



(CIN: L51900MH1971PLC015141)

1122, Solitaire Corporate Park, Andheri , Ghatkopar Link Road, Chakala, Near Satam Wadi,
Andheri (East), Mumbai - 400093 Maharashtra, India.

Tel No: (022) 42300000;

E-mail id: corporate@remsons.com; Website: www.remsons.com

NOTICE OF POSTAL BALLOT

**[Pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013
read with Rules 20 and 22 of the Companies (Management and Administration)
Rules, 2014]**

Remote e-Voting starts on	Remote e-Voting ends on
Thursday, 9 th April, 2026 at 9.00 a.m. (IST)	Friday, 8 th May, 2026 at 5.00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given that the resolutions set out hereunder are proposed for the approval of the members of **Remsons Industries Limited** ('the Company') by means of postal ballot through e-voting process ('e-Voting') pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ('the Act') read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 ('the Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2') and in agreement with the requirements prescribed for holding general meetings / conducting postal ballot process through e-voting vide General Circular No. 3/2025 dated 22nd September, 2025 and in accordance with the requirements laid down in previous circulars issued by the Ministry of Corporate Affairs ('MCA Circulars').

Pursuant to the provisions of Sections 102 and 110 and other applicable provisions of the Act, the explanatory statement pertaining to the resolutions setting out the material facts and the reasons/rationale thereof is annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

The Board of Directors of the Company, in its meeting held on 23rd March, 2026 has appointed CS Manish Baldeva, Practicing Company Secretary, (Membership No.: FCS 6180 and C. P. No. 11062) proprietor of M/s. M Baldeva Associates, Company Secretaries, Mumbai as Scrutinizer ('Scrutinizer') for conducting the Postal Ballot through e-voting process in fair and transparent manner.

In compliance with the said MCA Circulars, the business of the Postal Ballot shall be transacted through electronic voting system only. Accordingly, the Company has engaged the services of Central Depository Services (India) Limited ('CDSL') for the purpose of providing remote e-voting facility to members to enable them to cast their votes electronically. The instructions for exercising remote e-voting are appended to this Notice.

This notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories/Registrar and Share Transfer Agent ('RTA') of the Company. Please note that there will be no dispatch of physical copies of Notices or Postal Ballot forms to the Members of the Company and no physical ballot forms shall be accepted. The communication of the assent or dissent of the Members would take place through remote e-voting only. The detailed procedure for remote e-voting process is given under 'Notes' section of this Notice. The Notice will also be placed on the website of the Company at www.remsons.com and the website of CDSL. The Notice can also be accessed from the website of the stock exchanges i.e. BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE').

Only the members of the Company holding shares as on cut-off date i.e. Friday, 3rd April, 2026 will be entitled to vote. The remote e-voting will commence on Thursday, 9th April, 2026 at 9:00 a.m. (IST) and end on Friday, 8th May, 2026, at 5:00 p.m. (IST). The remote e-voting facility will be disabled by CDSL immediately thereafter.

Upon completion of the scrutiny of the remote e-voting data provided by the CDSL, the Scrutinizer shall submit his report to the Chairman of the Company, or any other person authorized by him. The result of the Postal Ballot will be announced on Saturday, 9th May, 2026 at 5.30 p.m. The result of the Postal Ballot along with the Scrutinizer's Report shall be displayed on the Company's website www.remsons.com and shall also be communicated to the stock exchanges and will be displayed simultaneously on the websites of the Stock Exchanges and CDSL. Subject to receipt of requisite votes in favour, resolution shall be deemed to have been passed on Friday, 8th May, 2026, being last date of remote e-voting.

SPECIAL BUSINESS:

Item No. 1: Authority for creation of mortgage / charge on assets of the Company under Section 180(1)(a) of the Companies Act, 2013 and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and other applicable provision of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company, and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) to pledge, mortgage, hypothecate, create charge (floating or otherwise), transfer, sell, lease or dispose-off, , in such form and manner and with such ranking and at such time and on such terms as the Board may

determine, on all or any of the movable and/or immovable assets of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company together with the power to take over the management of the business and concern of the Company in certain events of default, in favour of the lenders to secure borrowings made from them from time to time, subject to the limit up to Rs. 200.00 Crores (Rupees Two Hundred Crores).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise, settle and execute such documents /deeds /writings /papers /agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to creating mortgages/charges as aforesaid.”

