amended suitably to give effect to the proposed sub-division of nominal values of Equity Shares of the Company, which also requires Members' approval.

A copy of the amended Memorandum of Association of the Company ('MOA') would be made available for inspection without any fee by the Members from the date of circulation of this Notice up to the date of EGM. Members seeking to inspect the MOA can send an email to cs@remsons.com. The Record Date for the aforesaid sub-division of the Equity Shares shall be fixed by the Board.

There will be no change in the amount of authorized, issued, subscribed and paid-up share capital of the Company on account of proposed sub-division of nominal value of Equity Shares of the Company. Additionally, such sub-division shall not be construed as reduction in share capital of the Company.

The Board of Directors of the Company recommends passing of the Special Resolution as set out at Item no. 1 of the Notice for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 2:

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

Mr. Krishna R. Kejriwal, aged 71 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 47 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 Mr. Krishna Kejriwal's prolonged association with the Company and vast experience, the Board of Directors, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 27th February, 2024, recommended his re-appointment as Managing Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2024. The Board has also recommended the remuneration payable to him for a period of 3 (three) years w.e.f. 1st April, 2024 on the terms and conditions as set out in the resolution at item no. 2 of the Notice, for the approval of the Members of the Company.

The Board of Directors of the Company recommends passing of the Special Resolution as set out at Item no. 2 of the Notice 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 Act are provided in **Annexure – 2** to the Notice.

Except Mr. Krishna R. Kejriwal, Managing Director, being appointee, Mr. Rahul K. Kejriwal, Whole Time Director and Mrs. Chand K. Kejriwal, Whole Time Director of the Company, none of the other Directors or Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 3:

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

Mrs. Chand K. Kejriwal, aged 67 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 47 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. Mrs. Chand K. Kejriwal's prolonged association with the Company and vast experience, the Board of Directors, on recommendation of the Nomination and Remuneration Committee and approval of the Audit Committee of the Company, at its meeting held on 27th February, 2024, recommended her re-appointment as Whole Time Director of the Company for a further period of 5 (five) years w.e.f. 1st April, 2024. The Board has also recommended the remuneration payable to her for a period of 3 (three) years w.e.f. 1st April, 2024 on the terms and conditions as set out in the resolution at item no. 3 of the Notice, for the approval of the Members of the Company.

The Board of Directors of the Company recommends the Special Resolution as set out at item no. 3 of the Notice 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 Act are provided in **Annexure – 2** to the Notice.

Except Mrs. Chand K. Kejriwal, Whole Time Director, being appointee, Mr. Krishna R. Kejriwal, Managing Director and Mr. Rahul K. Kejriwal, Whole Time Director of the Company, none of the other Directors and / or Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

**By Order of the Board of Directors of
REMSONS INDUSTRIES LIMITED**

Sd/-

Rohit Darji

**Company Secretary & Compliance Officer
(Membership No.: A37077)**

Place: Mumbai

Date: 27th February, 2024

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai – 400057
Maharashtra, India
CIN: L51900MH1971PLC015141
Tel: (022) 35016400, 26262100
E-mail: cs@remsons.com
Website: www.remsons.com

Annexure – 1

INFORMATION OF DIRECTORS BEING PROPOSED TO BE REAPPOINTED PURSUANT TO REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS - SS-2 ISSUED BY THE ICSI, IS AS FOLLOWS:

Name of Directors	Mr. Krishna R. Kejriwal	Mrs. Chand K. Kejriwal
Designation	Managing Director	Whole Time Director
DIN	00513788	00513737
Date of Birth	12 th June, 1952	5 th October, 1956
Age	71 years	67 years
Qualifications	B. Sc. From University of Bangalore.	Inter (Arts), University of Mumbai.
Experience (including expertise in specific functional areas / Brief resume	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.
Terms and conditions of appointment / re-appointment	For a period of 5 years	For a period of 5 years, liable to retire by rotation.
Remuneration last drawn, if applicable	Rs. 38.88 Lakh per annum	Rs. 23.91 Lakh per annum
Remuneration sought to be paid	Rs. 93.00 Lakh per annum	Rs. 45.00 Lakh per annum
Date of first appointment on the Board	12 th July, 1976	12 th July, 1976
Shareholding in the Company	16,47,494 Equity shares of Rs. 10/- each	17,77,444 Equity shares of Rs. 10/- each
Disclosure of relationships between directors inter-se	He is husband of Mrs. Chand K. Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director of the Company.	She is wife of Mr. Krishna R. Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company.
No. of Board Meetings attended during the financial year 2023-24	07	07

Nationality	Indian	Indian
Directorship held in other companies	Nil	Nil
Chairmanship / Membership of the Committees of other Boards	Nil	Nil
Names of listed entities from which the appointee has resigned in the past three years	Not Applicable	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements, in case of independent director	Not applicable, as re-appointment is of non-independent director.	
Justification for choosing the appointee for appointment as Independent Director	Not applicable, as re-appointment is of non-independent director.	

