

REMSONS INDUSTRIES LIMITED

(CIN: L51900MH1971PLC015141)

401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East),

Mumbai- 400057, Maharashtra, India.

Tel No: (022) 26262100; 26113883, 26112368;

E-mail id: corporate@remsons.com, website: www.remsons.com

Notice

Notice is hereby given that the Fiftieth (50th) Annual General Meeting ("AGM") of the members of **REMSONS INDUSTRIES LIMITED** ("Company") will be held on Wednesday, 28th September, 2022 at 11:30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without physical presence of the members at a common venue to transact the businesses as mentioned below:

Ordinary Business:

- To receive, consider and adopt (a) the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Reports of the Board of Directors' and Auditors' thereon and (b) the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the Report of Auditors' thereon and in this regard, if thought fit, pass the following resolutions as on **Ordinary Resolutions:**

(a) **"RESOLVED THAT** the Standalone Audited Financial Statements of the Company for the financial year ended 31st March, 2022 together with the reports of the Board of Directors' and Auditors' thereon be and are hereby received, considered and adopted."

(b) **"RESOLVED THAT** the Consolidated Audited Financial Statements of the Company for the financial year ended 31st March, 2022 and the report of the Auditors' thereon be and are hereby received, considered and adopted."

- To declare dividend on Equity Shares for the financial year ended 31st March, 2022 and in this regard, if thought fit, pass the following resolution as on **Ordinary Resolution:**

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend @ 10% (₹ 1.00 per Equity Share) on 57,13,357 Equity Shares having face value of ₹ 10/- each of the Company for the financial year ended 31st March, 2022, be and is hereby declared out of the profits of the Company for the said financial year, and that the same be paid to those shareholders whose names appear on the Company's Register of Members / List of Beneficiaries as on Wednesday, 21st September, 2022, and that the dividend warrants / demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of the dividend."

- To appoint a director in place of Mrs. Chand Kejriwal (DIN: 00513737) who retires by rotation and being eligible, offers herself for re-appointment as Director, and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution :**

"RESOLVED THAT pursuant to the provisions of Section 152(6) of the Companies Act, 2013, Mrs. Chand Kejriwal (DIN: 00513737), Director of the Company, who retired by rotation and being eligible, had offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

- To appoint M/s. Kanu Doshi Associates LLP, Chartered Accountants, Mumbai as Statutory Auditors of the Company and to fix their remuneration and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendations of the Audit Committee and the Board of Directors of the Company, M/s. Kanu Doshi Associates LLP, Chartered Accountants Mumbai, (FRN: 104746W / W10096) be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring Statutory Auditors, M/s. M. L. Bhufania & Co. LLP, Chartered Accountants, Mumbai (FRN: 101484W / W-100197) to hold office for a term of 5 (five) consecutive years from the conclusion of this 50th Annual General Meeting till the conclusion of the 55th Annual General Meeting of the Company to be held for the financial year ending 31st March, 2027 to audit the Books of Account of the Company for the financial years from 2022-23 to 2026-27 at a remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors from time to time.

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 deemed necessary or expedient or incidental thereto, including filing the requisite form, to give effect to this resolution."

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

Rohit Darji

Company Secretary & Compliance Officer

Place: Mumbai

Date: 10th August, 2022

Membership No.: A37077

Registered Office:401, 4th Floor, Gladdiola,

Hanuman Road, Vile Parle (East),

Mumbai – 400057, Maharashtra, India.

Notes:

1. In view of the continuing Covid-19 pandemic situation and as aftermath precautionary measures, the Ministry of Corporate Affairs has, vide its General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020 and 02/2022 dated 5th May, 2022 (collectively referred to as "MCA Circulars") permitted the holding of general meetings through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. Accordingly, the 50th Annual General Meeting ("AGM") of the Company is being convened through VC / OAVM.
2. In accordance with the Secretarial Standard-2 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 50th AGM shall be deemed to be conducted at the Registered Office of the Company situated at 401, 4th Floor, Gladdiola, Hanuman Road, Vile Parle (East), Mumbai- 400057, Maharashtra, India.
3. Further, the Securities and Exchange Board of India ("SEBI") has, vide its Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 ("SEBI Circular") given relaxation from sending hard copy of Annual Report containing salient features of all the documents prescribed in Section 136 of the Companies Act, 2013 ("Act") and proxy forms as required under Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") to the members who have not registered their email addresses in case of general meetings held through electronic mode.
4. Pursuant to the provisions of the Act, a member entitled to attend and vote during the 50th AGM is entitled to appoint one or more proxies to attend and vote, in case of poll only, on his / her behalf and the proxy need not be a Member of the Company. Since this 50th AGM is being held through VC / OAVM, the facility to appoint proxy to attend and cast vote for the members is not available for this 50th AGM and hence the Proxy Form, Attendance Slip and route map for this 50th AGM are not annexed to this Notice.
5. Body Corporates are entitled to appoint their Authorized Representatives to attend the 50th AGM through VC / OAVM on their behalf and participate thereat and cast their votes through remote-voting / e-voting during the 50th AGM. Such Body Corporates are requested to send scanned copy (PDF / JPG format) of their Board Resolutions, passed pursuant to Section 113 of the Act. The said resolution shall be sent to the Scrutinizer by e-mail through its registered email address at manish@csmanishb.in with copy marked to the Company at cs@remsons.com.
6. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.
7. The attendance of the Members attending the 50th AGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. The Explanatory Statement pursuant to the provisions of Regulation 36(5) of the Listing Regulations setting out material facts in respect of Ordinary Business under item no. 4 is annexed hereto and forms part of this Notice. Brief resume of director proposed to be re-appointed at the ensuing 50th AGM in terms of Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is also annexed to the Notice.
9. The helpline number regarding any query / assistance for participation during the 50th AGM through VC / OAVM is 022-2626 2100 / 022 2611 3883 / 022 26112 2368.
10. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) alongwith the requisite KYC documents to the Company's Registrar and Share Transfer Agents ("RTA"), viz Link Intime India Private Limited for consolidation of all such shareholding into one folio to facilitate better services. Requests for consolidation of share certificates shall be processed in dematerialized form.
11. Members are requested to forward their all communications to the RTA of the Company and are further requested to always quote their Folio Number / DPID / Client ID in all correspondences with the Company / RTA.
12. In compliance with the aforesaid MCA Circulars and SEBI Circular, the Notice of the 50th AGM along with the Annual Report for the financial year 2021-22 is being sent only through electronic mode to those members whose email addresses are registered with the Company / RTA / Depositories. Members may note that the Notice and Annual Report for the financial year 2021-22 will also be available on the website of the Company at www.remsons.com, websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com, NSE Limited 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.
13. Pursuant to the provisions of Section 91 of the Act and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books of the Company will remain closed from Thursday 22nd September, 2022, to Wednesday, 28th September, 2022 (both days inclusive) for the purpose of the ensuing 50th AGM.
14. The dividend on Equity Shares as recommended by the Board of Directors for the financial year ended 31st March, 2022, if approved by the members at the ensuing 50th AGM, will be paid to those members whose names shall appear in the Register of Members as on Wednesday, 21st September, 2022; and in respect of shares held by them in dematerialized form, the dividend will be paid to members whose names are furnished by the National Securities Depository Limited ("NSDL") and CDSL as beneficial owners as on that date. In case, the Company is unable to pay the dividend to any member by electronic means due to non-availability of their bank accounts details, the Company will dispatch the dividend warrant / demand draft by post. However, in case of any disruption

in the postal services due to pandemic or any other reasons, the same will be sent upon restoration of normalcy of postal services.

15. Members may note that the Income Tax Act, 1961, the ("IT Act") as amended by the Finance Act, 2020, mandates that dividends paid or distributed by a Company after 1 April, 2020 shall be taxable in the hands of members. The Company shall therefore be required to deduct tax at source ("TDS") at the time of making the payment of final dividend. In order to enable us to determine the appropriate TDS rate as applicable, members are requested to submit Form 15G / Form 15H or any other documents as applicable, if any, in accordance with the provisions of the IT Act.
16. For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows-

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

However, no tax will be deducted on the dividend payable to a resident individual if the total dividend to be received by him during the Financial Year 2022-23 does not exceed ₹ 5,000/- and also in cases where members have provided Form 15G / Form 15H (applicable to individuals aged 60 years or more), subject to conditions specified in the IT Act. Resident shareholders may also submit any other document as prescribed under the IT Act to claim a lower / Nil withholding tax. Registered members may also submit any other document as may be prescribed under the IT Act to claim a lower / Nil withholding tax. PAN is mandatory for members providing Form 15G / 15H or any other document as applicable, if any, in accordance with the provisions of the IT Act.

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

- Copy of the PAN card allotted by the Indian Income Tax authorities duly attested by the member or details as prescribed under Rule 37BC of Income-Tax Rules, 1962;
- Copy of Tax Residency Certificate ("TRC") for the F.Y. 2022-23 obtained from the revenue authorities of the country of tax residence, duly attested by member;
- Self-declaration in Form 10F;
- Self-declaration by the shareholder of having no permanent establishment in India in accordance with the applicable tax treaty;

- Self-declaration of beneficial ownership by the non-resident shareholder and
- Any other documents as prescribed under the IT Act for lower withholding of taxes if applicable, duly attested by member.