Item No. 2: Authority for borrowing of funds under Section 180(1)(c) of the Companies Act, 2013 and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions of the Companies Act, 2013 and the Memorandum and Articles of Association of the Company and subject to such other approvals as may be necessary, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board” which term shall include any Committee of the Board constituted/to be constituted to exercise its powers, including the powers conferred by this resolution) to borrow from time to time such sum or sums of money as they may deem fit by way of loans / debentures or any other mode of borrowing as may be deemed fit by the Board for the purpose of the business of the Company notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company (apart from temporary loans obtained from the Company's Bankers in the ordinary course of business) shall exceed the aggregate of the paid-up capital of the Company and its free reserves, reserves not set apart for any specific purpose provided that the total amount together with the money(s) already borrowed by the Board shall not exceed Rs. 200.00 Crores (Rupees Two Hundred Crores) at any time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised to finalise the terms and conditions of such borrowing, settle and execute such documents /deeds /writings /papers /agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in regard to taking loans / credit facilities as aforesaid.”

Item No. 3: Authority for making investments, giving loans or providing guarantees or securities under Section 186 of the Companies Act, 2013 and in this regard, if thought fit, pass the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of the Section 186(3) and other applicable provisions of the Companies Act, 2013, consent of members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called ‘the Board’ which term shall deemed to include any

Committee which Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise the securities of any other body corporate, up to Rs. 100.00 Crores (Rupees One Hundred Crores), outstanding at any point of time, over and above the permissible limits under Section 186(2) of the Companies Act, 2013 (presently being 60% of the Company's paid-up capital, free reserves and securities premium account or one hundred percent of the Company's free reserves and securities premium account, whichever is more).

RESOLVED FURTHER THAT the Board be and is hereby authorised to take from time to time all decisions and steps in respect of the above loans, guarantees, securities and investment including the timing, amount and other terms and conditions of such loans, guarantees, securities and investment and varying the same either in part or in full as it may deem appropriate and to do and perform all such acts, deeds, matters and things as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard including power to sub-delegate in order to give effect to this resolution."

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

Place: Mumbai
Date: 23rd March, 2026

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

Registered Office:
1122, Solitaire Corporate Park, Andheri
Ghatkopar Link Road, Chakala,
Near Satam Wadi, Andheri (East),
Mumbai - 400093 Maharashtra, India.

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Companies Act, 2013 read ('Act') with Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules') and all other applicable provisions, setting out material facts concerning the resolutions proposed to be passed is annexed hereto and forms part of this Notice.
2. In compliance with the MCA circulars, this Postal Ballot Notice is being sent only through e-mails, to all the members who have registered their e-mail address with the Company / its Registrar & Transfer Agent ('RTA') / Depositories Participants ('DPs') and that the communication of assent or dissent of the members would only take place through remote e-voting system. The Postal Ballot Form and pre-paid business envelope are not being sent to the members for this Postal Ballot process.
3. The Company has made necessary arrangements for the members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same (i) with the DPs where they maintain their demat accounts, if the shares are held in electronic form, and (ii) register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company viz. www.remsons.com) duly filled and signed along with requisite supporting documents to Company's RTA, MUFG Intime India Pvt. Ltd., C 101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai – 400083, if shares are held in physical form.
4. The Postal Ballot Notice is being sent electronically to all the members, whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Depositories as on Friday, 3rd April, 2026 ('cut-off date'). Members as on the cut-off date would be entitled to vote for the purpose of Postal Ballot. The notice of the Postal Ballot will also be available on the Company's website at www.remsons.com and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited viz. www.bseindia.com and www.nseindia.com respectively and on the website of the CDSL viz. www.evotingindia.com.
5. All documents referred to in the Postal ballot notice will be available for inspection by the members on request by sending an e-mail to cs@remsons.com.
6. In case any member (holding shares as on the cut-off date) does not receive the Postal Ballot notice, he /she / it may send an email to cs@remsons.com in and obtain a copy of the same.
7. In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Rules, Regulation 44 of the Listing Regulations and SS-2, the Company is pleased to provide e-voting facility to its members to exercise their right to vote electronically on the resolutions mentioned in the Postal Ballot notice. The members can cast their vote using electronic voting system ('remote e-voting') provided by the CDSL. A member cannot exercise his / her / its vote by proxy on Postal Ballot.

8. The remote e-voting period will commence on Thursday, 9th April, 2026 (9:00 a.m.) and end on Friday, 8th May, 2026 (5:00 p.m.). During this period, members / shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting immediately thereafter. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently.
9. The voting rights of members / shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on the cut-off date.
10. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.

