



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

6th September, 2016

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: **REMSONSIND**

Dear Sir,

Sub: Intimation of 44th Annual General Meeting (AGM) and Book Closure

With reference to the captioned subject, we wish to inform you that the 44th Annual General Meeting of the members of the Company will be held on Friday, 30th September, 2016 at 4:00 P.M. at the Registered Office of the Company at 88-B, Government Industrial Estate, Kandivli (West), Mumbai - 400067.

Pursuant to the provisions of Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Notice of the 44th Annual General Meeting is enclosed herewith.

Further, pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Register of Members and Share Transfer Books of the Company shall remain closed from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of Annual general Meeting. Intimation of book closure in prescribed format is also enclosed herewith.

Kindly take the same on record.

Yours faithfully,

For **REMSONS INDUSTRIES LIMITED**

ROHIT DARJI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl: As above





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Attn. Market Operations Department

Name of the Company: REMSONS INDUSTRIES LIMITED

Scrip Code	Scrip symbol	Type of Security	Book Closure		Record date	Purpose
			From	To		
530919	REMSONSIND	Equity	Friday, 23 rd September, 2016	Friday, 30 th September, 2016	N.A.	44 th Annual General Meeting

For REMSONS INDUSTRIES LIMITED

ROHIT DARJI
COMPANY SECRETARY & COMPLIANCE OFFICER



REMSONS INDUSTRIES LIMITED
(CIN: L51900MH1971PLC015141)
88-B, Government Industrial Estate,
Kandivli (West), Mumbai - 400067
Tel No: 022 28683883; Fax. No: 022 28682487
Email id: remsons@vsnl.com, website: www.remsons.com

NOTICE

NOTICE is hereby given that the **44th Annual General Meeting** of the members of Remsons Industries Limited will be held on Friday, 30th September, 2016 at 4.00 p.m. at the Registered Office of the Company at 88-B, Government Industrial Estate, Kandivli (West), Mumbai - 400067 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 together with the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Krishna Kejriwal (DIN 00513788), Managing Director, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Statutory Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, M/s. Kanu Doshi Associates LLP, Chartered Accountants (Firm Registration No 104746W/W10096) be and is hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration.”

4. To appoint Branch Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 143(8) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules framed there under as amended from time to time, M/s G. P. Agrawal & Co, Chartered Accountants (Firm Registration No: 302082E) be and is hereby appointed as Branch Auditors for Gurgaon Unit of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting of the Company and the Board of Directors of the Company be and is hereby authorized to fix their remuneration.”

SPECIAL BUSINESS

5. **Appointment of Mr. Sudhir Khanna as an Independent Director of the Company:**

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

“RESOLVED THAT Mr. Sudhir Jaigopal Khanna (DIN: 01283599), who was appointed as an Additional (Independent) Director of the Company by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company with effect from 1st June, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provision of Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing alongwith the requisite deposit from a member as required under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company

pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 to hold office as such upto 30th May, 2021, who shall not be liable to retire by rotation.”

6. Appointment of Mr. Rahul Krishna Kejriwal as a Director of the Company:

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

"RESOLVED THAT Mr. Rahul Krishna Kejriwal, (DIN: 00513777), who was appointed as an Additional Director by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company with effect from 1st June, 2016 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 and in accordance with the provisions of the Articles of Association of the Company and who holds office as such upto the date of this Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing along with the requisite deposit from a member under Section 160 of the Companies Act, 2013 signifying intention to propose his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation.”

7. Appointment of Mr. Rahul Krishna Kejriwal as 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, appointment of Mr. Rahul Krishna Kejriwal (DIN: 00513777) as Whole-Time Director of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from 1st June, 2016 on terms and conditions including remunerations as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remunerations, as it may deem fit and as may be acceptable to Mr. Rahul Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, be and is hereby approved

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 90,000/- per month
2.	HRA	₹ 30,000/- per month
3.	Conveyance Allowance	Provision of Motor Car with driver or ₹ 20,000/- per month
4.	Education Allowance	₹ 14,000/- per month
5.	City Compensation Allowance	₹ 20,000/- per month
6.	Medical	Reimbursement of Medical Expenses and Insurance premium not exceeding ₹ 10,000/- per month
7.	Leave Travel Concession	As per rule of the Company not exceeding ₹ 48,000/- per annum.
8.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
9.	Personal Accident Insurance	As per rules of the Company
10.	Leave Encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in event of absence or inadequacy of profits in a financial year during the term of office of Mr. Rahul Krishna Kejriwal as Whole-time Director of the Company, the aforesaid salary, allowances, perquisites and other benefits as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file necessary returns to give effect to the above resolution.”

