



# **REMSONS** *Industries Limited*

(CIN: L51900MH1971PLC015141)

Regd. Off. : 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](http://www.remsons.com)

## **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013, read with rule 22 of the Companies (Management and Administration) Rules, 2014)

Dear Member(s),

**NOTICE** is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act'), read together with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), that the resolutions appended below be passed by the Members through postal ballot / electronic voting (e-voting). The statement pursuant to the provisions of Section 102 of the Companies Act, 2013 pertaining to the aforesaid resolutions setting out the material facts concerning each item and reasons thereof is annexed hereto with the Postal Ballot Form for your consideration.

The Board of Directors of the Company has appointed CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the postal ballot / e-voting process in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the enclosed self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self - addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5.00 p.m. on May 21, 2015 to be eligible for being considered, failing which, it will be strictly considered that no reply has been received from the Member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section 'Voting through Electronic Means'.

The Scrutinizer will submit his report to the Chairman of the Company after the completion of the Scrutiny of the Postal Ballot Forms (including e-voting). The result of postal ballot shall be declared on May 27, 2015 at 4.00 p.m. and communicated to the Stock Exchanges, Central Depository Services (India) Limited (CDSL) and shall also be displayed on the Company's website at [www.remsons.com](http://www.remsons.com).

### **RESOLUTIONS:**

#### **Item no. 1- Re-appointment of Mr. Sitaram B. Parwal as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Sitaram B. Parwal, Independent Director (DIN: 00518520) of the Company, whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Sitaram B. Parwal as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term up to March 31, 2019 and whose office shall not be liable to retire by rotation."

#### **Item no. 2 - Re-appointment of Mr. Ming Ching Tan as an Independent Director of the Company:**

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

**"RESOLVED THAT** pursuant to the provisions of Section 149, 152 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) read with Schedule IV to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), Mr. Ming Ching Tan, Independent Director (DIN: 05220488) of the Company, whose period of office is liable to determination by retirement of directors by rotation (under the erstwhile Companies Act, 1956) and in respect of whom the Company has received a notice in writing alongwith requisite deposit from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Ming Ching Tan as a candidate for the office of the Director, be and is hereby appointed as an Independent Director of the Company for a term up to March 31, 2019 and whose office shall not be liable to retire by rotation."

**By Order of the Board of Directors  
For REMSONS INDUSTRIES LIMITED**

Place : Mumbai  
Date: March 30, 2015

**Sukhdeo Purohit**  
Company Secretary

**Notes:**

1. The statement pursuant to Section 102 of the Act stating all material facts and the reasons for the proposal is annexed herewith.
2. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on April 10, 2015. The Postal Ballot Notice is being sent to Members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). For Members, whose email Ids are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage-prepaid self-addressed Business Reply Envelope.
3. Members whose names appear on the Register of Members / List of Beneficial Owners as on April 10, 2015 will be considered for the purpose of voting.
4. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
5. Member(s) can opt for only one mode for voting i.e. either by physical ballot or e-voting. In case, Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical Postal Ballot Forms shall be treated as invalid.
6. In case a Member is desirous of obtaining a printed Postal Ballot Form or a duplicate, he or she may send an e-mail to [remsons@vsnl.com](mailto:remsons@vsnl.com). The Registrar and Share Transfer Agents / Company shall forward the same along with postage-prepaid self addressed Business Reply Envelope to the Member.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the names of the Members as on April 10, 2015.
8. In compliance with Sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the Members to exercise their votes electronically and vote on all resolutions through the e-voting service facility arranged by CDSL. The e-voting facility is available at the link <https://www.evotingindia.com>. The instructions for electronic voting are annexed to this Notice.
9. A Member cannot exercise his vote by proxy on postal ballot.
10. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed Business Reply Envelope to the Scrutinizer, so that it reaches the Scrutinizer not later than 5.00 p.m. on May 21, 2015. The postage will be borne by the Company. However, envelopes containing postal ballots, if sent by courier or registered/speed post at the expense of the Members will also be accepted. If any Postal Ballot Form is received after 5.00 p.m. on May 21, 2015, it will be considered as if no reply from the Members has been received.
11. The Scrutinizer will submit his report to the Chairman of the Company after completion of scrutiny and the result of the voting by postal ballot will be announced by the Chairman or any Director of the Company duly authorized on May 27, 2015 at 4.00 p.m. at the Registered Office of the Company and shall also be displayed on the Company's website at [www.remsons.com](http://www.remsons.com) and communicated to the Stock Exchanges and Central Depository Services (India) Limited (CDSL) on that date.
12. The date of declaration of the results of the postal ballot shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.
13. All the material documents referred to in the Statement will be available for inspection at the registered office of the Company during office hours on all working days from the date of dispatch of the Notice till May 21, 2015.

