REMSONS
Industries Ltd.
P.O.Bag No. 7685 Mumbai - 400067.
Tel. : 26122368, 26113883
26114452
Email : remsons@vsnl.com
Web. : www.remsons.com
CIN : L51900MH1971PLC015141

30th August, 2018

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 pursuant to Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

With reference to the captioned subject, we wish to inform you that the 46th Annual General Meeting of the members of the Company will be held on Monday, 24th September, 2018 at 11:00 A.M. at Juhu Vile Parle Gymkhana Club Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049. A copy of Notice of 46th Annual General Meeting is enclosed herewith.

Further, pursuant to the provisions of Section 91 of Companies Act, 2013 and Regulation 42 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, notice is hereby given that the Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive) for the purpose of Annual general Meeting and payment of dividend for the year ended 31st March, 2018, if declared at the ensuing Annual General Meeting.

A copy of Notice of 46th Annual General Meeting alongwith Proxy Form, Attendance Slip and Route Map is enclosed herewith.

The dividend for the year ended 31st March, 2018 shall be paid to those shareholders, whose names stand on the Register of Members / List of Beneficial Owners as on the cut-off date i.e. Monday, 17th September, 2018.

Kindly take the same on record.

Yours faithfully,

For REMSONS INDUSTRIES LIMITED

REMSONS INDUSTRIES LIMITED MUMBAI

ROHIT DARJI
COMPANY SECRETARY & COMPLIANCE OFFICER

Encl.: A/a

REMSONS INDUSTRIES LIMITED
(CIN: L51900MH1971PLC015141)
401, 4th Floor, Gladiola, Hanuman Road,
Vile Parle, (East), Mumbai - 400057,
Tel. : (022) 26113883, 26112368
Email id: remsons@vsnl.com, website: www.remsons.com

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the members of Remsons Industries Limited will be held on Monday, 24th September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Directors' and the Auditors' thereon and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution :**

   "**RESOLVED THAT** the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. To declare dividend on Equity Shares for the financial year ended 31st March, 2018 and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution :**

   "**RESOLVED THAT** pursuant to the recommendation of the Board of Directors of the Company, dividend @ 13% (₹ 1.30 per share) on the 5713357 Equity Shares of ₹ 10/- each of the Company for the year ended 31st March, 2018 be and is hereby declared out of the current profits of the Company and that the same be paid to those shareholders whose names appear on the Company's Register of Members / List of Beneficiaries as on Monday, 17th September, 2018 and that the dividend warrants / demand drafts be posted or direct credit through NECS be given within 30 days hereof only to those shareholders who are entitled to receive the payment of dividend."

3. To appoint a Director in place of Mrs. Chand Kejriwal (DIN: 00513737), Whole-time Director, who retires by rotation and being eligible, offers herself for re-appointment as a Director and in this regard, if thought fit, pass the following resolution as an **Ordinary Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mrs. Chand Kejriwal (DIN: 00513737), Director of the Company, who retired by rotation and being eligible, had offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

4. To reappoint Mr. Paresh N. Bhagat as an Independent Director and in this regard, if thought fit, pass the following resolution as a **Special Resolution:**

   "**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Paresh N. Bhagat (DIN : 00107783), an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and eligible for re-appointment, be and is hereby re-appointed as an Independent Director of the Company to hold office for further five consecutive years from 1st April, 2019 to

31st March, 2024 and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.”

5. To reappoint Mr. Rahul Kejriwal as Whole-Time Director of the Company and in this regard, if thought fit, 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 reenactment(s) thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole-Time Director of the Company, liable to retire by rotation, for a further period of 2 (two) years with effect from 1st June, 2018 on terms and conditions including remunerations as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said appointment and / or remuneration, as it may deem fit and mutually agreed upon with Mr. Rahul Kejriwal:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹1,50,000/- per month
2.	HRA	₹ 55,000/- per month
3.	Conveyance Allowance	₹ 30,000/- per month
4.	Education Allowance	₹ 20,000/- per month
5.	City Compensation Allowance	₹ 30,000/- 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.	Provision of Motor Car	Motor Car with Driver or ₹ 25,000/- per month
9.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
10.	Personal Accident Insurance	As per rules of the Company
11.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Mr. Rahul Kejriwal as referred above, has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as 'Minimum Remuneration' in the respective financial years to him, notwithstanding that the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