8. Re-appointment of Mr. Krishna Kejriwal as 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the re-appointment of Mr. Krishna Kejriwal (DIN: 00513788) as Managing Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st April, 2016 on terms and conditions including remunerations as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remunerations, as it may deem fit and as may be acceptable to Mr. Krishna Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, be and is hereby approved:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 1,20,000 per month
2.	HRA	₹ 50,000 per month
3.	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 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 ₹ 6 lakh per annum.
4.	Conveyance / Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.
5.	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.
6.	Reimbursement of expenses	The Managing Director shall also be entitled to reimbursement of expenses incurred by him for the purpose of Company's business
7.	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 event of absence or inadequacy of profits in a financial year during the term of office of Mr. K. Kejriwal as Managing Director of the Company, the aforesaid salary, allowances, perquisites and other benefits as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file necessary returns to give effect to the above resolution.”

9. Re-appointment of Mrs. Chand Kejriwal as 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the re-appointment of Mrs. Chand Kejriwal (DIN: 00513737) as Whole-Time Director of the Company, liable to retire by rotation, for a period of 3 (three) years with effect from 1st April, 2016 on terms and conditions including remunerations as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remunerations, as it may deem fit and as may be acceptable to Mrs. Chand Kejriwal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, be and is hereby approved:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 70,000 per month
2.	HRA	₹ 30,000 per month
3.	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 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 ₹ 6 Lakh per annum.
4.	Conveyance / Motor Car	Free use of car with Driver and telephone / other communication facilities at residence for company's business.
5.	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.
6.	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
7.	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 event of absence or inadequacy of profits in a financial year during the term of office of Mrs. C. Kejriwal as Whole-time Director of the Company, the aforesaid salary, allowances, perquisites and other benefits as approved by this resolution shall be payable as minimum remuneration to her as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file necessary returns to give effect to the above resolution.”

10. Re-appointment of Mr. Anil Kumar Agrawal as Director - Finance & CFO 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 Sections 196, 197, 203, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactments thereof for the time being in force) and in accordance with the provisions of Articles of Association of the Company, the re-appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Director - Finance & CFO of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from 11th August, 2016 on terms and conditions including remunerations as set out herein below, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and / or remunerations, as it may deem fit and as may be acceptable to Mr. Anil Kumar Agrawal, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment(s) thereof, be and is hereby approved:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 78,000/- per month
2.	HRA	₹ 21,000/- per month
3.	Other Allowance	₹ 1,20,000/- per month
4.	Bonus	Not exceeding ₹ 12,000/- per annum.
5.	Conveyance Allowance/Motor Car	Provision of Motor Car with driver or ₹ 25,000/- per month
6.	Medical	Reimbursement of Medical Expenses and Insurance premium for self, spouse and dependent childers, not exceeding ₹ 15,000 /- per annum
7.	Leave Travel Concession	As per rule of the Company not exceeding ₹ 42,000/- per annum.
8.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
9.	Personal Accident Insurance	As per rules of the Company
10.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in event of absence or inadequacy of profits in a financial year during the term of office of Mr. Anil Kumar Agrawal as Director Finance & CFO of the Company, the aforesaid salary, allowances, perquisites and other benefits as approved by this resolution shall be payable as minimum remuneration to him as per the provisions of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things and to file necessary returns to give effect to the above resolution.

11. Alteration of Article of Association 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 14, 203 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Articles of Association (AoA) of the Company, be and is hereby altered by insertion of Article No.204(A) after the existing Article No. 204 in the following manner:

204 (A) “The Chairperson of the Company be appointed or re-appointed by the Board of Directors of the Company. The Managing Director or Chief Executive Officer of the Company can be appointed as the Chairperson of the Company.”

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things necessary or expedient to give effect to the above resolution.”