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

The aforementioned documents are required to be submitted by sending email at cs@remsons.com during the period commencing before 23.59 hrs. (IST) on 21st September, 2022.

17. The SEBI has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Further, the SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 31st March, 2023, and linking PAN with Aadhaar by 31st March, 2022 vide its circulars dated 3rd November, 2021 and 14th December, 2021. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA at rnt.helpdesk@linkintime.co.in. The forms for updating the same are available at www.remsons.com under Investors relation section. In case a holder of physical securities fails to furnish these details or link their PAN with Aadhaar before the due date, our RTA is obligated to freeze such folios. The securities in the frozen folios shall be eligible to receive payments (including dividend) and lodge grievances only after furnishing the complete documents. If the securities continue to remain frozen as on 31st December, 2025, the RTA / Company shall refer such securities to the administering authority under the Benami Transactions (Prohibitions) Act, 1988, and / or the Prevention of Money Laundering Act, 2002.
18. Members seeking any information with regard to accounts are requested to write to the Company at least 10 days before the meeting so as to enable the management to keep the information ready.
19. The Schedule I of the Listing Regulations mandates that all listed companies shall use the Reserve Bank of India's approved electronic mode of payment such as National Automated Clearing House ("NACH"), National Electronic Fund Transfer ("NEFT"), Real Time Gross Settlement ("RTGS") for making payments like dividend to the shareholders. The members who have not updated their bank account details and wish to avail such facility in future are requested to update their bank account details by submitting Form ISR-1 and ISR-2 available on Company's website viz. www.remsons.com. under Investors relation section.
20. The cut-off date for the purpose of determining eligibility of members for attending and e-voting in connection with the 50th AGM and for the payment of final dividend for the financial year ended 31st March, 2022 has been fixed as Wednesday, 21st September, 2022. ("cut-off date").

21. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account details along with self-attested documentary proofs. Members holding shares in the electronic form may update such details with their respective Depository Participants.
22. As per the provisions of Section 72 of the Act and the aforesaid SEBI Circulars, the facility for making nomination is available for the members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form SH-13. If a member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or Form SH-14 as the case may be. The said forms can be downloaded from the Company's website available under Investor relations section. Members are requested to submit details to their respective Depository Participants in case the shares are held by them in electronic form and to the RTA of the Company in case the shares are held shares in single name and physical form.
23. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if the details are not furnished earlier.
24. To comply with the provisions of Section 88 of the Act read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members in its records.
25. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number ("PAN"), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc.
 - **For shares held in electronic form:** To their respective Depository Participants only and not to the Company's RTA. Changes intimated to the Depository Participants will then be automatically reflected in the Company's records which will help the Company and its RTA in providing efficient and better services to the members.
 - **For shares held in physical form:** To the Company's RTA in prescribed Form ISR -1 and other forms as prescribed by the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated 3rd November, 2021, as per instructions mentioned in the form. The said forms can be downloaded from the Company's website available under Investor relations section.
26. The SEBI vide its notification dated 24th January, 2022 has amended Regulation 40 of the Listing Regulations and has mandated that all requests for transfer of securities including requests for transmission or transposition of securities shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialization, members are advised to dematerialize the shares held by them in physical form, so they can transfer their shares in future, if so desire. Members can contact the Company or the RTA for assistance in this regard. However, members can continue to hold shares in physical form.
27. Members may please note that the SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue the securities in dematerialized form only while processing the service requests viz., issue of duplicate securities certificate, claim from Unclaimed Suspense Account, renewal / exchange of securities certificate, endorsement, sub-division / splitting of securities certificate, consolidation of securities certificates / folios, transmission and transposition received from the shareholder / claimant. The relevant forms can be downloaded from the Company's website available under Investor relation section. Accordingly, members are requested to make service requests by submitting a duly filled and signed Form ISR-4. It may be noted that any service request can be processed only after the folio is KYC compliant. Upon receipt of service request(s) from shareholder / claimant, the RTA of the Company shall verify and process the said request and after removing objections, if any, shall intimate the shareholder / claimant about its execution / issuance of new certificate as may be applicable. The RTA shall retain the physical Share Certificate with them and shall issue 'Letter of Confirmation' to the shareholder / claimant in lieu of physical share certificate(s). The shareholder / claimant shall lodge a request for dematerialization of shares along with the original Letter of Confirmation received from the RTA within 120 days of issue of the Letter of Confirmation to his Depository Participant (DP). In case the shareholder / claimant fails to submit the demat request within the aforesaid period, the Company shall credit shares to the Suspense Escrow Demat Account of the Company opened for the said purpose.
28. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 of the Act and all other documents referred to in the Notice will be available for inspection in electronic mode and shall remain open and be accessible to any member during the continuance of the meeting.
29. 98.70% of the total equity shares of the Company were held in dematerialize form as on 31st March, 2022. Members desiring to dematerialize / rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
30. In case the shareholder's e-mail id is already registered with the Company / RTA / Depositories, log in details for e-voting are being sent on the registered email address.
31. To support the 'Green Initiative', members who have not yet registered their e-mail addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with RTA in case the shares are held by them in physical form.

