



30th August, 2018

To,

The Manager-Corporate Service Dept.
BSE Limited
Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001
Scrip code: 530919

The Manager- The Listing Department,
National Stock Exchange of India Limited
Exchange Plaza, Bandra Kurla Complex,
Bandra (E),
Mumbai - 400051.
Scrip symbol: REMSONSGIND

Dear Sir,

Sub: Intimation pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we wish to inform you that the 46th Annual General Meeting of the members of the Company will be held on Monday, 24th September, 2018 at 11:00 A.M. at Juhu Vile Parle Gymkhana Club Jasmine Hall, Plot No. J-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049. A copy of Notice of 46th Annual General Meeting is enclosed herewith.

Further, pursuant to the provisions of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice is hereby given that the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of Annual general Meeting and payment of dividend for the year ended 31st March, 2018, if declared at the ensuing Annual General Meeting.

A copy of Notice of 46th Annual General Meeting alongwith Proxy Form, Attendance Slip and Route Map is enclosed herewith.

The dividend for the year ended 31st March, 2018 shall be paid to those shareholders, whose names stand on the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Monday, 17th September, 2018.

Kindly take the same on record.

Yours faithfully,

For REMSONS INDUSTRIES LIMITED

ROHIT DARJI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: A/a

Regd. Office: 401 Gladdiola, Hanuman Road, Vile Parle (East), Mumbai - 400 057.

REMSONS
Industries Ltd.

P.O.Bag No. 7685 Mumbai - 400067.

Tel. : 26122368, 26113883

26114452

Email : remsons@vsnl.com

Web. : www.remsons.com

CIN : L51900MH1971PLC015141





REMSONS INDUSTRIES LTD.

REMSONS INDUSTRIES LIMITED

IN 1901 1971 01 141
401 4th Floor, Radiola Anu an Road
Vile Parle East, Mumbai - 400 07
Tel: 022 2611 2612

Email: remsons@snl.co Website: www.remsons.co

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the members of Remsons Industries Limited will be held on Monday 24th September 2014 at 11.00 a.m. at Vile Parle East, Mumbai, at all lot No. - 1, N. Road No. 1, opposite Vile Parle Bus Depot, Vile Parle East, Mumbai - 400 049 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March 2014 together with the Reports of the Directors and the Auditors thereon and in this regard if thought fit pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Financial Statements of the Company for the financial year ended 31st March 2014 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

2. To declare dividend on equity shares for the financial year ended 31st March 2014 and in this regard if thought fit pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the recommendation of the Board of Directors of the Company, dividend of ₹ 1.00 per share on the 71 equity shares of ₹ 10 - each of the Company for the year ended 31st March 2014 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of members

list of Beneficiaries as on Monday 17th September 2014 and that the dividend warrants be and drafts be posted or direct credit through National Giro within 15 days hereof only to those shareholders who are entitled to receive the payment of dividend.

- To appoint a Director in place of Mr. Girishwariwala DIN 001777, who retired by rotation and being eligible offers herself for re-appointment as a Director and in this regard if thought fit pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act 2013, Mr. Girishwariwala DIN 001777, Director of the Company who retired by rotation and being eligible had offered herself for re-appointment and is hereby re-appointed as a Director of the Company who shall be eligible to retire by rotation.

SPECIAL BUSINESS:

4. To reappoint Mr. Arsh N. Bhagat as an Independent Director and in this regard if thought fit pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of sections 149(1)(b) and 152 read with Schedule IV and any other applicable provisions of the Companies Act 2013 (the Act) and the Companies Appointment and Qualification of Directors Rules 2014 including any statutory modification or re-enactment thereof for the time being in force and Regulation 16(1)(b) of the Listing Regulations and Disclosure Requirements Regulations 2013, Mr. Arsh N. Bhagat DIN 001077 an Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Companies Act 2013 and being eligible for re-appointment and is hereby re-appointed as an Independent Director of the Company to hold office for further five consecutive years from 1st April 2014 to

March 2024 and shall not be liable to retire on rotation

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

to reappoint Mr. Rahul Goyal as whole-time Director of the Company and in this regard if thought fit pass the following resolution as a **Special Resolution** :