**VOTING THROUGH ELECTRONIC MEANS**

Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on resolutions set forth in the Notice of Postal Ballot dated March 30, 2015. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. It is hereby clarified that it is not mandatory for a member to vote using the e-voting facility, and a member may avail of the facility at his/her/its discretion, subject to compliance with the instructions prescribed below:

The e-voting facility is available at the link [www.evotingindia.com](http://www.evotingindia.com)

(A) Procedure/ Instructions for e-voting are as under:

- (a) Open your web browser during the voting period and log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (b) Now click on "Shareholders" to cast your votes.
- (c) Fill up the following details in the appropriate boxes:
  - (i) 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.
  - (ii) Next enter the Image Verification as displayed and Click on Login.
  - (iii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
  - (iv) If you are a first time user follow the steps given below:  
For Members holding shares in Demat Form and Physical Form

|                        | 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) <ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name in CAPITAL letters and the 8 digits of the sequence number in the PAN field.</li> <li>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.</li> </ul> |
| 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.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                       |
|                        | <ul style="list-style-type: none"> <li>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.</li> </ul>                                                                                                                                                                                                                                                                                                                                                                                                                                        |

- (d) After entering these details appropriately, click on "SUBMIT" TAB.  
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 company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (e) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (f) You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- (g) If you are holding shares in Demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- (h) Click on the EVSN for the Remsons Industries Limited on which you choose to vote.
- (i) 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.
- (j) Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- (k) 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.
- (l) Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- (m) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (n) 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.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> 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](mailto:evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, 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 Postal Ballot dated March 30, 2015.

**(B) General:**

- (a) In case of any queries regarding e-voting you may refer to the 'user manual for shareholders to cast their votes' available at [www.evotingindia.com](http://www.evotingindia.com) under 'HELP'.
- (b) If you are already registered with CDSL for e-voting then you can use your existing user ID and password for casting your vote.
- (c) The e-voting period commences on April 22, 2015 (9.00 a.m.) and ends on May 21, 2015 (5.00 p.m.). During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of April 10, 2015, may cast their votes electronically. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
- (d) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of April 10, 2015.

- (e) CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (f) The Scrutinizer shall within a period of not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any and submit forthwith to the Chairman of the Company.
- (g) The result of the e-voting along with the Scrutinizer's Report shall be communicated to the Stock Exchanges and shall also be placed on the Company's website [www.remsons.com](http://www.remsons.com) and on the website of CDSL immediately after the result is declared by the Chairman.

## STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

### ITEM NOS. 1 & 2

Mr. Sitaram B. Parwal and Mr. Ming Ching Tan were appointed as Independent Directors of the Company on August 1, 2007 and September 26, 1994 respectively. Their office is liable to retire by rotation at the Annual General Meeting of the Company as per their terms of appointment.

In terms of provisions of Section 149 and 152 of the Companies Act, 2013 which came into effect from April 1, 2014, 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. Additionally, the Ministry of Corporate Affairs, Government of India, by a notification, has clarified that if a Company intends to appoint existing independent directors under the Act, such appointment must be made expressly within one year from April 1, 2014.

