

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 OF EXTRAORDINARY GENERAL MEETING

Notice is hereby given that the 01/2022-23 Extraordinary General Meeting of the members of **REMSONS INDUSTRIES LIMITED** ("the Company") will be held on Thursday, 12th May, 2022 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following businesses as Special Businesses:

Item no. 1: Appointment of Mr. Shishir Vasant Dalal (DIN: 00007008) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulations 17(1C) and 25(2A) of the SEBI (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), Mr. Shishir Vasant Dalal (having DIN: 00007008 and ID Registration No.: IDDB-DI-202002-016126), who, based on the recommendation of the Nomination and Remuneration Committee, was appointed as an Additional Independent Director of the Company by the Board of Directors pursuant to the provisions of Section 161 of the Act read with the Rules and the Articles of Association of the Company on 14th February, 2022, and who holds office as such upto the date of the next general meeting or for a period of three months from the date of his appointment, whichever is earlier and in respect of whom the Company has received a notice in writing from a member as required under Section 160(1) of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from from 14th February, 2022 to 13th February, 2027, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution."

Item no. 2: Appointment of Mr. Suresh Ramarao (DIN: 00370832) as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("Rules") and Regulation 25(2A) of the SEBI (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),

subject to successful inclusion of his name in the Independent Directors' data bank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Suresh Ramarao (having DIN: 00370832) in respect of whom the Company has received a notice in writing from a member as required under Section 160(1) of the Act proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of 5 (five) consecutive years with effect from 12th May, 2022 to 11th May, 2027, who shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the aforesaid resolution."

Item no. 3: Approval of remuneration payable to Mr. Krishna Kejriwal, Chairman and 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act"), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the remuneration as set out herein below, payable to Mr. Krishna Kejriwal, Chairman and Managing Director of the Company be and is hereby approved for the period from 1st April, 2022 to 31st March, 2023.

Sr. No.	Particulars	Details
1.	Salary (Basic)	Rs. 1,30,000/- per month
2.	HRA	Rs. 75,000/- per month
3.	Special Allowance	Rs. 67,000/- per month
4.	Perquisites and Allowances	In addition to the salary, the Managing Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company's rules; medical insurance, reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of Rs. 6.00 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 the extent these either singly or together are not taxable under the Income Tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.
7.	Reimbursement of expenses	The Managing Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business.
8.	Sitting Fees	The Managing Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the said financial year during the currency of tenure of service of Mr. Krishna Kejriwal as Managing Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the 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 required to give effect to the above resolution."

Item no. 4: Approval of remuneration payable to Mrs. Chand Krishna Kejriwal, 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 Section 197 read with Schedule V and other applicable provisions of the Companies Act, 2013 ("Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ("Rules") (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and the Board of Directors of the Company and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the remuneration as set out herein below, payable to Mrs. Chand Krishna Kejriwal, Whole Time Director of the Company be and is hereby approved for the period from 1st April, 2022 to 31st March, 2023.

Sr. No.	Particulars	Details
1.	Salary (Basic)	Rs. 75,000/- per month
2.	HRA	Rs. 40,000/- per month
3.	Special Allowance	Rs. 35,000/- per month
4.	Perquisites and Allowances	In addition to the salary, the Whole Time Director shall also be entitled to perquisites and allowances like reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement at actuals incurred for self and family, club fees and expenses, leave travel concession for self and family, Free Education allowance for the children, Leave / encashment of Leave in accordance with the Company's rules; medical insurance,

		reimbursement of expenses of Watchman, Sweeper and Gardner and other allowances / perquisites in accordance with the Company's Rules, provided however that the perquisites and allowances as aforesaid will be subject to a maximum of Rs. 6.00 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 the extent these either singly or together are not taxable under the Income Tax Act. Gratuity at the rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure.
7.	Reimbursement of expenses	The Whole Time Director shall also be entitled to reimbursement of expenses incurred by her for the purpose of Company's business.
8.	Sitting Fees	The Whole Time Director shall not be entitled to the sitting fees for attending meetings of the Board of Directors or Committees thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in the said financial year during the currency of tenure of service of Mrs. Chand Krishna Kejriwal as Whole Time Director of the Company, the remuneration as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the 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 required to give effect to the above resolution.”