"RESOLVED THAT pursuant to the provisions of sections 196, 197, 203 of Schedule V and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 including any statutory modifications or amendments thereof for the time being in force in

accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee 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 re-appointment of Mr. Rahul Goyal DIN 001777 as whole-time Director of the Company liable to retire on rotation for a further period of 2 (two) years with effect from 1st June 2018 on terms and conditions including remuneration as set out hereinafter and is hereby approved with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and remuneration as it may deem fit and mutually agreed upon with Mr. Rahul Goyal

Sr. No.	Particulars	Amount (in ₹)
1.	Basic Salary	₹1,00,000 - per month
2.	RA	₹2,00,000 - per month
3.	Conceivance Allowance	₹1,00,000 - per month
4.	Education Allowance	₹20,000 - per month
5.	Fitment Allowance	₹1,00,000 - per month
6.	Medical	Reimbursement of medical expenses and Insurance premium not exceeding ₹10,000 - per month
7.	Dearness Allowance	As per rule of the Company not exceeding ₹4,00,000 - per annum
8.	Provision of Motor Car	Motor Car with Driver or ₹2,00,000 - per month
9.	Provident Fund and other funds including superannuation and gratuity	As per rules of the Company
10.	Personal Accident Insurance	As per rules of the Company
11.	Dearness Encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in case the Company during the current tenure of Mr. Rahul Goyal as referred above has no profits or its profits are inadequate the payment of salary perquisites and other allowances as approved in this resolution shall

be payable as 'minimum Remuneration' in the respective financial years to him notwithstanding that the same may exceed the ceiling limit laid down in section 197 and Schedule V to the Act.



RESOLVED FURTHER THAT the Board of Directors of the Company and is here authorised to do all such acts deeds matters and things as it shall in its absolute discretion deem necessary proper or desirable and to settle any questions difficulties and or doubts that shall arise in this regard in order to implement and give effect to the foregoing resolution.

6. To reappoint Mr. Anil Kumar Agrawal as whole time Director designated as Director Finance of the Company and in this regard if thought fit pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of sections 161 & 172 of the Companies Act 2013 read with Companies (Appointment and Re-appointment of Managerial Personnel) Rules 2014 including any statutory modifications or amendments thereof for the time being in force in

accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee 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 re-appointment of Mr. Anil Kumar Agrawal DIN 00140140 as whole time Director designated as Director Finance of the Company liable to retire by rotation for a period of two years with effect from 11th August 2014 on terms and conditions including remuneration as set out herein below and is hereby approved with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and remuneration as it may deem fit and mutually agreed with Mr. Anil Kumar Agrawal

Sr. No.	Particulars	Amount (in ₹)

RESOLVED FURTHER THAT in case the Company during the current tenure of Mr. Anil Kumar Agrawal as referred above has no profits or its profits are inadequate the payment of salaries and other allowances as approved in this resolution shall be payable as 'minimum remuneration' in the respective financial years to him notwithstanding that the same shall not exceed the ceiling limit laid down in section 17 and schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution.

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

**Place: Mumbai
Dated: 11th August, 2018**

**Rohit Darji
Company Secretary
& Compliance Officer**

Registered Office:
401 4th floor, Laddiola, Anand Road
Vile Parle East, Mumbai - 400 077



NOTES :

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING 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. THE PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.** A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights provided that a member holding more than ten percent of the total share capital of the company carrying voting rights shall appoint a single person as proxy and such person shall not act as proxy for another shareholder.
- The date ent pursuant to section 102 of the Companies Act 2013 with respect to Special Business is annexed hereto and for a part of the Notice.
- The corporate members are requested to send duly certified copy of the Board Resolution pursuant to section 11 of the Companies Act 2013 authorizing their representatives to attend and vote at the Annual General Meeting including through e-voting or an adjournment thereof.
- Members proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the Venue of the meeting. Members who hold the shares in dematerialized form are requested to bring their client ID and D. . ID for easier identification of attendance at the meeting.

- Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and share transfer Agents R A of the Company and are further requested to always quote their Folio Number / D ID / Client ID in all correspondences with the Company.
- Members are requested to forward all share transfers and other communications to the Registrar share transfer Agents R A of the Company and are further requested to always quote their Folio Number / D ID / Client ID in all correspondences with the Company.
- Pursuant to Regulation 3 of the Bidding Regulations Disclosure Requirements Regulations 2013, Bidding Regulations and Secretarial standards on General Meetings - 2 issued by the Institute of Company Secretaries of India (ICSI) a brief resume and the relevant details of the Directors proposed to be appointed/re-appointed at the ensuing 46th Annual General Meeting are stated in the explanatory statement of the Notice.
- Relevant documents referred to in accompanying Notice and the date ent are open for inspection by members at the Registered Office of the Company on all working days except Saturdays during business hours up to the date of the meeting.
- Pursuant to the provisions of section 89 of the Companies Act 2013 the Register of Members and the share transfer Books of the Company will remain closed from Tuesday 1st September 2013 to Monday 24th September 2013 both days inclusive.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are

- therefore requested to submit their respective AN details to their respective Depositor participants with who they have their DDA accounts? Depositors holding shares in physical form can submit their AN details to the RA of the company.
11. Depositors holding shares in physical form are requested to notify immediately any change in their address or any mandates to the company RA noting their Folio Number and Bank Account details along with self-attested documentary proofs. Depositors holding shares in the electronic form to update such details with their respective Depositor participants.
 12. Depositors holding shares in single name and physical form are advised to take no objection in respect of their shareholding in the company.
 13. Non Resident Indian Depositors are requested to inform the company's RA 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 not furnished earlier.
 14. The dividend on equity shares as recommended by the Board of Directors for the year ended 31st March 2017 if approved at the ensuing Annual General Meeting will be paid to those Depositors whose names stand registered in the Register of Depositors as on 17th September 2017 and in respect of the shares held in dematerialized form the dividend will be paid to Depositors whose names are furnished National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.
 15. In compliance with the provisions of Section 173 of the Companies Act 2013 read with Rule 6 of the Companies Management and Administration Rule 2014 the company is required to update its database incorporating some additional details of its Depositors in its records. Depositors are therefore requested to submit their e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and returning the same post. The e-mail ID provided shall be updated subject to the successful verification of their signatures as per records available with the RA of the company.
 16. The Register of Directors and managerial personnel and their shareholdings maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 174 of the Companies Act 2013 are open for inspection at the Registered Office of the company during the office hours on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.
 17. Depositors desirous of obtaining information about the accounts and operations of the company are requested to address their queries to the company secretary at the Registered Office of the company at least ten days in advance from the date of the Meeting to enable the company keep the information readily available at the Meeting.
 18. The Notice of the 46th Annual General Meeting along with the Attendance Slip and Proxy Form are being sent electronically to all Depositors whose e-mail address are registered with the company Depositor participant system unless Depositor has requested for hard copy of the same. Depositors



who have not registered their e-mail addresses physical copies of the aforesaid documents are being sent courier.

19. 92% of the total equity shares of the Company were held in dematerialized form as on 1st March 2017. Shareholders desiring to dematerialize/re-materialize their shares should forward their request directly to the Depository Participant with whom they have opened the account.

20. Route map for the venue of the proposed AGM of the Company is appearing at the end of the Annual Report and is also uploaded on the website of the Company i.e. www.remsons.co.in.

21. Shareholders should also note that the 46th Annual Report for the year 2017-18 is also available on the website of the Company i.e. www.remsons.co.in.

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

2.3 Voting through electronic means

In compliance with provisions of section 10 of the Companies Act 2013 read with Rule 20 of the Companies Management and Administration Rules 2014 as amended from time to time Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings -2 issued by the ICSI the Company is pleased to provide e-voting facility to its shareholders to cast their votes electronically on the resolutions mentioned in the Notice convening 46th AGM of the Company dated 11th August 2017. The Company has engaged services of Central Depository Services India Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 46th AGM. Shareholders attending the meeting who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. Shareholders who have already cast their vote through e-voting should not attend the meeting but shall not be entitled to cast their vote again at the AGM. The e-voting is optional.

