



REMSONS

Industries Ltd.

P. O. Bag No. 7685
Mumbai - 400 067.
Phone : 2868 4452, 2868 3883,
2868 2368
Fax : (91) (22) 2868 2487
Email : remsons@vsnl.com
Web : www.remsons.com
CIN : L51900MH1971PLC015141

3rd October, 2015

BSE Limited
Phiroze Jeejeebhoy Towers,
25th Floor, Dalal Street,
Mumbai - 400001. **Fax No. 22723121/3719/2037**
Kind Attn: Mr. Sanjay Golecha
Corporate Relationship Dept

National Stock Exchange of India Ltd
Exchange Plaza
Bandra Kurla Complex **Fax No. 26598237/38**
Bandra (E)
Mumbai - 400 051. **Kind Attn: Mr Hari K, Manager**

Ref: Company's Scrip Code for BSE **530919** and for NSE **REMSONSIND EQ**

Sub.: Proceedings of the 43rd Annual General Meeting held on 30th September, 2015.

Pursuant to the provisions of Clause 31 of the Listing Agreement, we hereby furnish the proceedings of the 43rd Annual General Meeting (AGM) of the members of the Company held on Wednesday, 30th September, 2015 at 4.00p.m. at the Registered Office of the Company at 88-B, Government Industrial Estate, Kandivli (West), Mumbai - 400 067.

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014, the Company provided Remote E-Voting facility to the members to vote on the matters to be transacted at the 43rd Annual General Meeting as per Notice of the AGM dated 8th August, 2015. Further, to facilitate those members who were present at the AGM, either personally or by proxy, who did not cast their vote earlier through Remote E-Voting, the Company provided polling papers to enable them to vote in respect of items of business as set out in the Notice of the Annual General Meeting. CS Manish L Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer for conducting the Poll by way of Polling Papers.

The Scrutinizer submitted a Consolidated Scrutinizer's Report after reckoning of total votes cast by the members on each resolution separately, through Remote E-Voting as well as by the poll conducted at the AGM.

The Annual General Meeting was attended by requisite quorum and following businesses were transacted:

1. APPROVAL OF ACCOUNTS:

The members approved the Audited Financial Statements of the Company for the year ended 31st March, 2015, including audited Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss for the year ended on that date together with Reports of the Board of Directors and Auditors thereon by passing an Ordinary Resolution unanimously.



Regd. Office : 88-B, GOVT. INDUSTRIAL ESTATE, KANDIVLI (WEST), MUMBAI - 400 067.





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2. RE-APPOINTMENT OF MRS. CHAND KEJRIWAL,WHOLE TIME DIRECTOR:

The members re-appointed Mrs. Chand Kejriwal (DIN 00513737), Whole time Director of the Company, who retired by rotation and being eligible offered herself for re-appointment by passing an Ordinary Resolution unanimously.

3. RE-APPOINTMENT OF STATUTORY AUDITORS OF THE COMPANY:

The members re-appointed M/s.Kanu Doshi Associates, Chartered Accountants, (FRN: 104746W), as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorized the Board of Directors to fix their remuneration by passing an Ordinary Resolution unanimously.

4. RE-APPOINTMENT OF BRANCH AUDITORS OF THE COMPANY:

The members re-appointed M/s.G. P.Agrawal & Co., Chartered Accountants, (FRN: 302082E), as Branch Auditors for Gurgaon Unit of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and authorized the Board of Directors to fix their remuneration by passing an Ordinary Resolution unanimously.

5. ADOPTION OF NEW ARTICLES OF ASSOCIATION OF THE COMPANY:

The members approved and adopted the new set of Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association of the Company by passing a Special Resolution unanimously.

Please take the same on your records and acknowledge the receipt.

Thanking you,

Yours faithfully,
For Remsons Industries Limited


Sukhdeo Purohit
Company Secretary



Encl: Consolidated Scrutinizer's Report



CONSOLIDATED REPORT OF THE SCRUTINIZER

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 and 21 of Companies (Management and Administration) Rules, 2014]*

To,
Mr. K. Kejriwal,
Managing Director,
Remsons Industries Limited
88-B, Government Industrial Estate,
Kandivli (West),
Mumbai- 400067

Respected Sir,

Sub.: Consolidated Scrutinizer's Report for passing of Resolutions through Remote E-Voting Process and on Voting by Polling Papers at 43rd Annual General Meeting (AGM) of the Members of Remsons Industries Limited (the Company) held on Wednesday, 30th September, 2015.

