

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING OF THE BOARD OF DIRECTORS OF REMSONS INDUSTRIES LIMITED HELD AT THE REGISTERED OFFICE AT 88-B, GOVERNMENT INDUSTRIAL ESTATE, KANDIVLI (W), MUMBAI-400 067 ON TUESDAY, 23RD NOVEMBER, 2010 AT 04.30 P.M.

RESOLVED THAT pursuant to Section 192A and other applicable provisions, if any, of the Companies Act, 1956 read with the Companies (Passing of Resolution by Postal Ballot) Rules, 2001, the approval of members of the Company be sought u/s 293(1)(e) of the Companies Act, 1956 (Act) by way of an ordinary resolution through postal ballot duly authorizing the Board 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.

RESOLVED FURTHER THAT the calendar of events as mentioned herein below be and is hereby approved and Mr. Krishna Kejriwal, Managing Director or Mr. Sukhdeo Purohit, Company Secretary of the Company be and are hereby severally authorized to alter/modify/extend the calendar of events, if considered necessary for implementation of the above resolution.:

CALENDAR OF EVENTS

S. No.	Particulars	Date of Completion
1	Consent of Scrutinizer	22.11.2010
2	Meeting of the Board of Directors to approve the following :	23.11.2010
	A Approval of Notice to members along with explanatory statement to be annexed thereto	
	B Appointment of Scrutinizer and approval of his remuneration	
	C Authorizing the Managing Director and/ or Company Secretary to be responsible for the Postal Ballot process	
	D Approval of Calendar of Events	

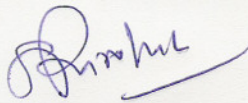
S. No.	Particulars	Date of Completion
3	Intimation to the Stock Exchanges about the postal ballot	23.11.2010
4	To file a copy of Board Resolution along with calendar of events to the ROC and the Stock Exchanges within one week of the Board Meeting.	29.11.2010
5	To Dispatch Notice and Postal Ballots to mailer for dispatching the same to the Members of the Company	.11.12.2010
6	To complete dispatch of Notices along with postal ballots, etc.	14.12.2010
7	To release an advertisement in newspaper regarding postal ballot process	16.12.2010
8	Last date of receipt of postal ballots by Scrutinizer	17.01.2011
9	Preparation of Scrutinizers' Report and submission of the same to the Chairman	19.01.2011
10	Declaration of result of Postal Ballot process & display on the notice Board	21.01.2011
11	Intimation of the results of the Postal Ballot to the exchanges	21.01.2011
12	Last date for getting the minutes of Postal Ballot signed by the Chairman	24.01.2011
13	Handing over the postal ballots papers, register and other related papers to the Director / Chairman of the Company by the Scrutinizer	25.01.2011

RESOLVED THAT the draft Postal Ballot Notice together with Explanatory Statement annexed thereto, as placed before the Board be and is hereby approved.

RESOLVED FURTHER THAT M/s I.Qureshi ,Practicing Chartered Accountant,, Mumbai, who has given his consent to act as Scrutinizer be and is hereby appointed as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner at a remuneration mutually agreed to between the Chairman and the Scrutinizer.

RESOLVED FURTHER THAT Mr. Krishna Kejriwal, Managing Director or Mr. Sukhdeo Purohit, Company Secretary of the Company are hereby severally authorized to complete the entire postal ballot process and to sign the said Postal Ballot Notice and issue the same to the Members of the Company and all other persons entitled to receive the notice and to do or cause to be done all such acts, deeds and things as may be necessary or expedient for the purpose."

Certified to be true
For **Remsons Industries Limited**



Sukhdeo Purohit
Company Secretary