12. Approval of fees payable by the members for service of documents:

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

“RESOLVED THAT pursuant to the provisions of Section 20 and all other applicable provisions, if any, of the Companies Act, 2013 and relevant rules prescribed there under, whereby a document may be served on any member by the Company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the member for delivery of such document to him through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the Company and that no such request shall be entertained by the Company post the dispatch of such document by the Company to the member.

RESOLVED FURTHER THAT the Board of Directors and the Company Secretary of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as deem necessary, proper or desirable to give effect to above resolution.”

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

**Place: Mumbai
Dated: 10th August, 2016**

**Rohit Darji
Company Secretary
& Compliance Officer**

Registered Office:
88B, Government Industrial Estate,
Kandivli (West), Mumbai -400 067

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 PROXIES, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS 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 MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
2. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Special Business is annexed hereto and forms part of the Notice.
3. Pursuant to regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, a brief resume and the relevant details of the Directors proposed to be appointed / re-appointed at the ensuing Annual General Meeting (AGM) is annexed to the Notice.
4. Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
5. Members are requested to forward all Share Transfers and other communications to the Registrar & Share Transfer Agents (RTA) of the Company and are further requested to always quote their Folio Number in all correspondences with the Company.
6. Pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 23rd September, 2016 to Friday, 30th September, 2016 (both days inclusive) for the purpose of the ensuing AGM.
7. Members/ Proxies are requested to bring their Attendance Slip along with their copy of Annual Report at the AGM.
8. Members who hold the shares in dematerialized form are requested to bring their client ID and D.P. ID for easier identification of attendance at the meeting.
9. Members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their original Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
10. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company / RTA quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the dematerialised form may update such details with their respective Depository Participants.
11. To comply with the provisions of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.

Members are therefore requested to submit their e-mail ID and other details vide the e-mail up-dation form annexed with Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post/email.

The e-mail ID provided shall be updated subject to the successful verification of their signatures from the records available with the RTA of the Company.

12. The Register of Directors' and Key Managerial Personnel and their Shareholdings maintained under Section 170 and the Register of Contracts or Arrangements in which Directors are interested maintained under Section 189 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. and also during the AGM.
13. Members desirous of obtaining any 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 so that the information required be made readily available at the meeting.
14. The Notice of the 44th Annual General Meeting and instructions for remote e-voting, along with the Attendance Slip and Proxy Form, are being sent by electronic mode to all members whose e-mail address are registered with the Company/Depository Participant(s) unless member has requested for hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the aforesaid documents are being sent by courier.
15. 98.24% of the total equity shares of the Company were held in dematerialized form as on 31st March 2016. Members desiring to dematerialize/ rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.
16. Route Map for the venue of the ensuing AGM of the Company is appearing at the end of the Annual Report.
17. **E-Voting process**
In compliance with provisions of Section 108 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has provided 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services Limited

(CDSL) for all members of the Company to enable them to cast their votes electronically, on the resolutions set forth in the Notice convening the 44th AGM of the Company.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 44th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday 23rd September, 2016 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday 23rd September, 2016 only.

18. The remote e-voting period commence on Tuesday, 27th September, 2016 (09:00 am) and ends on Thursday, 29th September, 2016 (5:00 pm). 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. Friday 23rd September, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on 29th September, 2016. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

I. PROCEDURE AND INSTRUCTION FOR E-VOTING:

The e-voting facility is available at the link **www.evotingindia.com**

- A. Open the web browser during the voting period and log on to the e-voting website www.evotingindia.com.
- B. Now click on "Shareholders" to cast your votes.
- C. 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) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- D.** Next enter the Image Verification as displayed and Click on Login.
- E.** If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- F.** If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number (printed on the Attendance Slip) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as explained in point C above

- G.** After entering these details appropriately, click on "SUBMIT" TAB.
- H.** Members holding shares in Physical form will then reach directly to the EVSN selection screen. Members 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 the Demat holders for voting for resolution of any other company on which they are eligible to vote, provided that member 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.
- I.** For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- J.** Click on the EVSN for the 'Remsons Industries Limited' on which you choose to vote.
- K.** 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.
- L.** Click on the 'RESOLUTION FILE LINK' if you wish to view the entire Resolution details.
- M.** 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.
- N.** Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- O.** You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- P.** If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

Q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

R. For Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity 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 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.