6. To reappoint Mr. Anil Kumar Agrawal as Whole Time Director (designated as Director Finance & CFO) of the Company and in this regard, if thought fit, 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 thereof for the time being in force), in accordance with the provisions of Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and subject to all other sanctions, approvals and permissions as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such sanctions, approvals and permissions, the re-appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Whole Time Director (designated as Director Finance & CFO) of the Company, liable to retire by rotation, for a period of 2 (two) years with effect from 11th August, 2018 on terms and conditions including remunerations as set out herein below be and is hereby approved, with the liberty to the Board of Directors to alter or vary the terms and conditions of the said re-appointment and / or remuneration, as it may deem fit and mutually agreed with Mr. Anil Kumar Agrawal:

Sr. No.	Particulars	Amount (in ₹)
1.	Salary (Basic)	₹ 1,25,000/- per month
2.	HRA	₹ 21,000/- per month
3.	Conveyance Allowance	₹ 40,000/- per month
4.	Education Allowance	₹ 30,000/- per month
5.	Uniform Allowance	₹ 30,000/- per month
6.	Medical	₹ 1,250/- per month
7.	Bonus	₹ 1,000/- per month
8.	Adhoc Allowance	₹ 40,000/- per month
9.	Soft Furnishing Allowance	₹ 36,400/- per month
10.	Leave Travel Concession	As per rule of the Company not exceeding ₹48,000/- per annum.
11.	Provision of Motor Car	Motor Car with Driver or ₹ 25,000/- per month
12.	Provident and other funds including superannuation and gratuity	As per rules of the Company.
13.	Personal Accident Insurance	As per rules of the Company
14.	Leave encashment	Encashment of accumulated leaves as per the rules of the Company

RESOLVED FURTHER THAT in case the Company, during the currency of tenure of Mr. Anil Kumar Agrawal as referred above, has no profits or its profits are inadequate, the payment of salary, perquisites and other allowances as approved by this resolution shall be payable as 'Minimum Remuneration' in the respective financial years to him, notwithstanding that the same may exceed the ceiling limit laid down in Section 197 and Schedule V to the Act.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary, proper or desirable and to settle any questions, difficulties and/or doubts that may arise in this regard in order to implement and give effect to the foregoing resolution."

By Order of the Board of Directors
For Remsons Industries Limited

Place: Mumbai
Dated: 11th August, 2018

Rohit Darji
Company Secretary
& Compliance Officer

Registered Office:
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai - 400057

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 PROXY FORMS, IN ORDER TO BE VALID, SHOULD BE DULY COMPLETED, STAMPED AND SIGNED AND MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER 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 shareholder.

2. The Statement pursuant to Section 102 of the Companies Act, 2013, with respect to Special Business is annexed hereto and forms part of the Notice.

3. The Corporate members are requested to send duly certified copy of the Board Resolution pursuant to Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting (including through e-voting) or any adjournment thereof.

4. Members/ Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the Venue of the Meeting. 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.

5. Members having multiple folios in identical names or in joint names in the same order are requested to send the share certificate(s) to the Company's Registrar and Share Transfer Agents (RTA), Sharex Dynamic (India) Private Limited for consolidation of all such shareholding into one folio to facilitate better services.

6. 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 / DPID/ Client ID in all correspondences with the Company.

7. Pursuant to Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ('Listing Regulations') and Secretarial Standards on General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) a brief resume and the relevant details of the Directors proposed to be appointed/re-appointed at the ensuing 46th Annual General Meeting (AGM) are stated in the Explanatory Statement of the Notice.

8. Relevant documents referred to in accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, 18th September, 2018 to Monday, 24th September, 2018 (both days inclusive).

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are

therefore requested to submit their respective PAN details to their respective Depository Participants with whom they have their DEMAT account(s). Members holding shares in physical form can submit their PAN details to the RTA of the Company.

11. 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 electronic form may update such details with their respective Depository Participants.

12. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the company.

13. Non Resident Indian members are requested to inform the Company's RTA immediately of any change in their residential status on return to India for permanent settlement, their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code, if not furnished earlier.

14. The dividend on Equity Shares as recommended by the Board of Directors for the year ended 31st March, 2018, if approved at the ensuing Annual General Meeting, will be paid to those members whose names stand registered in the Register of Members as on Monday, 17th September, 2018 and in respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as beneficial owners as on that date.