The Company has appointed Pankaj Balde a Proprietor of P. Balde & Associates Company Secretaries (India) Pvt. Ltd. No. 61-67, No. 11062 as the scrutineer for conducting the e-voting and poll process at the AGM in a fair and transparent manner.

The e-voting rights of the shareholders/beneficial owners shall be recorded on the equity shares held by them as on the cut-off date i.e. on 17th September 2017.

The e-voting period commences on 21st September 2017 09:00 a.m. and ends on 2nd October 2017 05:00 p.m. 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. on 17th September 2017 can cast their votes electronically. The e-voting module shall be disabled for voting after 05:00 p.m. on 2nd October 2017 once the vote on a resolution is cast by the shareholder he shall not be allowed to change it subsequently.

E-VOTING

A. PROCEDURE AND INSTRUCTION FOR E-VOTING:

- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on shareholders.
- Now enter serID

- a) Enter 16 digit Demat Beneficiary ID
- b) For N D \ Character ID followed by 4 Digits Client ID
- c) Depositors holding shares in physical form should enter Folio Number registered with the Depository.

Depositors holding shares in Demat form should have logged on to www.eotingindia.co and entered an earlier voting of an company then existing password is to be used.

- i. Next enter the Image Verification as displayed and click on login.

- i. If a first time user follow the steps given below

For Members holding shares in Demat Form and Physical Form	
AN	Enter your 10 digit alpha-numeric AN issued by Income Tax Department Applicable for both Demat shareholders as well as physical shareholders. <ul style="list-style-type: none"> • Depositors who have not updated their AN with the Depository Participant are requested to use the sequence number printed on the Attendance Slip.
Demat Details OR Date of Birth (DOB)	Enter the Demat Details or Date of Birth in dd/mm/yyyy format as recorded in your depository 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 Depositor ID/Folio Number in the Demat Details field as mentioned in instruction iii.

- ii. After entering these details appropriately click on 'B I T A'.
- iii. Depositors holding shares in physical form will then reach directly to the V N selection screen. Depositors holding shares in Demat form will now reach 'password creation' menu wherein they are required to mandatorily change their login password in the new password field. Kindly note that this password is also to be used by Demat holders for voting for resolution of another company on which they are eligible to vote provided that they opt for e-voting through Demat platform. It is strongly recommended not to share your password with another person and take utmost care to keep your password confidential.
- ix. For depositors holding shares in physical form the details can be used only for e-voting on the resolutions contained in this Notice.
- x. Click on the V N for the Resons Industries Limited on which they choose to vote.

- xi. On the voting page depositors will see 'RESOLUTIONS' and against the same the option 'N' for voting, select the option 'or N' as desired. The option 'i' implies assent to the Resolution and option 'N' implies dissent to the Resolution.
- xii. Click on the 'RESOLUTIONS' if depositors wish to view the entire Resolution details.
- xiii. After selecting the resolution depositors have decided to vote on click on 'B I T A'. A confirmation box will be displayed. If you wish to confirm vote click on 'OK' else to change vote click on 'AN' and accordingly modify vote.
- xiv. Once the depositors have confirmed their vote on the resolution they will not be allowed to modify their vote.
- xv. Depositors can also take out print of the voting done by clicking on 'click here to print' option on the Voting page.