These details and instructions form an integral part of the Notice for the 44th Annual General Meeting to be held on 30th September, 2016.

II. GENERAL

A. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at

www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

- B.** The voting rights of the members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of Friday, 23rd September, 2016.
- C.** Any 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. 23rd September, 2016, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.
- D.** However, if members are already registered with CDSL for remote e-voting then they can use their existing user ID and password for casting the vote. If they forget their password, they can reset their password by using “Forgot User Details/Password” option available on www.evotingindia.com
- E.** In case of joint shareholders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- F.** 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 remote e-voting as well as voting at the AGM through ballot paper.
- G.** A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- H.** In case, shareholders cast their vote through both remote e-voting and voting through polling paper, then vote casted through remote e-voting shall be considered and vote cast through polling paper shall be treated as invalid.
- I.** M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

- J.** The Chairman 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 scrutinizer, by use of “Ballot Paper” for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- K.** The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than 48 hours from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- L.** The Results declared along with the Consolidated Scrutinizer's Report shall be placed on the Company's website www.remsons.com and on the website of CDSL www.evotingindia.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing. The result will immediately be forwarded to the BSE Limited and National Stock Exchange of India and the same will be available on the website www.bseindia.com and www.nseindia.com.

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

**ITEM NO. 5 OF THE ACCOMPANYING
NOTICE**

Mr. Sudhir Khanna was appointed as an Additional (Independent) Director of the Company by the Board of Directors on recommendation of the Nomination and Remuneration Committee of the Company, for a period of five years w.e.f. 1st June, 2016, subject to the approval of the members. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Sudhir Khanna holds office as such up to the date of this AGM. The Company has received a notice along with requisite deposit from a member under Section

160 of the Companies Act, 2013 proposing his candidature for the office of Independent Director.

In terms of the provisions of Section 149 and 152 of the Companies Act, 2013, an Independent Director of a Company can be appointed for a term of (5) consecutive years and he shall not be liable to retire by rotation.

Mr. Sudhir Khanna has given the requisite declarations pursuant to Section 149(7) of the Companies Act, 2013 to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Companies Act, 2013 and has consented to act as Independent Director of the Company.

In the opinion of the Board Mr. Sudhir Khanna proposed to be appointed as Independent Director fulfill the conditions specified in the Companies Act, 2013 and the Rules made there under and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Mr. Sudhir Khanna is Bachelor of Law from Government Law College, Mumbai and has vast experience in field of self-adhesive Label Printing, Business Making Cartoons and Publicity Materials. Considering his qualification and experience, the Board consider it justifiable to the appoint Mr. Sudhir Khanna as an Independent Director of the Company

Brief resume of Mr. Sudhir Khanna pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 44th AGM of the Company.

The Board recommends the Ordinary Resolution as set out at Item no. 5 of the Notice of 44th AGM of the Company for your approval.

Except Mr. Sudhir Khanna none of the other Directors and Key Managerial Personnel of your Company or

their relatives is concerned or interested in the aforesaid resolution.

**ITEM NOS. 6 AND 7 OF THE
ACCOMPANYING NOTICE**

Mr. Rahul Kejriwal, aged 36 years completed his Bachelor of Commerce from Narsee Monjee College, Mumbai. Presently, he was the Chief Operating Officer (COO) of the Company. He has a vast experience in field of Marketing. Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 28th May, 2016 appointed him as an Additional Director of the Company w.e.f. 1st June, 2016. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Rahul Kejriwal holds office of Director up to the date of ensuing Annual General Meeting of the Company. The Company has received a notice in writing from a Member along with the requisite deposit under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director.

Further, Mr. Rahul Kejriwal was also appointed as Whole-Time Director of the Company for a period of 2 years w. e. f. 1st June, 2016 on the terms and conditions as mentioned in the resolution at Item no. 7 of the Notice of 44th AGM 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 Companies Act, 2013, are provided as an annexure to the Notice of 44th AGM of the Company.

Brief resume of Mr. Rahul Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 44th AGM of the Company.

The Board recommends the Ordinary and Special Resolutions as set out at Item nos. 6 and 7 respectively of the Notice of 44th AGM of the Company for your approval.

Except Mr. Rahul Kejriwal, Mr. Krishna Kejriwal and Mrs. Chand Kejriwal none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolutions.