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

Rohit Darji

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

Place: Mumbai

Date: 20th April, 2022

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, the Ministry of Corporate Affairs vide its General Circulars No. 20/2021 dated 8th December, 2021, read with 14/2020 dated 8th April, 2020, 17/ 2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020 and 10/2021 dated 23rd June, 2021 (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. 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 01/2022-23 Extra Ordinary General Meeting (“EGM”) of the Company is being held 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 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. An explanatory statement pursuant to the provisions of Section 102 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014 stating all material facts and reasons for the proposed resolutions is annexed herewith and forms part of this Notice.
4. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and other applicable provisions of the Act and in compliance with Regulation 44 of the Listing Regulations, SS-2 issued by the ICSI and MCA Circulars, the Company is providing facility of remote e-voting to its members in respect of the businesses to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (“CDSL”) for facilitating voting through electronic means, as the authorized e-voting agency. The members will be provided with the facility to attend the EGM through VC / OAVM and facility of casting votes by members using remote e-voting as well as e-voting during the EGM.
5. The members can join the EGM through VC / OAVM 15 (fifteen) minutes before and after the scheduled time of commencement of the Meeting by following the detailed procedure mentioned in this Notice. The facility of participation at the EGM through VC / OAVM will be made available to atleast 1000 members on first come first served basis. This will 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 basis.
6. Pursuant to the provisions of the Act, a member entitled to attend and vote during the EGM 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 EGM is being held through VC / OAVM pursuant to the said MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility to appoint proxy to attend and cast vote for the members will not be available for this EGM and hence the Proxy Form, Attendance Slip and route map for this EGM are not annexed to this Notice.
7. Institutional / Corporate members intending to represent through their Authorised Representatives in the EGM through VC / OAVM and to vote through remote e-voting or vote during the EGM are requested to send to the

Company a certified copy of the Board Resolution authorising their representative to the designated e-mail address of the Company i.e. cs@remsons.com and to CDSL i.e. helpdesk.evoting@cdslindia.com.

8. The attendance of the members attending the EGM through VC / OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
9. In line with the aforesaid MCA Circulars, the Notice calling the EGM has been uploaded on the website of the Company at www.remsons.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited viz. www.bseindia.com and National Stock Exchange of India Ltd. viz. www.nseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency engaged for providing the remote e-voting facility and e-voting system during the EGM) viz. www.evotingindia.com.
10. This EGM Notice along with Explanatory Statement is being sent to the members, whose names appeared on the Register of Members / List of Beneficial Owners as received from Link Intime India Private Limited (“RTA”), National Securities Depository Limited (“NSDL”) and CDSL as on Cut-off date i.e. Friday, 15th April, 2022 through electronic mode only.
11. Voting rights of the members shall be in proportion to the equity shares held by them in the paid-up equity share capital of the Company and the cut off date for the purpose of determining eligibility of the members for e-voting in connection with the EGM has been fixed as Thursday, 5th May, 2022. Any person, who acquires shares of the Company and becomes a member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
12. The remote e-voting period shall commence on Monday, 9th May, 2022 at 9:00 A.M. (IST) and ends on Wednesday, 11th May, 2022 at 5:00 P.M. (IST) (both days inclusive). The members are requested to read the instructions carefully while according their assent or dissent through remote e-voting process.
13. The Board of Directors of the Company has appointed CS Manish Baldeva (FCS: 6180), Proprietor of M/s. M Baldeva Associates, Company Secretaries, Thane as Scrutinizer to scrutinize the 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 make his Scrutinizer’s Report on the votes cast in favour or against, if any, and forthwith to the Chairman or a person authorized by him, who shall countersign the same and declare the result of the e-voting. The result declared along with the consolidated Scrutinizer’s Report shall be placed on the website of the Company viz. www.remsons.com and on the website of CDSL viz. www.evotingindia.com immediately. The result shall simultaneously be communicated to the BSE Ltd. and National Stock Exchange of India Ltd., where the shares of the Company are listed.