- x i. If D A account holder has forgotten the password then enter the user ID and the image verification code and click on forgot password enter the details as prompted the site .
- x ii. Shareholders can also cast their vote using D's mobile app -Voting available for android based mobiles. The -Voting app can be downloaded from Google play store. Apple and windows phone users can download the app from the App store and the windows phone store respectively. Please follow the instructions as prompted the mobile app while voting on the mobile.
- x iii. Note for Non - Individual shareholders and Custodians
- Non-Individual shareholders i.e. other than Individuals NRI etc. and Custodian are required to log on to www.eotingindia.co and register themselves as corporates.
 - A scanned copy of the Registration or bearing the stamp and sign of the entity should be e-mailed to helpdes.eoting@dslindia.co
 - After receiving the login details a profile user should be created using the admin login and password. The profile user would be able to login to the account s for which they wish to vote on.
 - The list of accounts linked in the login should be e-mailed to helpdes.eoting@dslindia.co 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 A which they have issued in favour of the Custodian if any should be uploaded in D for at in the site for the scrutinierto verify the same.
- B. GENERAL:**
- a) In case you have any queries or issues regarding e-voting you may refer the frequently asked questions 'A's' and e-voting manual available at www.eotingindia.co under help section or write an e-mail to helpdes.eoting@dslindia.co .
- An person who acquires shares of the company and become member of the company after dispatch of the notice and holding shares as of the cut-off date i.e. 17th September 2014 may obtain the login ID and password by sending a request at helpdes.eoting@dslindia.co .
- c) Shareholders who are already registered with D for e-voting then they can use their existing user ID and password for casting the vote. In case shareholders forget their password they can reset the same using 'forgot user Details password' option available on www.eotingindia.co.in.
- d) A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-voting as well as voting at the AGM through ballot paper.
- e) The facility for voting through polling papers shall be made available at the venue of the 46th Annual General Meeting for all those members who are present at the AGM but have not cast their votes availing the e-voting facility .
- f) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM .
- g) In case shareholders cast their vote through both e-voting and voting through polling paper then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- h) The Chair man shall at the AGM on completion of the discussion on the resolutions on which voting is to be held allow voting with the assistance of scrutiniers use of 'polling paper' for all those members who are present at the AGM but have not cast their votes availing the e-voting facility .
- i) The scrutiniers shall after the conclusion of voting at the AGM will first count the votes cast at the meeting and thereafter announce the votes cast through e-voting in the presence of at least two witnesses not in the employ of the company and shall submit not later than 4 hours from the conclusion of the AGM a consolidated scrutiniers Report of the total votes cast in favour or against if any to the Chair man or a

person authorised in writing who shall countersign the same and declare the result of the voting forthwith.

j) The Results declared along with the report of the scrutineer shall be placed on the company's website www.results.co and on the website of ICD www.eotingindia.com immediately after the declaration of the result. The chairman or a person authorised in writing, the result will immediately be forwarded to the Board listed and National Stock Exchange of India listed and the same will be available on the website www.seindia.com and www.nseindia.com.

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 4

The members of the company at the 42nd Annual General Meeting held on 08th September 2014 had approved the appointment of Mr. Arsh N. Bhagat as an Independent Director of the company whose term is due to expire on 31st March 2019.

According to the provisions of section 149(10) read with schedule IV of the Companies Act 2013, the Act, an Independent Director can hold office for a term of upto five consecutive years on the Board of a company however shall be eligible for re-appointment on passing a special resolution of the company for another term of upto five consecutive years on the Board of company.

In line with the aforesaid provisions of the Act and in view of experience of over 25 years in financial services as a member and chairman of Angel Group of companies continued valuable guidance to the management and strong Board performance of Mr. Arsh N. Bhagat it is proposed to re-appoint him for a second term as an Independent Director of the company for a further period of five years from 1st April 2019 to 31st March 2024.

Pursuant to section 160(1) of the Companies Act 2013, the company has received a notice in writing

from one of the members of the company signifying his candidature as a director for a second term of five years as Independent Director.

In the opinion of the Board Mr. Arsh N. Bhagat fulfills the conditions specified in the Act for an Independent Director and he is independent of the management. Copy of the draft letter for re-appointment of Mr. Arsh N. Bhagat as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the company during normal business hours on any working day except Saturdays.

The Board considers that his continued association would be of immense benefit to the company and it is desirable to continue to avail services of Mr. Arsh N. Bhagat as an Independent Director. Accordingly, the Board recommends passing of the Resolution set out at Item No. 4 of the Notice as a Special Resolution.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 6 of B Listing Regulations and Disclosure Requirements Regulations 2015 and Secretarial Standard - 2 on General Meeting is given in the annexure to the Notice.

Mr. Arsh N. Bhagat is not holding any shares in the company.

Except Mr. Arsh N. Bhagat being an appointee none of the Directors and managerial personnel of our company or their relatives is concerned or interested financially or otherwise in the resolution set out at Item No. 4.

