

**NOTICE OF POSTAL BALLOT**

(Pursuant to Section 192A of the Companies Act, 1956)

Dear Shareholders,

Notice is hereby given pursuant to Section 192A of the Companies Act, 1956 (Act) read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001 to the Members of Remsons Industries Limited to transact the following special business by passing the Ordinary Resolution through Postal Ballot:

In terms of Section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2001, a Public Limited Company may propose any resolution to be passed through postal ballot in accordance with the provisions contained therein. To facilitate wider participation in the approval process by shareholders residing at different locations, the company is seeking approval of the Members through postal ballot instead of convening a general meeting of the shareholders. Accordingly, the Resolution seeking approval of the members of the Company u/s 293(1)(e) of the Companies Act, 1956, as appended below and the Explanatory Statement pertaining to the said resolution setting out the material facts and the reasons thereof is being sent to you for your consideration, along with a Postal Ballot Form.

The Board of Directors has appointed Mr. I. Qureshi, Practicing Chartered Accountant, as Scrutinizer for conducting the Postal Ballot Process in a fair and transparent manner.

You are requested to carefully read the instructions printed in the Postal Ballot Form and return the said Form (No other form or photocopy of the Postal Ballot Form is permitted) duly completed with the assent (for) or dissent (against) and signed, in the attached self-addressed postage pre-paid business reply envelope so as to reach the scrutinizer on or before 5.30 p.m. on Monday, 17<sup>th</sup> January, 2011, failing which, it will be strictly treated as if no reply has been received from the members. The postage will be borne and paid by the Company.

The Scrutinizer, after completion of scrutiny, will submit his report to the Chairman of the Company or in his absence to any other Director, Company Secretary or any other Authorized Officer. The result of the Postal Ballot shall be declared by the Chairman or any other Director duly authorized by the Board on Friday, 21<sup>st</sup> January, 2011 at the Registered Office of the Company situated at 88-B, Government Industrial Estate, Kandivli (West), Mumbai-400 067. The result of the Postal Ballot will also be displayed at the Notice Board of the Registered Office besides communicating to the Stock Exchanges where the Company's shares are listed.

The date of declaration of result of the Postal Ballot shall be the date on which the resolution would be deemed to have been passed.

**Special Business**

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

**"RESOLVED THAT** pursuant to Section 293(1)(e) and other applicable provisions, if any, of the Companies Act, 1956, the Board of Directors of the Company be and are hereby authorized to contribute to charitable and other funds not directly relating to the business of the Company or the welfare of its employees, such amount or amounts the aggregate of which will not in any financial year, exceed Rs.50,00,000/- (Rupees Fifty lacs Only) or 5% of the Company's average net profits as determined in accordance with the provisions of Sections 349 & 350 of the Act during the three financial years immediately preceding, whichever is greater."

**Note:**

1. The relative Explanatory Statement pursuant to Sections 173 (2) and 192A(2) of the Companies Act, 1956 setting out material facts is annexed hereto.



## REMSONS Industries Limited

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

### EXPLANATORY STATEMENT (PURSUANT TO SECTION 173(2) READ WITH SECTION 192A(2) OF THE COMPANIES ACT, 1956.)

Members are aware that **REMSONS** has completed 50 years of its operations. All along during our 50 years' journey, it is our belief that as we move towards meeting our corporate goals in the interest of all our stake holders, Corporate Social Responsibility (CSR) must at the same time form an integral part of the company's business philosophy. On the occasion of this Golden Jubilee year of **REMSONS** operations, as part of the CSR initiative, the company proposes to enhance its participation in social welfare and community development at large through contributions to charitable and other funds engaged in social welfare and community development activities in the areas of health, education, environment, relief and assistance to the poor etc. The said contributions to charitable and other funds do not directly relate to the business of the company or the welfare of its employees.

Sub-section (1) (e) of Section 293 of the Companies Act, 1956, inter-alia, provides that the Board of Directors of a Public Company shall not except with the consent of such Public Company in General Meeting, contribute to charitable and other funds not directly related to the business of the company or welfare of its employees, any amounts the aggregate of which will, in any financial year, exceed Rs. 50,000/- or 5% of its average net profits as determined in accordance with the provisions of Sections 349 and 350 of the Act, during the three financial years immediately preceding, whichever is greater.

Accordingly, in order to enable the Company to contribute towards charitable and other funds not directly relating to the business of the Company or the welfare of its employees, approval of members is sought to authorize the Board of Directors to make the aforesaid contribution of such an amount in any financial year which will be greater of Rs.50 lacs or 5% of average net profits of the Company as determined in accordance with the provisions of Sections 349 and 350 of the Act, during the immediately preceding three financial years.

The Board of Directors accordingly recommends the Ordinary Resolution set out in the accompanying notice for approval of the members. Your approval is sought by way of voting by postal ballot in terms of provisions of Section 192A of the Companies Act, 1956 read with provisions of the Companies (Passing of Resolution by Postal Ballot) Rules 2001.

None of the Directors is in any way concerned or interested in the proposed resolution.

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

By Order of the Board  
For Remsons Industries Limited

Sukhdeo Purohit  
Company Secretary

Date: 23<sup>rd</sup> November, 2010