THE PROCEDURE / INSTRUCTIONS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote voting period begins on Monday, 9th May, 2022 at 9.00 a.m. (IST) and ends on Wednesday, 11th May, 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. Thursday, 5th May, 2022 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote during the meeting.

(iii) Pursuant to the SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020, under Regulation 44 of the Listing Regulations, the 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 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	<p>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> <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</p>

	option where the evoting 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	<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 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.</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>
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 22-23058542-43.

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.
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(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.

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, email 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, 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 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 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 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 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 SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1:

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Shishir Vasant Dalal (having DIN: 00007008 and ID Registration No.: IDDB-DI-202002-016126) as an Additional Independent Director of the Company for a period of 5 (five) consecutive years with effect from 14th February, 2022, subject to the approval of the members of the Company.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("Act") received in writing a notice from a member, proposing his candidature for the office of Director and has also received a declaration from Mr. Shishir Vasant Dalal to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, he fulfils the conditions specified in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for being eligible for appointment as an Independent Director of the Company and is independent of the management of the Company. Further, Mr. Shishir Vasant Dalal is not disqualified from being appointed as a Director in terms of Section 164 of the Act and the Company has received from him all statutory disclosures / declarations including his consent to act as a Director. The draft terms and conditions of appointment of Independent Director shall be open for inspection by members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of Extraordinary General Meeting.

Mr. Shishir Vasant Dalal, aged 65 years, is a member of the Institute of Chartered Accountants of India. He was Senior Co- Founder Partner in M/s. Dalal & Shah, Chartered Accountants, a renowned firm which has clients like Jain Irrigation Group, Bajaj Group, Kalyani, Kirloskar, Raymond, Century Textiles, Parle Bisleri, which later became an associate firm of PwC India and PwC Worldwide. He also acts as an Honorary Vice President in BCJ and Asha Parekh Research Hospital in Santacruz, Mumbai and possesses excellent knowledge in financial services. Brief resume of Mr. Shishir Vasant Dalal and other relevant details relating to his appointment, as required under the Act, Listing Regulations and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") are provided in **Annexure – 1** to the Notice.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Shishir Vasant Dalal as an Independent Director would be beneficial to the Company, and it is desirable to avail his services as an Independent Director of the Company.

Pursuant to the provisions of the Regulation 17(1C) of the Listing Regulations, Mr. Shishir Vasant Dalal holds office upto the date of the next general meeting or for a period of three months from the date of his appointment, whichever is earlier. Accordingly, the Board recommends the Special Resolution as set out at item no. 1 of the Notice in relation to appointment of Mr. Shishir Vasant Dalal as an Independent Director of the Company for a term up to 5 (five) consecutive years commencing from 14th February, 2022 to 13th February, 2027 for approval of the members of the Company.

Except, Mr. Shishir Vasant Dalal, being appointee, 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 aforesaid resolution.

Item No. 2:

It is proposed to appoint Mr. Suresh Ramarao (having DIN: 00370832) as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from 12th May, 2022 to 11th May, 2027, subject to successful inclusion of his name in the Independent Director's databank as required under Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

The Company has, in terms of Section 160(1) of the Companies Act, 2013 ("Act"), received in writing a notice from a member, proposing his candidature for the office of Director and has also received a declaration from Mr. Suresh Ramarao to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

In the opinion of the Board, he fulfils the conditions specified in Section 149(6) of the Act and rules made thereunder and Regulation 16(1)(b) of the Listing Regulations for being eligible for appointment as an Independent Director of the Company and is independent of the management of the Company. Further, Mr. Suresh Ramarao is not disqualified from being appointed as a director in terms of Section 164 of the Act and the Company has received from him all statutory disclosures / declarations including his consent to act as a Director. The draft terms and conditions of appointment of the Independent Director shall be open for inspection by members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day of the Company, till the date of the Extraordinary General Meeting.

Mr. Suresh Ramarao, aged 58 years, is a dominant player in the Executive Search and HR space in India. He is arguably the most visible and established name in the Executive Search space. He founded and established Stanton Chase as a premier search firm in India. He has been associated with more than 140 Indian and MNC corporations advising them on Board and Governance Practices, Organization Strategy and Leadership Capital areas. Individually he has the credit of advising a slew of succession planning and board appointments in the country. He has been an integral part of managing turnarounds of portfolio companies of global PE firms in India. Prior to consulting, he had corporate experience with Amco Batteries, Kirloskar Electric and Colgate-Palmolive in the traditional IE, Projects and manufacturing functions.