ITEM NO. 5

Mr. Rahul G. Riwal aged 35 years is Bachelor of Commerce from Narseejee College, Mumbai. His current term as a whole time Director of the company expired on 31st March 2018. Considering his performance and contribution as a whole time Director of the company the Board of Directors on



REMSONS INDUSTRIES LTD.

recommendation of Nomination and Re-nomination Committee and approval of the Audit Committee of the Company re-appointed Mr. Rahul Agrawal as whole time Director of the Company for a further period of two (2) years w.e.f. 1st June 2018 on the terms and conditions as mentioned in the resolution as set out at Item no. 5 of Notice of 46th A of the Company subject to approval of the members of the Company.

The additional details required to be given pursuant to clause (c) second proviso of section II B of part II of schedule V of the Companies Act 2013 are provided in annexure to the Notice of 46th A of the Company.

The Board recommends special Resolution as set out at Item no. 6 of the Notice of 46th A of the Company for our approval.

Except Mr. Rahul Agrawal, Mr. Krishna Agrawal and Mr. Chand Agrawal none of the other Directors and managerial personnel of our Company or their relatives is concerned or interested financial or otherwise in the resolution set out at Item No. 6.

ITEM NO. 6

Mr. Anil Kumar Agrawal aged 42 years is a post graduate in Commerce and a fellow member of Institute of Chartered Accountants of India. His current term as whole time Director expired on 10th August 2018. Considering his performance and contribution as whole time Director designated as Director - Finance of the Company the Board of Directors on recommendation of Nomination and Re-nomination Committee and

approval of the Audit Committee of the Company re-appointed Mr. Anil Kumar Agrawal as whole time Director designated as Director - Finance of the Company for a further period of two (2) years w.e.f. 11th August 2018 on the terms and conditions mentioned in the resolution as set out at Item no. 6 of Notice of 46th A of the Company subject to approval of the members.

The additional details required to be given pursuant to clause (c) second proviso of section II B of part II of schedule V of the Companies Act 2013 are provided in annexure to the Notice of 46th A of the Company.

The Board recommends the special Resolution as set out at Item no. 6 of the Notice of 46th A of the Company for our approval.

Except Mr. Anil Kumar Agrawal being an appointee none of the Directors and managerial personnel of our Company or their relatives is concerned or interested financial or otherwise in the resolution set out at Item No. 6.

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

**Place: Mumbai
Dated: 11th August, 2018**

**Rohit Darji
Company Secretary
& Compliance Officer**

Registered Office:
401 4th floor, Laddiola, Anand Road
Vile Parle East, Mumbai - 400 077

46th ANNUAL REPORT 2017-2018

In pursuance of the Regulation 8 of the Listing Regulations Disclosure Requirements Regulations 2015 and Secretarial Standard - 2 relating to details of the Directors see including appointment re-appointment at the ensuing Annual General Meeting are as follows

Name of Director	Mrs. Chand Kejriwal	Mr. Paresh N. Bhagat	Mr. Rahul Kejriwal	Mr. Anil Kumar Agrawal
Designation	Whole-time Director	Independent Director	Whole-time Director	Director - Finance
DIN	001777	001077	001777	001777
Date of Birth	1 st October 1966	1 st September 1966	2 nd August 1977	11 th August 1976
Age	62 years	51 years	40 years	42 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment in current position	1 st April 2016	1 st February 2014	1 st June 2016	11 th August 2016
Expertise in specific functional areas	General Administration Marketing Human Resource Management	Experience of over 35 years in financial services. Former and Chairman of Angal Esha Group of Companies.	Expertise in production and marketing.	Finance Accounts Banking taxation and General Administration.
Qualifications	Inter Arts University of Bombay	B.Com from University of Bombay	B.Com from Narsee Monjee College Mumbai	B.Com from University of Rajasthan Jaipur and Fellow Member of Institute of Chartered Accountants of India.
Directorship held in other Companies	None	1. Paresh Infrastructure Ltd. 2. P. O. Audit Brokers Ltd. 3. Angal Esha Capital Ltd. 4. Angal Esha Securities Ltd. 5. Fire Consultancy Ltd. 6. Fire Services Ltd.	1. Godluc Electronics Ltd. 2. Resonsable Industries Ltd.	None
Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company	None	None	None	None
Disclosure of relationships between directors inter-se	He is wife of Mr. Krishna Kejriwal Chairman Managing Director and other of Mr. Rahul Kejriwal Whole-time Director of the Company	He is not related with an Director or managerial personnel as per provisions of Section 277 of the Companies Act 2013.	He is son of Mr. Krishna Kejriwal Chairman Managing Director and Mr. Chand Kejriwal Whole-time Director of the Company	He is not related with an Director or managerial personnel as per provisions of Section 277 of the Companies Act 2013.
Shareholding in the Company	170444 equity shares of Rs.10 - each	NI	10641 equity shares of Rs.10 - each	2 equity shares of ₹ 10 - each
No. of Board Meetings attended during FY 2017-18	4	2	4	4