**ITEM NO. 8 OF THE ACCOMPANYING
NOTICE**

Mr. Krishna Kejriwal, aged 64 years is a Graduate in Science. He has held the position of President of Bombay Industries Association and Automotive Component Manufacturers Association of India (ACMA). The Company has progress under his guidance as Managing Director of the Company since 1976. During his long tenure of 40 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. His current term of the office of Managing Director expired on 31st March 2016. Considering his prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 1st February 2016 re-appointed Mr. Krishna Kejriwal as Managing Director of the Company for a further period of three (3) years w.e.f. 1st April 2016 on the terms and conditions mentioned in the resolution as set out at Item no. 8 of Notice of 44th AGM of the Company, subject to approval of the members.

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 Companies Act, 2013, are provided as an annexure to the Notice of 44th AGM of the Company.

Brief resume of Mr. Krishna Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 44th AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 8 of the Notice of 44th AGM of the Company for your approval.

Except Mr. Krishna Kejriwal, Mrs. Chand Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

ITEM NO. 9 OF THE ACCOMPANYING NOTICE

Mrs. Chand Kejriwal, aged 60 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 40 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. Her current term of the office of Whole-Time Director expired on 31st March 2016. Considering her prolonged association with the Company and vast experience, the Board of Directors on recommendation of Nomination and Remuneration Committee of the Company, at its meeting held on 1st February, 2016, re-appointed Mrs. Chand Kejriwal as Whole-Time Director of the Company for a period of three (3) years w.e.f. 1st April, 2016 on the terms and conditions mentioned in the resolution as set out at Item no. 9 of Notice of 44th AGM of the Company, subject to approval of the members.

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 Companies Act, 2013, are provided as an annexure to the Notice of 44th AGM of the Company.

Brief resume of Mrs. Chand Kejriwal pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) Issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 44th AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 9 of the Notice of 44th AGM of the Company for your approval.

Except Mrs. Chand Kejriwal, Mr. Krishna Kejriwal and Mr. Rahul Kejriwal, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

ITEM NO. 10 OF THE ACCOMPANYING NOTICE

Mr. Anil Kumar Agrawal, aged 40 years is a Post Graduate in Commerce and a Fellow Member of Institute of Chartered Accountants of India. His current term as Director Finance expires on 10th August, 2016. Considering his performance and contribution as Director - Finance & CFO of the Company, the Board of Directors on recommendation of Audit Committee and Nomination and Remuneration Committee of the Company, at its meeting held on 10th August, 2016 re-appointed Mr. Anil Kumar Agrawal as Director- Finance & CFO of the Company for two (2) years w.e.f. 11th August, 2016 on the terms and conditions mentioned in the resolution as set out at Item no. 10 of Notice of 44th AGM of the Company, subject to approval of the members.

The additional details required to be given pursuant Clause (iv) to second proviso of Section II B of Part II of Schedule V of the Companies Act, 2013, are provided as an annexure to the Notice of 44th AGM of the Company.

Brief resume of Mr. Anil Kumar Agrawal pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) is forming part of the Notice of 44th AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 10 of the Notice of 44th AGM of the Company for your approval.

Except Mr. Anil Kumar Agrawal, none of the other Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

ITEM NO. 11 OF THE ACCOMPANYING NOTICE

To re-align the existing provisions of the Articles of Association of the Company with provisions of Section 203 of the Companies Act, 2013, with regard to appointment of Managing Director and/or Chief Executive Officer of the Company as the Chairman of the Company at the same time, the Board of Directors at its meeting held on 10th August, 2016 decided to amend the Article of Association of the Company subject to approval of the member.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for alteration of Articles of Association of the Company.

A copy of proposed set of Articles of Association of the Company would be available 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. up to the date of the Annual General Meeting and also during the Annual General Meeting.

The Board recommends the Special resolution as set out at Item no. 11 of the Notice of 44th AGM of the Company for your approval.

None of the Directors, Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

ITEM NO. 12 OF THE ACCOMPANYING NOTICE

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode, for which the member shall pay such fees as may be determined by the Company in its Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the Company, subject to approval of the member. The Board recommends the Ordinary Resolution at Item no. 12 for of the Notice of 44th AGM of the Company for your approval.