Brief resume of Mr. Suresh Ramarao and other relevant details relating to his appointment, as required under the Act, Listing Regulations and Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India ("ICSI") are provided in **Annexure – 1** to the Notice.

The Board, based on the recommendation of the Nomination and Remuneration Committee, considers that given his skills, integrity, expertise and experience, the association of Mr. Suresh Ramarao as an Independent Director would be beneficial to the Company, and it is desirable to avail his services as an Independent Director of the Company.

The Board recommends the Special Resolution as set out at item no. 2 of the Notice in relation to appointment of Mr. Suresh Ramarao as an Independent Director of the Company for a term up to 5 (five) consecutive years commencing from 12th May, 2022 to 11th May, 2027 for approval of the members of the Company.

Except, Mr. Suresh Ramarao, being appointee, 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 aforesaid resolution.

Item No. 3:

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

Mr. Krishna Kejriwal, aged 69 years is a Graduate in Science. He had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). The Company has progressed under his guidance as Managing Director of the Company since 1976. During his long tenure of 45 years in the office of Managing Director, he has gained a rich experience in the field of production, marketing, exports, foreign collaboration, accounts, finance, banking and overall administration of the Company. Considering 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 14th February, 2022, approved the remuneration payable to him, for a period of 1 (one) year w.e.f. 1st April, 2022 on the terms and conditions as set out in the resolution at item no. 3 of the Notice, subject to the approval of the members of the Company.

The Board of Directors recommends passing of the Special Resolution as set out at item no. 3 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 Kejriwal, Chairman and Managing Director, Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer and Mrs. Chand Kejriwal, Whole Time Director of the Company, none of the other Directors and / or Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

Item No. 4:

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

Mrs. Chand Kejriwal, aged 65 years did her Inter (Arts) from University of Mumbai. Since 1976, she is acting as Whole Time Director of the Company. During her long tenure of 45 years in the office of Whole Time Director, she has gained rich experience in the field of marketing, Human Resource Management and General Administration of the Company. Considering Mrs. Chand 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 14th February, 2022, approved the remuneration payable to her for a period of 1 (one) year w.e.f. 1st April, 2022 on the terms and conditions as set out in the resolution at item no. 4 of the Notice, subject to the approval of the members of the Company.

The Board of Directors recommends the Special Resolution as set out at item no. 4 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 Kejriwal, Whole Time Director, Mr. Krishna Kejriwal, Chairman and Managing Director and Mr. Rahul Kejriwal, Whole Time Director and Chief Financial Officer of the Company, none of the other Directors and / or Key Managerial Personnel of your Company or their relatives are concerned or interested, financially or otherwise, in the aforesaid resolution.

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

Rohit Darji

Company Secretary & Compliance Officer

Membership No.: A37077

Place: Mumbai

Date: 20th April, 2022

Registered Office:

401, 4th Floor, Gladdiola,

Hanuman Road, Vile Parle (East),

Mumbai – 400057, Maharashtra, India.

Annexure – 1

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

Name of Directors	Mr. Shishir Vasant Dalal	Mr. Suresh Ramarao	Mr. Krishna Kejriwal	Mrs. Chand Kejriwal
Designation	Independent Director	Independent Director	Chairman and Managing Director	Whole Time Director
DIN	00007008	00370832	00513788	00513737
Date of Birth	29 th May, 1956	23 rd September, 1963	12 th June, 1952	5 th October, 1956
Age	65 years	58 years	69 years	65 years
Qualifications	Graduate in Commerce and a Chartered Accountant.	BE (Mech) & PGDIE (NITIE)	B. Sc. From University of Bangalore.	Inter (Arts), University of Mumbai.
Experience (including expertise in specific functional areas / Brief resume	Member of Institute of Chartered Accountants of India. He was Senior Partner in M/s. Dalal & Shah, Chartered Accountants. He has experience of more than 3 decades in Accounts and Financial Services.	Dominant player in the Executive Search and HR space in India. He is arguably the most visible and established name in the Executive Search space. He founded and established Stanton Chase as a premier search firm in India.	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	For a consecutive period of 5 years, not liable to retire by rotation.	For a consecutive period of 5 years, not liable to retire by rotation.	For a period of 5 years, liable to retire by rotation.	For a period of 5 years, liable to retire by rotation.
Remuneration sought to be paid	Sitting fees as approved and Commission as may be decided by the Board.	Sitting fees as approved and Commission as may be decided by the Board.	Rs. 32.64 Lakh per annum.	Rs. 18.00 Lakh per annum.
Remuneration last drawn, if applicable	Not Applicable.	Not Applicable.	Rs. 32.64 Lakh per annum.	Rs. 18.00 Lakh per annum.