To comply with the aforesaid provisions of the Companies Act, 2013 and the notification of the Ministry of Corporate Affairs, the Board of Directors, in its meeting held on March 30, 2015 has, subject to the approval of Members by way of postal ballot process, proposed to appoint Mr. Sitaram B. Parwal and Mr. Ming Ching Tan as Independent Directors of the Company to hold office for a term as such upto March 31, 2019, who shall not be liable to retire by rotation.

The Company has received notices in writing along with requisite deposits under section 160 of the Companies Act, 2013 from a Member proposing their candidatures for the office of Independent Director.

The Company has also received from Mr. Sitaram B. Parwal and Mr. Ming Ching Tan requisite declarations pursuant to Section 149(7) of the Companies Act, 2013 to the effect that they meet the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

As stipulated under Clause 49 of the Listing Agreement, brief resume of Mr. Sitaram B. Parwal and Mr. Ming Ching Tan, proposed to be appointed, are given below.

In the opinion of the Board, Mr. Sitaram B. Parwal and Mr. Ming Ching Tan proposed to be appointed as Independent Directors fulfill the conditions specified in the Act and the rules made thereunder and are independent of the Management. The Board accordingly recommends the resolutions as set out at item nos. 1 and 2 of the Notice for approval of the members through postal ballot process.

Except Mr. Sitaram B. Parwal and Mr. Ming Ching Tan, none of the Directors, Key Managerial Personnel of your Company or relatives of Directors/Key Managerial Personnel are concerned or interested in the aforesaid resolutions.

### Brief resume of directors being re-appointed

(in pursuance of Clause 49 of the Listing Agreement):

|                                                            |                                                                                                                                                                                                                                                |                                                                                                                                                |
|------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------|
| <b>Name of the Director</b>                                | Mr. Sitaram B. Parwal                                                                                                                                                                                                                          | Mr. Ming Ching Tan                                                                                                                             |
| <b>Date of Birth</b>                                       | October 21, 1947                                                                                                                                                                                                                               | November 19, 1962                                                                                                                              |
| <b>Nationality</b>                                         | Indian                                                                                                                                                                                                                                         | Singapore                                                                                                                                      |
| <b>Date of Appointment on the Board</b>                    | August 1, 2007                                                                                                                                                                                                                                 | September 26, 1994                                                                                                                             |
| <b>Designation</b>                                         | Independent Director                                                                                                                                                                                                                           | Independent Director                                                                                                                           |
| <b>Qualification</b>                                       | B.Com. from University of Indore                                                                                                                                                                                                               | Graduate                                                                                                                                       |
| <b>Experience/Expertise</b>                                | Expertise in Manufacture of Auto Control Cables, Speedometer Cables, Quality Control and general administration.                                                                                                                               | Technically qualified as GEO Singapore. Associated with Heng Hoe Motor Co., Singapore and Confirm Trading (s) Pte Ltd. for past Several Years. |
| <b>Shareholding in the Company</b>                         | 157 shares                                                                                                                                                                                                                                     | NIL                                                                                                                                            |
| <b>Directorships in other Companies</b>                    | Sando Safety Equipment Pvt. Ltd.                                                                                                                                                                                                               | NIL                                                                                                                                            |
| <b>Membership in committees</b>                            | <b>Audit Committee</b><br>Remsons Industries Limited (Chairman)<br><b>Stakeholders' Relationship Committee</b><br>Remsons Industries Limited (Member)<br><b>Nomination &amp; Remuneration Committee</b><br>Remsons Industries Limited (Member) | NIL                                                                                                                                            |
| <b>Relationship with existing Directors of the Company</b> | NA                                                                                                                                                                                                                                             | NA                                                                                                                                             |

By Order of the Board of Directors  
For REMSONS INDUSTRIES LIMITED

Place : Mumbai  
Date: March 30, 2015

Sukhdeo Purohit  
Company Secretary