15. 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 in its records.

Members are therefore requested to submit their e-mail ID and other details vide the e-mail updation form attached in this 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.

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

16. 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. upto the date of the Annual General Meeting and will be open for inspection during the Annual General Meeting also.

17. 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 to enable the Company keep the information readily available at the meeting.

18. The Notice of the 46th Annual General Meeting (AGM) and instructions for 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.

19. 98.28% of the total equity shares of the Company were held in dematerialized form as on 31st March 2018. Members desiring to dematerialize/ rematerialize their shares may forward their request directly to the Depository Participant with whom they have opened the account.

20. Route Map for the venue of the proposed AGM of the Company is appearing at the end of the Annual Report and is also uploaded on the website of the Company i.e. www.remsons.com.

21. Members may also note that the 46th Annual Report for the year 2017-18 is also available on the website of the Company i.e. www.remsons.com.

22. In case of joint holders attending the meeting, the joint holder with highest in order of names will be entitled to vote.

23. Voting through electronic means:

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide e-voting facility to its members to cast their votes electronically on the resolutions mentioned in the Notice convening 46th AGM of the Company dated 11th August, 2018. The Company has engaged services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility.

The facility for voting through polling paper shall also be made available at the venue of the 46th AGM. The members attending the meeting, who have not already cast their vote through e-voting shall be able to exercise their voting rights at the meeting. The members who have already cast their vote through e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM. The E-voting is optional.

The Company has appointed CS Manish Baldeva, Proprietor M/s. M Baldeva Associates, Company Secretaries, Thane (M. No.: FCS6180/COP No.: 11062) as the Scrutinizer for conducting the e-voting and poll process at the AGM in a fair and transparent manner.

The 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. Monday, 17th September, 2018.

The e-voting period commence on Friday, 21st September, 2018 (09:00 am) and ends on Sunday, 23rd September, 2018 (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. Monday, 17th September, 2018 may cast their votes electronically. The e-voting module shall be disabled by CDSL for voting after 05.00 pm on 23rd September, 2018. Once the vote on a resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

E-VOTING

A. PROCEDURE AND INSTRUCTION FOR E-VOTING:

i. The shareholders should log on to the e-voting website www.evotingindia.com.

ii. Click on Shareholders.

iii. Now Enter 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.

iv. Next enter the Image Verification as displayed and Click on Login.

v. Members holding shares in DEMAT form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then existing password is to be used.

vi. If 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 sequence number printed on the Attendance Slip.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

vii. After entering these details appropriately, click on "SUBMIT" tab.

viii. 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.

ix. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

x. Click on the EVSN for the 'Remsons Industries Limited' on which members choose to vote.

xi. On the voting page, members 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 assent to the Resolution and option NO implies dissent to the Resolution.

xii. Click on the 'RESOLUTION FILE LINK' if members wish to view the entire Resolution details.

xiii. After selecting the resolution members have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm vote, click on "OK", else to change vote, click on "CANCEL" and accordingly modify vote.

xiv. Once the members 'CONFIRM" their vote on the resolution, they will not be allowed to modify their vote.

xv. Members can also take out print of the voting done by clicking on "Click here to print" option on the Voting page.

xvi. If DEMAT account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xvii. 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. Apple 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 the mobile.

xviii. Note 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 www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed 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 linked in the login should be emailed 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.

B. 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) 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. 17th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com.

c) However, if members are already registered with CDSL for e-voting then they can use their existing user ID and password for casting the vote. In Case members forget their password, they can reset the same by using "Forgot User Details/Password" option available on www.evotingindia.co.in.

d) 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 e-voting as well as voting at the AGM through ballot paper.

e) The facility for voting through polling papers shall be made available at the venue of the 46th Annual General Meeting for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

f) A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.

g) In case, shareholders cast their vote through both e-voting and voting through polling paper, then vote casted through e-voting shall be considered and vote cast through polling paper shall be treated as invalid.

h) 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 "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting facility.

i) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through 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.

j) The Results declared along with the report of the Scrutinizer 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 Limited 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. 4

The Members of the Company, at the 42nd Annual General Meeting held on 30th September, 2014 had approved the appointment of Mr. Paresh N. Bhagat, as an Independent Director of the Company, whose term is due to expire on 31st March, 2019.