1. I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai, was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of Scrutinizing the Remote E-Voting process and conducting poll through polling paper at the AGM, in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014 and the relevant provisions of Clause 35B of the Listing Agreement, in a fair and transparent manner, for passing of the resolutions as mentioned under item numbers 1 to 5 as set out in the Notice of aforesaid AGM of the members of the Company dated Saturday, 8th August, 2015.
2. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to Remote E-voting and Voting by way of polling papers at AGM on the resolutions contained in the Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the Remote E-Voting process and poll conducted at the AGM, is restricted to make a Consolidated

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Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the Remote E-Voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide Remote E-Voting facility and poll conducted at the AGM, in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - (a) The Notice of the AGM dated 8th August, 2015 along with Statement setting out material facts under Section 102 of the Act was dispatched to the Shareholders through courier, registered post and also e-mailed on 5th September, 2015.
 - (b) The said Notice was dispatched on the basis of Register of Members made available by M/s. Sharex Dynamic (India) Private Limited, the Registrar & Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 28th August, 2015.
 - (c) In terms of the aforesaid Notice, voting through electronic means was kept open for 3 (three) days from Sunday, 27th September, 2015 (09:00 a.m.) to Tuesday, 29th September, 2015 (05:00 p.m.).
4. The voting rights of members was considered in proportion to the shares held by the members in the paid up equity share capital of the Company as on the Cut-Off date i.e. Wednesday, 23rd September, 2015.
5. In absence of Mr. V. Harlalka, Chairman of the Company, Mr. K. Kejriwal, Managing Director of the Company was elected as Chairman of 43rd Annual General Meeting.
6. As required under the said rules, after the closure of the physical voting by Polling Papers at the Annual General Meeting, the votes cast through poll were counted; thereafter the votes cast under Remote E-Voting facility were unblocked in the presence of CS Rasika Mendhekar and CS Priyadatta Banerjee, who are not in employment with the Company.



7. Summary of the Remote E-voting and poll at the AGM is as follows:

Resolution No. 1

Particulars	Ordinary Resolution: For adoption of Audited Financial Statements for the year ended 31 st March, 2015 along with the Reports of the Board of Directors' and the Auditors' thereon.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	41,71,450	41,71,450	41,71,450	0
Polling at the AGM	10	10	6,77,886	6,77,886	6,77,886	0
Total	20	20	48,49,336	48,49,336 (100.00%)	48,49,336 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 2

Particulars	Ordinary Resolution: For appointment of a Director in place of Mrs. Chand Kejriwal (DIN 00513737), Whole time Director who retires by rotation and being eligible, offers herself for re-appointment.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	41,71,450	41,71,450	41,71,450	0
Polling at the AGM	10	10	6,77,886	6,77,886	6,77,886	0
Total	20	20	48,49,336	48,49,336 (100.00%)	48,49,336 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 3

Particulars	Ordinary Resolution: For re-appointment of M/s. Kanu Doshi Associates., Chartered Accountants, (Firm Registration No 104746W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	41,71,450	41,71,450	41,71,450	0
Polling at the AGM	10	10	6,77,886	6,77,886	6,77,886	0
Total	20	20	48,49,336	48,49,336 (100.00%)	48,49,336 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

Resolution No. 4

Particulars	Ordinary Resolution: For re-appointment of M/s G. P. Agrawal & Co, Chartered Accountants (Firm Registration No: 302082E) as Branch Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	41,71,450	41,71,450	41,71,450	0
Polling at the AGM	10	10	6,77,886	6,77,886	6,77,886	0
Total	20	20	48,49,336	48,49,336 (100.00%)	48,49,336 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						



Resolution No. 5

Particulars	Special Resolution: For adoption of new set of Articles of Association of the Company in place of and to the exclusion of the existing Articles of Association of the Company.					
Voting pattern	Number of members voted		Votes equivalent to number of shares held by members		Valid votes cast	
	Total received	Valid	Total	Valid	In favour	Against
Remote E-voting	10	10	41,71,450	41,71,450	41,71,450	0
Polling at the AGM	10	10	6,77,886	6,77,886	6,77,886	0
Total	20	20	48,49,336	48,49,336 (100.00%)	48,49,336 (100.00%)	0 (0.00%)
Result: The said resolution may be considered as passed unanimously.						

I further report that:

- I have received all the documents as mentioned in Sections 105, 112 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s, and also the Ballot Box used at the venue of the AGM, duly sealed ; and



- b. The Register/s, all other papers and relevant records relating to Remote E-Voting and Poll at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary of the Company for safe keeping.

For Manish Ghia & Associates
Company Secretaries



Manish Ghia

CS Manish L. Ghia
Partner

ME No. FCS 6252 C.P. No. 3531

Place: Mumbai

Date: 1st October, 2015

Countersigned by:

K. Kejriwal

Mr. K. Kejriwal,
Managing Director
Chairman of the Meeting
Remsons Industries Limited