Voting Through Electronic Means:

- a. In compliance with provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of 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 votes electronically on the resolutions mentioned in the Notice dated 10th August, 2022 convening the 50th AGM of the Company. The members may cast their votes using electronic voting system from a place other than the venue of the meeting ('remote e-voting').
- b. The Company has engaged services of the CDSL to provide the e-voting facility.
- c. The e-voting / voting rights of the shareholders / beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off date i.e. 21st September, 2022.
- d. The remote e-voting period shall commence on Sunday, 25th September, 2022 (09:00 A.M.) and end on Tuesday, 27th September, 2022 (5:00 P.M.). During this periods, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Wednesday, 21st September, 2022 may cast their votes electronically. The remote e-voting module shall be disabled by the CDSL for voting after 05.00 P.M. on 27th September, 2022. Once the vote on a resolution is cast by a member, he shall not be allowed to change it subsequently. Those members, who are present in the 50th AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the 50th AGM.
- e. A person, whose name is recorded in the Register of Members or in the List of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. Wednesday, 21st September, 2022 only shall be entitled to avail the facility of remote e-voting and e-voting through e-voting system during the 50th AGM.
- f. Members can join the 50th AGM through the VC / OAVM mode 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 50th AGM through VC / OAVM will be made available to at least 1000 members on first come first serve 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, Stakeholders' Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
- g. 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. Wednesday , 21st September, 2022 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 CDSL for remote e-voting then he can use his exiting 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.
- h. 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 50th AGM in a fair and transparent manner. The Scrutinizer shall, within 2 working days of the conclusion of the 50th AGM, prepare consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and forthwith the same to the Chairman or a person authorised by him in writing, who shall countersign the same and declare the result of the voting.
- i. 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 Limited and NSE Limited, where the shares of the Company are listed.
- j. Subject to receipt of requisite number of votes in favour, the resolutions shall be deemed to be passed on the date of the meeting i.e. Wednesday , 28th September, 2022.

Procedure and Instruction for CDSL E-Voting System - for Remote E-Voting and Evoting During 50th AGM:

- (i) The remote voting period begins on Sunday, 25th September, 2022 at 9.00 A.M. (IST) and ends on Tuesday, 27th September, 2022 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. Wednesday, 21st September, 2022 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 email Id in their demat accounts in order to access e-voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting 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. 3) If the user is not registered for Easi / Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile and Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password / OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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.

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 OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company, please enter the member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that 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 email address viz; manish@csmishb.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.

(xvii) Instructions for Shareholders Attending the 50th AGM 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 50th AGM is same as the instructions mentioned above for e-voting.
2. The link for VC / OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through remote e-voting will be eligible to attend the meeting. However, they will not be eligible to vote during the 50th AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio / Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views / ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **2 days prior to the meeting** mentioning their name, demat account number / folio number, email id, mobile number at cs@remsons.com. The shareholders who do not wish to speak during the 50th AGM but have queries may send their queries in advance **2 days prior to the meeting** mentioning their name, demat account number / folio number, email id, mobile number at cs@remsons.com. These queries will be replied to by the Company suitably by 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 50th AGM through VC / OAVM facility and have not casted their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system available during the 50th AGM.
10. If any votes are cast by the shareholders through the e-voting available during the 50th AGM and if the same shareholders have not participated in the meeting through VC / OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

Process for Those Shareholders Whose Email / Mobile no. are not Registered with the Company / Depositories.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company i.e. cs@remsons.com or to RTAs' email id rnt.helpdesk@linkintime.co.in.
2. For 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.
3. If you have any queries or issues regarding attending 50th AGM and e-voting from the CDSL e-voting system, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542 / 43

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager (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 022-23058542 / 43.

EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF REGULATION 36(5) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015:

Item No. 4:

M/s. M. L. Bhuwania & Co. LLP, Chartered Accountants, were appointed as the Statutory Auditors of the Company in the 45th Annual General Meeting ("AGM") of the Company held on 25th September, 2017 to hold office for a term of 5 (five) consecutive years from the conclusion of the said 45th AGM till the conclusion of the ensuing 50th AGM of the Company, accordingly, M/s. M. L. Bhuwania & Co. LLP, Chartered Accountants hold office as the Statutory Auditors of the Company upto the conclusion of the ensuing 50th AGM to be held on 28th September, 2022.

Upon recommendation of the Audit Committee and after evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company in its meeting held on 10th August, 2022 decided to recommend for appointment of M/s. Kanu Doshi Associates LLP, Chartered Accountants (FRN: 104746W/W10096) as Statutory Auditors of the Company to hold office for a term of 5 (five) consecutive years from the conclusion of the ensuing 50th AGM till the conclusion of the 55th AGM of the Company to be held for the financial year ending 31st March, 2027 at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors.

M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No. 104746W/W10096) ("the Audit Firm") is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India ("ICAI"). The Audit Firm was registered with ICAI in the year 1979 and is a Limited Liability Partnership firm ("LLP") incorporated in India offering accounting, tax advisory, auditing and corporate advisory services in India. It has registered office in Mumbai and direct presence in Pune, Delhi, Gurgaon, Hyderabad, Chandigarh and Singapore. It is primarily engaged in providing audit and assurance services to its clients and has valid Peer Review Certificate.

M/s. Kanu Doshi Associates LLP, Chartered Accountants have consented for their appointment as Statutory Auditors of the Company and have confirmed that if appointed, their appointment would be in accordance with the provisions of Section 139 read with Section 141 of the Companies Act, 2013.

Details of proposed fees payable to the proposed Statutory Auditors:

- a) ₹ 7,25,000/- plus applicable taxes shall be paid as the fees for the financial year 2022-23, with authority to the Board of Directors to revise fees from time to time during their tenure as Statutory Auditors of the Company.
- b) Out of pocket expenses, if any, at actual as may be approved by the Board of Directors.
- c) Fees for any other works not covered in the scope of statutory audit will be paid extra as per mutual agreement between the Statutory Auditors and the Company and as approved by the Board of Directors of the Company.
- d) Any material change in the fee payable to new auditor from that paid to the outgoing auditor along with rational for such change: There is no material change in the fees proposed to be paid to new auditor viz. M/S. Kanu Doshi Associates LLP that paid to the outgoing auditors viz. M/S. M.L. Bhuwania & Co. LLP.

The Board recommends the Ordinary Resolution as set out at item no. 4 of the Notice for approval of the members.

None of the directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

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

Rohit Darji

Place: Mumbai **Company Secretary & Compliance Officer**
Date: 10th August, 2022 **Membership No.: A37077**

Registered Office:

401, 4th Floor, Gladdiola,
Hanuman Road, Vile Parle (East),
Mumbai – 400057, Maharashtra, India.

Annexure – 1

INFORMATION OF DIRECTOR BEING PROPOSED TO BE RE-APPOINTED 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 PROVIDED HERE-IN BELOW:

Name of Director	Mrs. Chand Kejriwal
Designation	Whole Time Director
DIN	00513737
Date of Birth	5 th October, 1956
Age	65 years
Qualifications	Inter (Arts), University of Mumbai
Experience (including nature of expertise in specific functional areas / Brief resume	General Administration, Marketing, Human Resource Management
Terms and conditions of appointment / re-appointment	In terms of Section 152(6) of the Companies Act, 2013, she is liable to retire by rotation.
Remuneration sought to be paid	₹ 18.00 Lakhs per annum
Remuneration last drawn, if applicable	₹ 18.00 Lakhs per annum
Date of first appointment on the Board	12 th July, 1976
Shareholding in the Company	17,08,444 Equity shares of ₹ 10/- each
Disclosure of relationships between directors inter-se	She is wife of Mr. Krishna Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director and CFO of the Company.
No. of Board Meetings attended during the financial year 2021-22	06
Nationality	Indian
Directorship held in other Companies	None
Chairmanship / Membership of the Committees of other Boards	None
Names of listed entities from which the appointee has resigned in the past three years	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements for appointment as Independent Director.	Not Applicable
Summary of performance Evaluation/Justification for choosing the appointees for appointment as Independent Director	Not Applicable

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

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

Place: Mumbai
Date: 10th August, 2022

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