REMSONS INDUSTRIES LTD.

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

The details as required under clause (i) 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 an original equipment manufacturer supplying to two three four wheelers manufacturers all over India and exports to all control valves also known as Bowden valves globally are supplied Remsons to International markets. Remsons also manufactures gear shifters that are Dash mounted floor mounted for four wheeler and light medium and heavy duty applications..
2	Date or expected date of commencement of commercial production.	Remsons is in existence and operation since 1971.
	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 March 2014	₹ 6.0 Return on Networth
	Foreign investments or collaborations if any	Nil
II		
Information about the appointees		
A	Mr. Rahul Kejriwal	
1	Background details	Mr. Rahul Kejriwal aged 45 years is a commerce graduate from Narsee Dijee College Mumbai and having 15 years of experience in the field of marketing. Mr. Rahul Kejriwal has made significant contribution in the area of production designs innovation exports business restructure and has extensive experience in costing of automotive products analysis of products mix financial collaboration and planning execution of greenfield projects.
2	Basic Remuneration	₹ 21.0 lakhs per annum
	Recognition or awards	Mr. Rahul Kejriwal is a commerce graduate from Narsee Dijee College Mumbai.
4	Role profile and his suitability	Mr. Rahul Kejriwal would be responsible for the day to day affairs of the company under supervision of Mr. R. Kejriwal Managing Director and overall control of the Board of Directors of the company considering the qualification experience professional record and performance of Mr. Rahul Kejriwal and contribution made him for the growth of the company as well as capacity to

			manage the emerging challenges in the times to come the re-appoint ment of Mr. Rahul G riwal as whole- i e Director would be eneficial to the o pan .
	₹	Re uneration proposed	₹40.40 a hs per annu approx.
	6	o parati ere uneration profile with respect to industr si e of the o pan profile of the position and person.	onsidering his rich experience the ter s of the re uneration pa a le to Mr. Rahul G riwal are considered fair j ust and reasona le and are at par with the standards of the industr in which the o pan operates.
	7	ecuniar relationship directl or indirectl with the co pan or relationship with the anagerial personnel if an .	Mr. Rahul G riwal has no other pecuniar relationship with the o pan directl or indirectl or with anagerial personnel except that he is one of the ro oter holding shares in the o pna and son of Mr. rishna G riwal Fair an anaging Director and Mr. Chand G riwal hole i e Director of the o pan .
	B	Mr. Anil Kumar Agrawal	
	1	Bac ground details	Mr. Anil u ar Agrawal aged 42 ears is a ost raduate in o erce and ellow e er of Institute of Chartered Accountants of India and ha ing 1 ears of experience in the field of accounts finance an ing taxation and o erall ad inistration. e has ade significant contri ution in the area of inance Business restructure and has extensi e experience in costing of auto oti e products anal sis of products ix financial colla oration and planning execution of reenfiled rg ects.
	2	ast Re uneration	₹2- ₹ 2 a hs per annu
	₹	Recognition or awards	Mr. Anil u ar Agrawal is old edalist in graduation fro the ni ersit of Rj asthan.
	4	o profile and his suita ilit	Mr. Anil u ar Agrawal would be responsi le for the da to da affairs of the o pan under super ision of Mr. . G riwal anaging Director of the o pan . onsidering the ualification experience pro en trac record and perfor ance of Mr. Anil u ar Agrawal and contri ution ade hi for the growth of the o pan as well as capacit to handle e erging challenges in the ti es to come the re-appoint ment of Mr. Anil u ar Agrawal as Director - inance e would be eneficial to the o pan .
	₹	Re uneration proposed	₹4 .00 a hs per annu approx.)
	6	o parati ere uneration profile with respect to industr si e of the o pan profile of the position	onsidering his rich experience the ter s of the re uneration pa a le to Mr. Anil u ar Agarwal are considered fair j ust and reasona le and are at par with the standards of the industr in which the o pan operates.