Date of first appointment on the Board	14 th February, 2022	Not Applicable	12 th July, 1976	12 th July, 1976
Shareholding in the Company	Nil	Nil	15,79,494 Equity shares of Rs.10/- each	17,08,444 Equity shares of Rs.10/- each
Disclosure of relationships between directors inter-se	He is not related with any Director or Key Managerial Personnel of the Company as per the provisions of Section 2(77) of the Companies Act, 2013.	He is not related with any Director or Key Managerial Personnel of the Company as per the provisions of Section 2(77) of the Companies Act, 2013.	He is husband of Mrs. Chand Kejriwal, Whole Time Director and father of Mr. Rahul Kejriwal, Whole Time Director and CFO of the Company.	She is wife of Mr. Krishna Kejriwal, Chairman and Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director and CFO of the Company.
No. of Board Meetings attended during the financial year 2021-22	Nil – as no meeting held since his appointment during the financial year 2021-22.	Nil	06	06
Nationality	Indian	Indian	Indian	Indian
Directorship held in other Companies	<ol style="list-style-type: none"> 1. Transwarranty Finance Limited 2. Keynote Financial Services Limited 3. Windsor Machines Limited 4. Star Chemicals (Bombay) Private Limited 5. Rcube Energy Storage Systems Private Limited 6. Eurus First Financial Partners Private Limited 7. Sustainable Agro-Commercial Finance Limited 8. Eurus Management Services Private Limited 9. Ensemble Infrastructure India Limited 	<ol style="list-style-type: none"> 1. SCI Search and Selection Services Private Limited 2. Insist Search and Selection Services Private Limited 	None	None

	10. Work Loft Private Limited 11. Workloft Spaces Private Limited			
Chairmanship / Membership of the Committees of other Boards	<p><u>Audit Committee:</u> 1. Windsor Machines Limited – Chairman 2. Keynote Financials Services Limited - Chairman 3. Sustainable Agro – Commercial Finance Limited (Debt Listed) - Chairman</p> <p><u>Nomination and Remuneration Committee:</u> 1. Windsor Machines Limited – Chairman 2. Keynote Financials Services Limited- Member 3. Sustainable Agro – Commercial Finance Limited (Debt Listed)- Member</p> <p><u>Corporate Social Responsibility Committee</u> 1. Windsor Machines Limited – Chairman 2. Sustainable Agro – Commercial Finance Limited (Debt Listed)- Member</p> <p><u>Risk Management Committee</u> 1. Sustainable Agro – Commercial Finance Limited (Debt Listed)- Member</p> <p><u>Executive (Credit) Committee</u> 1. Sustainable Agro – Commercial Finance Limited (Debt Listed)- Member</p>	None	None	None

Names of listed entities from which the appointee has resigned in the past three years	None	None	Not Applicable	Not Applicable
Skills and capabilities required for the role and manner in which the proposed appointee meets such requirements	Mr. Shishir Dalal has experience of more than 3 decades in Accounts and Financial Services. He possesses excellent knowledge in Accounting and Financial services. He has also worked with a renowned firm having clients like Jain Irrigation Group, Bajaj Group, Kalyani, Kirloskar, Raymond, Century Textiles, Parle, Bisleri which later became a network firm of PwC India and PwC Worldwide.	Mr. Suresh Ramarao has been associated with more than 140 Indian and MNC corporations advising them on Board & Governance Practices, Organization Strategy and Leadership Capital areas. Individually he has the credit of advising a slew of succession planning and board appointments in the country. He has been an integral part of managing turnarounds of portfolio companies of global PE firms in India. Prior to Consulting, he had corporate experience with Amco Batteries, Kirloskar Electric and Colgate-Palmolive in the traditional IE, Projects and Manufacturing functions.	Not Applicable	Not Applicable
Justification for choosing the appointee for appointment as Independent Director	Considering his expertise and experience as mentioned above.	Considering his expertise and experience as mentioned above.	Not Applicable	Not Applicable