None of the Directors, Key Managerial Personnel of your Company or their relatives is concerned or interested in the aforesaid resolution.

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

Place: Mumbai

Dated: 10th August, 2016

Registered Office:

88B, Government Industrial Estate,
Kandivli (West), Mumbai -400 067

**Rohit Darji
Company Secretary
& Compliance Officer**

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) issued by Institute of Company Secretaries of India (ICSI) details of the directors seeking appointment/ re-appointment at the ensuing Annual General Meeting is as follows:

Name of Director	Mr. Krishna Kejriwal	Mr. Sudhir Khanna	Mr. Rahul Kejriwal	Mrs. Chand Kejriwal	Mr. Anil Kumar Agrawal
Designation	Managing Director	Independent Director	Whole-time Director	Whole-time Director	Director- Finance & CFO
DIN	00513788	01283599	00513777	00513737	00513805
Date of Birth	12 th June, 1952	1 st June, 1941	29 th August, 1979	5 th October 1956	5 th August, 1976
Age	64 years	75 years	37 years	60 years	40 years
Nationality	Indian	Indian	Indian	Indian	Indian
Date of Appointment	12 th July, 1976	1 st June, 2016	1 st June, 2016	12 th July, 1976	11 th August, 2012
Expertise in specific functional areas	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).	Expertise in field of Self adhesive Label Printing, Business Making Cartoons and Publicity Materials	Expertise in Production and Marketing	General Administration, Marketing, Human Resource Management etc.	Finance, Accounts, Banking, Taxation and General Administration.
Qualifications	B. Sc. from University of Bangalore	Bachelor of Law from Government Law College, Mumbai	Bachelor of Commerce from Narsee Monjee College, Mumbai	Inter (Arts) University of Mumbai	M.Com from University of Rajasthan, Jaipur and Fellow Member of Institute of Chartered Accountants of India
Directorship held in other companies	None	None	1) Goodluck Electronics Pvt. Ltd. 2) Remsons Cable Industries Pvt. Ltd.	None	None
Chairman / Member of the Committees of the Board of Directors of other Company	None	None	None	None	None
Disclosure of relationships between directors inter-se	Husband of Mrs. Chand Kejriwal and Father of Mr. Rahul Kejriwal	None	Son of Mr. Krishna Kejriwal and Mrs. Chand Kejriwal	Wife of Mr. Krishna Kejriwal and Mother of Mr. Rahul Kejriwal	None
Shareholding in the Company	15,79,494 Equity shares of ₹10 each	None	3,06,851 Equity shares of ₹10 each	17,08,444 Equity shares of ₹10 each	28 Equity shares of ₹ 10 each
No. of Board Meeting attended 2015-2016	5	N.A	N.A	5	5

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

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	The Company is engaged in the manufacture of Auto Control Cables and Gear Shifters. It is one of the major suppliers to India's large automobile manufacturers like Hero MotoCorp		
	2)	Date or expected date of commencement of commercial production	The Company is an existing Company and is in 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	N.A.		
	4)	Financial performance based on given indicators (during the year ended 3 rd March, 2016)	EPS Return on networth	: ₹ 0.79 : 2.66%	
	5)	Foreign investments or collaborators, if any	Nil		
II		Information about the Appointees			
	A)	MR. RAHUL KEJRIWAL			
	i)	Background details	Mr. Rahul Kejriwal, aged 37 years, is a Graduate in Commerce from Narsee Monjee College, Mumbai and has 13 years of experience in the field of Marketing Company. 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.		
	ii)	Past Remuneration	₹ 13.69 Lakhs per annum		
	iii)	Recognition or awards	Mr. Rahul Kejriwal is a Graduate in Commerce from Narsee Monjee College, Mumbai.		
	iv)	Job profile and his suitability	Mr. Rahul Kejriwal would be responsible for the day to day affairs of the Company under supervision of Mr. K. Kejriwal Managing Director and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Rahul Kejriwal and contribution made by him for the growth of the Company as well as capacity to manage the emerging challenges in the times to come, the appointment of Mr. Rahul Kejriwal as Whole-time Director would be beneficial to the Company.		