REMSONS

INDUSTRIES LTD.

	7	peculiar relationship direct or indirect with the company or relationship with the managerial personnel if any	The company does not have other than peculiar relationship direct or indirect with the company and other managerial personnel.
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 automobile industry and has established client base in automobile industry. The company intends to increase its share of revenue from the after-market which will not only support operating margin but will also insulate the company from the volatility in demand and from the automobile sector. The company's business prospects are mainly dependent upon the growth and prospects of the automobile industry as a whole. The automobile component industry over the past few years has experienced extreme competition following the entry of several players in the industry. The performance of the automobile manufacturing companies affects the profitability of the company.
	2	Steps taken or proposed to enhance or improve performance	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 market are planned to be procured in addition to achieve higher production by deploying all its resources and capacities available and 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 the next financial year	The company expects price of steel the main raw material to remain stable. A surge in demand for automobile industry will certainly have a positive bearing on the automobile industry.

Item Number	Resolutions	Vote (Optional see note 2) Please mention no. of Share(s)		
		For	Against	Abstain
	<p>Ordinary Business: fur09 0 Td(01 651569 0.12156)</p> <p>Ordinary Resolution to receive, consider and adopt the Audited financial statements of the Company for the financial year ended 31st March 2018 together with the Reports of the Directors' and the Auditors' thereon.</p> <p>Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31st March 2018.</p> <p>Ordinary Resolution for appointment of a Director in the place of Mr. Chandan Agrawal DIN 001777 as a Director who retires by rotation and being eligible offers herself for re-appointment.</p> <p>Special Business:</p> <p>Special Resolution for re-appointment of Mr. Anand N. Bhagat DIN 001077 as an Independent Director of the Company for a second term of five years w.e.f. from 1st April 2018.</p> <p>Special Resolution for re-appointment of Mr. Rahul Agrawal DIN 001777 as a Director of the Company for a further period of 2 years w.e.f. 1st June 2018.</p> <p>Special Resolution for re-appointment of Mr. Anil Kumar Agrawal DIN 001777 as a Director of the Company for a further period of 2 years w.e.f. 11th August 2018.</p>	01 651521569	6660.55 098.2A69	6660.55 Sesh)

Signed this _____ day of _____, 2018

Signature of Member: _____

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
- It is optional to indicate our preference. If you leave the for against or abstain column blank against an or all resolutions our proxy will be entitled to vote in the manner as he/she deems appropriate.





REMSONS INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)

401 4th floor, Radiola, Anand Road, Vile Parle East, Mumbai - 400 077
Tel: 022-26112611 Fax: 022-26112612 Email: remsons@snl.co.in Website: www.remsons.co.in

ATTENDANCE SLIP

46th ANNUAL GENERAL MEETING ON MONDAY 24TH SEPTEMBER, 2018

Regd. Folio No. / Client ID / D. ID	
Name and Address of the Member	
Name of the Joint Holder, if any	
No. of Equity Shares Held	

I am hereby recording my presence at the 46th Annual General Meeting of the Company to be held on Monday 24th September 2018 at 11.00 a.m. at Anand Road, Vile Parle East, Mumbai - 400 077. My shareholding is as under: Allotment No. - 1, Anand Road No. 1, Anand Road, Vile Parle East, Mumbai - 400 077.

Member's Authorized
Signature

Member's Authorized
Representative's Signature

Notes :

- Please fill in the Folio ID / Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**

PLEASE BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING HALL

.....

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / SEQ. No.)

Note: Please read the instructions given under the Note procedure Instruction on the Notice of 46th Annual General Meeting. The e-voting time starts from 11:00 a.m. on Monday 24th September 2018 and ends on Monday 24th September 2018 at 5:00 p.m. The e-voting module shall be disabled for voting thereafter.