According to the provisions of Section 149(10) read with Schedule IV of the Companies Act, 2013 (the Act) an Independent Director can hold office for a term of upto five consecutive years on the Board of a Company, however shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

In line with the aforesaid provisions of the Act and in view of experience of over 35 years in Financial Services as Promoter and Chairman of Mangal Keshav Group of Companies, continued valuable guidance to the management and strong Board performance of Mr. Paresh N. Bhagat, it is proposed to re-appoint him for a second term as an Independent Director of the Company for a further period of five years from 1st April, 2019 to 31st March, 2024.

Pursuant to Section 160(1) of the Companies Act, 2013, the Company has received a notice in writing from one of the Members of the Company signifying his candidature as a director for a second term of five years as Independent Director.

In the opinion of the Board, Mr. Paresh N. Bhagat fulfills the conditions specified in the Act for an Independent Director and he is independent of the management. Copy of the draft letter for re-appointment of Mr. Paresh N. Bhagat as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, except Saturdays.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Paresh N. Bhagat as an Independent Director. Accordingly, the Board recommends passing of the Resolution set out at Item No. 4 of the Notice as a Special Resolution.

Brief resume of the Director proposed to be re-appointed as stipulated under the Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 'General Meeting' is given in the annexure to the Notice.

Mr. Paresh N. Bhagat is not holding any shares in the Company.

Except Mr. Paresh N. Bhagat being an appointee, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

ITEM NO. 5

Mr. Rahul Kejriwal, aged 39 years is Bachelor of Commerce from Narsee Monjee College, Mumbai. His current term as Whole Time Director of the Company expired on 31st May, 2018. Considering his performance and contribution as Whole Time Director of the Company, the Board of Directors on recommendation of Nomination and Remuneration Committee and approval of the Audit Committee of the Company, re-appointed Mr. Rahul Kejriwal as Whole Time Director of the Company for a further period of two (2) years w.e.f. 1st June, 2018 on the terms and conditions as mentioned in the resolution as set out at Item no. 5 of Notice of 46th AGM of the Company, subject to approval of the members 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 in annexure to the Notice of 46th AGM of the Company.

The Board recommends Special Resolution as set out at Item no. 5 of the Notice of 46th 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, financial or otherwise, in the resolution set out at Item No. 5.

ITEM NO. 6

Mr. Anil Kumar Agrawal, aged 42 years is a Post Graduate in Commerce and a Fellow Member of Institute of Chartered Accountants of India. His current term as Whole Time Director expired on 10th August, 2018. Considering his performance and contribution as Whole Time Director (designated as Director - Finance & CFO) of the Company, the Board of Directors, on recommendation of Nomination and Remuneration Committee and approval of by the Audit Committee of the Company, re-appointed Mr. Anil Kumar Agrawal as Whole Time Director (designated as Director- Finance & CFO) of the Company for a further period of two (2) years w.e.f. 11th August, 2018 on the terms and conditions mentioned in the resolution as set out at Item no. 6 of Notice of 46th 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 in annexure to the Notice of 46th AGM of the Company.

The Board recommends the Special Resolution as set out at Item no. 6 of the Notice of 46th AGM of the Company for your approval.

Except Mr. Anil Kumar Agrawal being an appointee, none of the Directors and Key Managerial Personnel of your Company or their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

By Order of the Board of Directors
For Remsons Industries Limited

Place: Mumbai
Dated: 11th August, 2018

Rohit Darji
Company Secretary
& Compliance Officer

Registered Office:
401, 4th Floor, Gladdiola, Hanuman Road,
Vile Parle (East), Mumbai - 400057

In pursuance of the Regulation 36(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 'General Meeting' details of the Directors seeking appointment / re-appointment at the ensuring Annual General Meeting are as follows:

Name of Director	**Mrs. Chand Kejriwal**	**Mr. Paresh N. Bhagat**	**Mr. Rahul Kejriwal**	**Mr. Anil Kumar Agrawal**
Designation	Whole-Time Director	Independent Director	Whole-Time Director	Director-Finance & CFO
DIN	00513737	00107783	00513777	00513805
Date of Birth	5th October, 1956	5th September,1959	29th August, 1979	5th August, 1976
Age	62 years	59 years	39 years	42 years
Nationality	Indian	Indian	Indian	Indian
Date of Appointment in current position	1st April, 2016	5th February, 2014	1st June, 2016	11th August, 2016
Expertise in specific functional areas	General Administration, Marketing, Human Resource Management	Experience of over 35 years in Financial Services. Promoter and Chairman of Mangal Keshav Group of Companies.	Expertise in Production and Marketing.	Finance, Accounts, Banking, Taxation and General Administration.
Qualifications	Inter (Arts), University of Bombay	B. Com from University of Bombay	B. Com from Narsee Monjee College, Mumbai	M.Com from University of Rajasthan, Jaipur and Fellow Member of Institute of Chartered Accountants of India.
Directorship held in other Companies	None	1.Paresh Infrastructure Pvt. Ltd. 2.MK Commodity Brokers Ltd. 3.Mangal Keshav Capital Ltd. 4.Mangal Keshav Securities Ltd. 5.Skyfire Consultancy Pvt. Ltd. 6.Skyfire Stories Pvt. Ltd.	1. Goodluck Electronics Pvt. Ltd. 2. Remsons Cable Industries Pvt. Ltd.	None
Chairmanship / Membership of the Committees of the Board of Directors of other Listed Company	None	None	None	None
Disclosure of relationships between directors inter-se	She is wife of Mr. Krishna Kejriwal, Chairman & Managing Director and mother of Mr. Rahul Kejriwal, Whole Time Director of the Company	He is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.	He is son of Mr. Krishna Kejriwal, Chairman & Managing Director and Mrs. Chand Kejriwal, Whole Time Director of the Company	He is not related with any Director or Key Managerial Personnel as per provisions of Section 2(77) of the Companies Act, 2013.
Shareholding in the Company	17,08,444 Equity shares of Rs.10/- each	NIL	3,06,851 Equity shares of Rs.10/- each	28 Equity shares of ₹ 10/- each
No. of Board Meetings attended during FY 2017-18	4	2	3	4

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	Remsons an Original Equipment Manufacturer (OME) supplying to two, three, four wheelers manufacturers all over India and exports Globally. Control cables also known as Bowden cables globally are supplied by Remsons to International OEM's. Remsons also manufacturers Gear Shifters that are Dash Mounted & Floor Mounted for four wheeler and Light, medium and heavy duty truck applications..
	(2)	Date or expected date of commencement of commercial production.	The Company is in existence and 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.	Not Applicable
	(4)	Financial performance based on given indicators (during the year ended 31st March, 2018)	EPS: ₹ 6.03 Return on Networth: 5.93%
	(5)	Foreign investments or collaborators, if any	Nil
II		**Information about the appointees**	
	A	**Mr. Rahul Kejriwal**	
	1	Background details	Mr. Rahul Kejriwal, aged 39 years, is a Commerce Graduate from Narsee Monjee College, Mumbai and having 15 years of experience in the field of Marketing. 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.
	2	Past Remuneration	₹ 21.05 Lakhs per annum
	3	Recognition or awards	Mr. Rahul Kejriwal is Commerce Graduate from Narsee Monjee College, Mumbai.
	4	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 re-appointment of Mr. Rahul Kejriwal as Whole-Time Director would be beneficial to the Company.
	5	Remuneration proposed	₹ 40.40 Lakhs per annum approx.
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person.	Considering his rich experience, 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 inwhich the Company operates.
	7	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Rahul Kejriwal has no other pecuniary relationship with the Company, directly or indirectly, or with managerial personnel, except that he is one of the Promoter, holding shares in the Compnay and son of Mr. Krishna Kejriwal, Chairman & Managing Director and Mrs. Chand Kejriwal Whole Time Director of the Company.
	B	**Mr. Anil Kumar Agrawal**	
	1	Background details	Mr. Anil Kumar Agrawal, aged 42 years, is a Post Graduate in Commerce and Fellow Member of Institute of Chartered Accountants of India and having 15 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 Greenfiled Projects.
	2	Past Remuneration	₹ 28.52 Lakhs per annum
	3	Recognition or awards	Mr. Anil Kumar Agrawal is Gold Medalist in graduation from the University of Rajasthan.
	4	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. 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.
	5	Remuneration proposed	₹ 43.00 Lakhs per annum (approx.)
	6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position	Considering his rich experience, the terms of the remuneration payable to Mr. Anil Kumar Agarwal are considered fair, just and reasonable and are at par with the standards of the industry in which the Company operates.