INTRUCTIONS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date> may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 abovesaid SEBI Circular, Login method for e-Voting 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 Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2. 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 & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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 evoting 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 Depository</p>	<p>(i) 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.nsd.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.</p> <p>(ii) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>(iii) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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.</p> <p>(iv) For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 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.</p>
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<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DPs)</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.</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 toll free no. 1800 21 09911
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: 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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)	<ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (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 **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) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) **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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; corporate@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.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911.

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 at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 READ WITH SECTION 110 OF THE COMPANIES ACT, 2013.

Item No. 1: Authority for creation of mortgage/charge on assets of the Company under Section 180(1)(a) of the Companies Act, 2013

The members of the Company passed the Special Resolution in their Annual General Meeting held on 30th September, 2014 and authorised the Board of Directors of the Company for creation of charge / mortgage on the assets of the Company under section 180(1)(a) of the Companies Act, 2013, to the extent of Rs. 30.00 Crore (Rupees Thirty Crores). Pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors of a Company shall exercise the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings only with the consent of the company by a special resolution.

For this purpose, “Undertaking” has been defined under the Act to mean an undertaking in which the investment of the company exceeds 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of the company during the previous financial year.

Further the expression, “substantially the whole of the undertaking” in any financial year has been defined to mean 20% or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

In this regard, it is proposed to revise the limits for creation of mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and on such terms as the Board may determine, on all or any of the movable and/or immovable properties of the Company, both present and future and/or the whole or any part of the undertaking(s) of the Company, in favour of the lenders for securing the borrowings of the Company availed/to be availed by way of Loans, from time to time, subject to the limit up to Rs. 200.00 Crores (Rupees Two Hundred Crores).

The Board accordingly recommends the Special resolution set out at Item No. 1 of this Postal Ballot Notice for approval by the members of the Company.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No. 2: Authority for borrowing of funds under Section 180(1)(c) of the Companies Act, 2013

The members of the Company passed the Special Resolution through in its Annual General Meeting held on 30th September, 2014 and authorised the Board of Directors of the Company, for borrowing monies on behalf of the Company, from time to time, upto an aggregate amount not exceeding at any time Rs. 30.00 Crores (Rupees Thirty Crores) over and above the paid up share capital of the Company and its free reserves.

Considering the future expansion plans, the Company may require additional funds to support from banks, financial institutions, NBFCs or any other entities.

Keeping in view the above requirement, it is proposed to revise the borrowing powers of the Board of Directors upto Rs. 200.00 Crores (Rupees Two Hundred Crores only) for smooth functioning of the Company.

It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 ('Act') imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium however, amount in excess of said limits can be borrowed after obtaining prior approval of members of the Company by way of special resolution.

The Board accordingly recommends the Special resolution set out at Item No. 2 of this Postal Ballot Notice for approval by the members of the Company.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

Item No 3: Authority for making investments, giving loans or providing guarantees or securities under Section 186 of the Companies Act, 2013

As per provisions of Section 186(3) of the Companies Act, 2013, the power to make loan(s) and/or give guarantees or provide security (ies) in connection with loan(s) made and to make investments in shares, debentures and/or any other securities of any other body corporates, in excess of the limits prescribed, can be exercised by the Board of Directors only with the consent of the members obtained by means of a Special resolution.

As per Section 186(2) of the Act, no company shall directly or indirectly (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

It is further informed to the Board of the Directors that keeping in view of current and future plans of the Company and to fulfill long term strategic business objectives and as a measure greater financial flexibility, it is proposed to enhance the limits of the Company as prescribed under Section 186(3) of the Act up to an aggregate sum of Rs. 100.00 Crores (Rupees One Hundred Crores only), notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee(s) are given along with the investments, loans, inter-corporate deposits, guarantee proposed to be made or given by the Board may exceed limits prescribed under Section 186(2) of the Act.

The Board accordingly recommends the Special resolution set out at Item No. 3 of this Postal Ballot Notice for approval by the members of the Company.

None of the Director(s) and Key Managerial Personnel(s) or their relatives, are in any way, concerned or interested, financially or otherwise, in this resolution.

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

Place: Mumbai

Date: 23rd March, 2026

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

Registered Office: 1122, Solitaire Corporate Park, Andheri Ghatkopar Link Road, Chakala, Near Satam Wadi, Andheri (East), Mumbai – 400093, Maharashtra, India