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 to two, three, four wheelers manufacturers all over India and exports globally. Control cables also known as Bowden cables globally are supplied by Remsons to International 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 year ended 31 st March, 2021)	EPS	Rs. 11.65
		Return on Net worth	21.20%
(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, "Magal Automotive Ltd. earlier known as ("Remsons Automotive Ltd.") on 26th August, 2020 and subscribed 5,00,000 Ordinary Shares of GBP 1.00 each with The Registrar of Companies, England and Wales.</p> <p>Remsons Holdings Ltd. has acquired a Step Down Subsidiary namely, "Woolford Properties Ltd." and "Magal Automotive Ltd." earlier know as ("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>	
II. Information about the appointees			
A	Mr. Krishna Kejriwal		
(1)	Background details	Mr. Krishna Kejriwal, aged 69 years, is a Graduate in Science from University of Bangalore and has 45 years of experience in the field of production, marketing, exports, accounts, finance, banking and over all administration of the Company. Mr. Krishna Kejriwal has made significant contribution in the area of production, designs, innovation, export	

			activities, business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
	(2)	Past Remuneration	Rs. 32.64 Lakh per annum.
	(3)	Recognition or awards	Mr. Krishna Kejriwal had held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). He received various awards on behalf of the Company from President of India and Minister of Industries. He participated in the meetings of the ACMA and delivered lectures in various meetings and conferences.
	(4)	Job profile and his suitability	Mr. Krishna Kejriwal is Managing Director of the Company with substantial powers and overall control of the Company. Entire management team works under his supervision and all managers report to him. Considering the qualification, experience, proven track record and performance of Mr. Krishna Kejriwal and contribution made by him for the growth of the Company as well as his capacity to handle emerging challenges in the times to come, the proposed remuneration payable to him is appropriate.
	(5)	Remuneration proposed	Rs. 32.64 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	<p>Except the amount of interest @10% p.a. on the unsecured loan provided by him to the Company, receiving remuneration as Chairman and Managing Director and holding shares in the Company, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with the Company.</p> <p>Mr. Krishna Kejriwal is husband of Mrs. Chand Kejriwal and father of Mr. Rahul Kejriwal. He is also Promoter of the Company.</p>
	B	Mrs. Chand Krishna Kejriwal	
	(1)	Background details	Mrs. Chand Kejriwal, aged 64 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. 18.00 Lakh per annum.

(3)	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social and human welfare activities. She actively participate in social gatherings and got awards in a different field of floriculture.
(4)	Job profile and her suitability	Mrs. Chand Kejriwal is Whole Time Director of the Company with substantial powers. She looks after marketing, human resource management and general administration of the Company. Considering the qualification, experience, proven track record and performance of Mrs. Chand Kejriwal and contribution made by her for the growth of the Company as well as her capacity to handle emerging challenges in the times to come, the proposed remuneration payable to her is appropriate.
(5)	Remuneration proposed	Rs. 18.00 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 the amount of interest @ 10% p.a. on the unsecured loan provided by her to the Company, rent for a premises given on leave and license to the Company, receiving remuneration as Whole Time Director and holding shares in the Company, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with the Company. Mrs. Chand Kejriwal is wife of Mr. Krishna Kejriwal and mother of Mr. Rahul Kejriwal. She is also Promoter 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 measure undertaken is 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.	As stated in item nos. 3 and 4 of the Notice.
	(2)	Details of fixed component and performance linked incentives along with the performance criteria	
	(3)	Service contracts, notice period, severance fees service contracts, notice period, severance fees	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**

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

**Place: Mumbai
Date: 20th April, 2022**

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