	7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	He does not have other any pecuniary relationship directly or indirectly with Company and other managerial personnel.
III		**Other Information**	
	1	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.
	2	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.
	3	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.

REMSONS INDUSTRIES LTD.

(CIN : L51900MH1971PLC015141)
401, 4TH Floor, Gladiola, Hanuman Road Vile Parle, (East), Mumbai-400057
Tel: (022) 26113883, 26112368, Email : remsons@vsnl.com, Website: www.remsons.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

46TH ANNUAL GENERAL MEETING ON MONDAY, 24TH SEPTEMBER, 2018

Name of the member (s) : ______________________________
Name of the Joint holder, if any : ______________________________
Registered address : ______________________________
____
____
____
E-mail Id : ______________________________
Folio No/ Client Id/DP Id : ______________________________

I/We, being a Member (s) of ________________ shares of Remsons Industries Limited hereby appoint:

1. Name:______________________________

Address: ______________________________

Email ID: ____________________ Signature: ____________________, or failing him/her

1. Name:______________________________

Address: ______________________________

Email ID: ____________________ Signature: ____________________, or failing him/her

1. Name:______________________________

Address: ______________________________

Email ID: ____________________ Signature: ____________________

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 46th Annual General Meeting of the Company to be held on Monday, 24th September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049 and at any adjournment thereof in respect of such resolutions as are indicated below**:**

Item Number	Resolutions	Vote (Optional see note 2) Please mention no. of Share(s))		
		For	**Against**	**Abstain**
	Ordinary Business:			
1	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2018 together with the Reports of the Directors' and the Auditors' thereon			
2	Ordinary Resolution for declaration of dividend on equity shares for the financial year ended on 31st March, 2018.			
3	Ordinary Resolution for appointment a Director in the place of Mrs. Chand Kejriwal (DIN: 00513737) Whole Time Director who retires by rotation and being eligible, offers herself for re-appointment.			
	Special Business:			
4	Special Resolution for re-appointment of Mr. Paresh N. Bhagat (DIN.: 00107783), as an Independent Director of the Company for a second term of five years w.e.f. from 1st April, 2019.			
5	Special Resolution for re-appointment of Mr. Rahul Kejriwal (DIN: 00513777) as Whole-Time Director of the Company for a further period of 2 years w.e.f. 1st June, 2018.			
6	Special Resolution for re- appointment of Mr. Anil Kumar Agrawal (DIN: 00513805) as Whole-Time Director of the Company for a further period of 2 years w.e.f. 11th August, 2018.			

Signed this _________ day of _______, 2018

Signature of Member: _________________________

Affix
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. It is optional to indicate your preference. If you leave the for, against or abstain column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deemed appropriate.

REMSONS INDUSTRIES LTD.
(CIN : L51900MH1971PLC015141)
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ATTENDANCE SLIP

46th ANNUAL GENERAL MEETING ON MONDAY 24TH SEPTEMBER, 2018

Regd. Folio No/Client ID/D.P. ID	
Name and Address of the Member (s)	
Name of the Joint Holder(s), if any	
No. of Equity Share(s) held	

I/We hereby record my/our presence at the 46th Annual General Meeting of the Company, to be held on Monday, 24th September, 2018 at 11.00 a.m. at Juhu Vile Parle Gymkhana Club, Jasmine Hall, Plot No. U-13, N. S. Road No. 13, Opp. Juhu Bus Depot, JVPD Scheme, Juhu, Mumbai - 400 049.

Member's/Proxy'/Authorised name (In Block Letters)

Member's/Proxy's /Authorised Representative's Signature

Notes :

1. Please fill in the Folio/DP ID-Client ID No., name and sign the Attendance Slip and hand it over at the Attendance Verification Counter at the **ENTRANCE OF THE MEETING HALL.**

PLEASE BRING THE ABOVE ATTENDANCE SLIPTO THE MEETING HALL

. . . . Cut Here . . . .

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	User ID	(PAN / SEQ. No.)

Note: Please read the instructions given under the Note (Procedure & Instruction For E-voting) to the Notice of 46th Annual General Meeting. The e-voting time starts from Friday, 21st September 2018 at 9.00 a.m. and ends on Sunday, 23rd September 2018 at 5.00 p.m. The e-voting module shall be disabled by CDSL for voting thereafter.

ROUTE MAP OF VENUE OF THE 46th ANNUAL GENERAL METTING