	v)	Remuneration proposed	₹ 20.16 Lakhs per annum
	vi)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his rich experience as detailed in the proposed resolution, the terms of the remuneration payable to Mr. Rahul Kejriwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.
	vii)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rahul Kejriwal has no pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoters and son of Mr. Krishna Kejriwal and Mrs. Chand Kejriwal.
	B)	MR. KRISHNA KEJRIWAL	
	i)	Background details	Mr. Krishna Kejriwal, aged 64 years, is a Graduate in Science from University of Bangalore and has 40 years of experience in the field of production, marketing, exports, accounts, finance, banking and overall 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.
	ii)	Past Remuneration	₹ 15.58 Lakhs per annum
	iii)	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 Automotive Component Manufacturers Association of India (ACMA) and delivered lectures in various meetings and conferences.
	iv)	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 re-appointment of Mr. Krishna Kejriwal as Managing Director would be beneficial to the Company.
	v)	Remuneration proposed	₹ 26.40 lakhs per annum
	vi)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position.	Considering his vast experience as detailed in the proposed resolution, the terms of the remuneration payable to Mr. Krishna Kejriwal are considered fair, just and reasonable, and are at par with the standards of the industry in which the Company operates.
	vii)	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 him to the Company and the dividend, if any on equity shares held by him, Mr. Krishna Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than his appointment as Managing Director of the Company. Mr. Krishna Kejriwal is husband of Mrs. Chand Kejriwal and father of Mr. Rahul Kejriwal. He is also the promoter of the Company.

	C)	MRS. CHAND KEJRIWAL	
	i)	Background details	Mrs. Chand Kejriwal has gained a rich experience in the field of marketing, human resource management and general administration of the Company. She is involved in various social activities and human welfare.
	ii)	Past Remuneration	₹ 10.75 Lakhs per annum
	iii)	Recognition or awards	Mrs. Chand Kejriwal got recognition in various social activities and human welfare. She actively participated in social gatherings and got awards in a different field of floriculture
	iv)	Job profile and his 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 re-appointment of Mrs. Chand Kejriwal as Whole-time Director would be beneficial to the Company.
	v)	Remuneration proposed	₹ 18.00 Lakhs per annum
	vi)	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.
	vii)	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 and the dividend, if any on equity shares held by her, Mrs. Chand Kejriwal does not have any pecuniary relationship directly or indirectly with the Company other than her reappointment as Whole-time Director of the Company. Mrs. Chand Kejriwal is wife of Mr. Krishna Kejriwal and mother of Mr. Rahul Kejriwal. She is also the promoter of the Company.
	D)	MR. ANIL KUMAR AGRAWAL	
	i)	Background details	Mr. Anil Kumar Agrawal, aged 40 years, is a Post Graduate in Commerce and Fellow Member of Institute of Chartered Accountants of India and has 12 years of experience in the field of accounts, finance, banking, taxation and overall administration. He has made significant contribution in the area of Finance & Business restructure and has extensive experience in costing of automotive products, analysis of products mix, financial collaboration and planning / execution of Greenfield Projects.
	ii)	Past Remuneration	₹ 24.03 Lakhs per annum



	iii)	Recognition or awards	Mr. Anil Kumar Agrawal is Gold Medalist in graduation from the University of Rajasthan.
	iv)	Job profile and his suitability	Mr. Anil Kumar Agrawal would be responsible for the day to day affairs of the Company under supervision of Mr. K. Kejriwal Managing Director of the Company and overall control of the Board of Directors of the Company. Considering the qualification, experience, proven track record and performance of Mr. Anil Kumar Agrawal and contribution made by him for the growth of the Company as well as capacity to handle emerging challenges in the times to come, the re-appointment of Mr. Anil Kumar Agrawal as Director - Finance & CFO would be beneficial to the Company.
	v)	Remuneration proposed	₹ 31.00 Lakhs per annum (approx.)
	vi)	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	At par with the standards of the industry in which the Company operates.
	vii)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any	No relationship with any promoter, director or key managerial personnel
III	Other Information		
	i)	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 are mainly dependent upon the growth and prospects of the automobile industry as a 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.
	ii)	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.
	iii)	Expected increase in productivity and profits in measurable terms	The Company expects price of steel, the main raw material, to remain stable. Upsurge in demand for automobile industry will certainly have a positive bearing on the auto component industry.