Annexure – 2

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 (OEM) supplying components to two, three and four wheeler manufacturers all over India and exports globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEMs. Remsons also manufactures Gear Shifters that are Dash Mounted and 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, 2023)	EPS	Rs.13.57
		Return on Net worth	18.60%
(5)	Foreign investments or collaborators, if any.	<p>The Company has incorporated one wholly owned subsidiary namely Remsons Holdings Ltd. on 21st August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each and one step down wholly owned subsidiary namely, Remsons Automotive Ltd. earlier known as (“Magal Automotive Ltd.”) on 26th August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each, registered with the Registrar of Companies, England and Wales.</p> <p>Remsons Holdings Ltd. acquired one step down subsidiary namely, Remsons Properties Ltd. earlier known as (“Woolford Properties Ltd.”). Remsons Automotive Ltd. has acquired the assets and business of ‘Magal Cables Ltd.’ in the UK. These acquisitions were completed on 21st October 2020.</p>	

			<p>The Company entered into a Joint Venture Agreement with AIRCOM Group AG, a company incorporated under the laws of Switzerland to incorporate a joint venture company with it for the purpose of forming a special purpose vehicle to carry on the business of manufacturing and selling of tyre puncture kits and its components for automobiles. The SPV is yet to be incorporated.</p>
II. Information about the appointees			
	A	Mr. Krishna Kejriwal	
	(1)	Background details	<p>Mr. Krishna R. Kejriwal, aged 71 years, is a Graduate in Science from University of Bangalore and has 47 years of experience in the field of production, marketing, exports, accounts, finance, banking and over all administration of the Company. Mr. Krishna R. 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.</p>
	(2)	Past Remuneration	Rs. 38.88 Lakh per annum
	(3)	Recognition or awards	<p>Mr. Krishna R. 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 the ACMA and delivered lectures in various meetings and conferences.</p>
	(4)	Job profile and his suitability	<p>Mr. Krishna R. 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 R. 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 just and appropriate.</p>
	(5)	Remuneration proposed	Rs. 93.00 Lakh 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 receiving remuneration as Managing Director and holding shares in the Company, Mr. Krishna R. Kejriwal does not have any other pecuniary relationship directly or indirectly with the Company. Mr. Krishna R. Kejriwal is husband of Mrs. Chand K. Kejriwal and father of Mr. Rahul K. Kejriwal. He is also Promoter of the Company.
	B	Mrs. Chand Krishna Kejriwal	
	(1)	Background details	Mrs. Chand K. Kejriwal, aged 67 years has gained rich experience in the field of marketing, human resource management and general administration of the Company. She is also involved in various social and human welfare activities.
	(2)	Past Remuneration	Rs. 23.91 Lakh per annum
	(3)	Recognition or awards	Mrs. Chand K. Kejriwal got recognition in various social and human welfare activities. She actively participates in social gatherings and got awards in a different field of floriculture.
	(4)	Job profile and her suitability	Mrs. Chand K. 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 K. 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. 45.00 Lakh 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 receiving remuneration as Whole Time Director and holding shares in the Company, Mrs. Chand K. Kejriwal does not have any other pecuniary relationship directly or indirectly with the Company. Mrs. Chand K. Kejriwal is wife of Mr. Krishna R. Kejriwal and mother of Mr. Rahul K. Kejriwal. She is also one among the Promoters of the Company.
III. Other Information		
	(1) Reasons of loss or inadequate profits	The Company has maintained healthy growth in operating income over the past three years with the consistent profit margins and profitability. The Company has long standing experience in the auto ancillary industry and has established client base in automobile industry. The Company intends to increase its share of revenue from the after-market which may not only support operating margin but will also insulate the Company from the volatility in demand from the automobile sector. The Company's business prospects 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 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 above measures undertaken are expected to yield more positive results in the coming years. While it is difficult to give precise figures, the above initiatives are expected to improve the financial performance of the Company.

IV. Disclosures		
(1)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc.	
(2)	Details of fixed component and performance linked incentives along with the performance criteria	As stated in item nos. 2 and 3 of the Notice.
(3)	Service contracts, notice period, severance fees service contracts, notice period, severance fees	3 (three) 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

Sd/-

Rohit Darji

Company Secretary & Compliance Officer

(Membership No.: A37077)

Place: Mumbai

Date: 27th February, 2024

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai – 400057
Maharashtra, India
CIN: L51900MH1971PLC015141
Tel: (022) 35016400, 26262100
E-mail: cs@remsons.com
Website: www.remsons.com