

RELSON INDIA LIMITED

CIN: L51900MH1987PLC042111

BOARD OF DIRECTORS:

- | | |
|-----------------|---------------|
| 1. Rajiv Gupta | DIN:01116868 |
| 2. Sandeep Shah | DIN:02572254 |
| 3. Aparna Gupta | DIN: 00822979 |

STATUTORY AUDITORS:

AVS & CO

Chartered Accountants

107, A. S. Dias Building

268/272, Dr. C. H. Street, Marine lines

Mumbai 400002

Firm's registration number: 113109W

BANKERS:

Union Bank of India

Versova branch, Andheri (west)

Mumbai -400058

REGISTERED OFFICE:

307 Janki Centre Plot No. 29,

Shah Industrial Estate Desai Road,

Mumbai-400053.

SHARE TRANSFER DEPARTMENT:

307 Janki Centre Off

Veera Desai Road,

Andheri (w)

Mumbai 400053



RELSON INDIA LTD.

307, Janki Centre, Veera Desai Road, Off. New Link Road,
Andheri (West), Mumbai - 400 053.
Tel. : 2673 02 64 Telefax : 91-22-2673 02 57
CIN: L51900MH1987PLC042111

Date: April 27, 2018

Notice

Notice is hereby given that the 32nd Annual General Meeting of the Members of Relson India Limited will be held on Saturday, September 29, 2018 at 11.30 a.m. at the Registered Office of the Company situated at 307 Janki Centre Plot No. 29, Shah Industrial Estate, Desai Road, Mumbai-400053 for the purpose of transacting the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement as on March 31, 2018, along with the Reports of Board of Directors and Independent Auditors thereon.
2. To reappoint a Director in place of Ms. Aparna Gupta (DIN: 00822979), who retires by rotation and being eligible, offers herself for re-appointment.
3. To pass the following resolution with or without modification: -
“**RESERVED THAT** pursuant to Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, M/s Gyaneshwar Kataram and Associates, Chartered Accountants, Mumbai(FRN: 124286W), be and are hereby reappointed as the statutory auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of six Annual General Meetings of the Company (FY 2018-19 – 2022-23), on such remuneration including reimbursement of out of pocket expenses as may be mutually agreed by and between the Board of Directors and the statutory auditors.

RESOLVED FURTHER THAT to give effect to above resolution, the Board of Directors of the Company be and is hereby authorized for and on behalf of the Company to take all necessary steps and to do all such acts, deeds, matters and things which may deem necessary in this behalf.”

SPECIAL BUSINESS:

4. Appointment of Mr. Rajiv Gupta (DIN: 01116868) as a Director of the Company:

To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

“**RESOLVED THAT** pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Rajiv Gupta (DIN: 01116868) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on November 14, 2017 and who in terms of Section 161 of the Companies Act, 2013 holds office until the conclusion of this Annual General Meeting, be and is hereby appointed and regularized as a Director of the Company and liable to retire by rotation.

RESOLVED FURTHER THAT any of the present Directors of the Company be and is hereby authorized to file DIR-12 and to do all such acts or deeds as may be necessary in this regard.”

5. Appointment of Mr. Sandeep Shah (DIN: 02572254) as a Director of the Company:

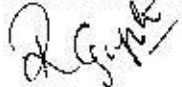
To consider and if thought fit, to pass with or without modifications, the following resolution as an **ORDINARY RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the Company, Mr. Sandeep Shah (DIN: 02572254) who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on November 14, 2017 and who in terms of Section 161 of the Companies Act, 2013 holds office until the conclusion of this Annual General Meeting, be and is hereby appointed and regularized as a Director of the Company and liable to retire by rotation

RESOLVED FURTHER THAT any of the present Directors of the Company be and is hereby authorized to file DIR-12 and to do all such acts or deeds as may be necessary in this regard."

For and on behalf of Board of Directors,

RELSON INDIA LIMITED



Rajiv Gupta

Additional Director

DIN: 01116868

Date: May 30, 2018

Place: Mumbai

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. THE INSTRUMENT APPOINTING A PROXY SHOULD HOWEVER BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY DULY COMPLETED NOT LESS THAN FORTY EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
3. Corporate members intending to send their authorized representatives to attend AGM, are requested to send a duly certified copy of Board Resolution authorizing their representative to attend and vote at the AGM.
4. Pursuant to Rule 18(3) of the Companies (Management and Administration) Rules, 2014, you are requested to provide your email – id to facilitate easy and faster dispatch of Notices of the general meetings and other communications by electronic mode from time to time.
5. The Explanatory Statements pursuant to Section 102 of the Companies Act, 2013 and under other provisions setting out material facts, relating to item nos. 3 to 5 are annexed hereto.
6. A route map giving directions to reach the venue of the Annual General Meeting is given at the end of the Notice.
7. The register of Members and the share transfer books shall remain closed from 24/09/2018 to 29/09/2018 both days inclusive for the purpose of AGM.
8. Electronic copy of the Annual Report for 2017-18 is being sent to all Members whose email addresses are registered with the Company for communication purposes, unless any Member has requested for a hard copy of the same. For Members who have not registered their email addresses, physical copies of the Annual Report for 2017-18 are being sent in the permitted mode.
9. To support the “Green Initiative”, Members who have not registered their email addresses are requested to register the same with the company, in respect of shares held in physical/ electronic mode respectively.
10. Members/ Proxies are requested to bring their duly filled Attendance slip sent herewith at the Meeting.

Annexure to Notice

Item No. 2:

Details of the Director seeking re-appointment at the forthcoming Annual General meeting

(in pursuance to SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015)

Name of the Appointee	Ms. Aparna Gupta
Designation	Executive Director
Age	62 yrs
Nationality	Indian
Date of appointment on the Board	01/09/1990
Qualification	BA
Nature of Expertise	Investment
Experience	Investment activities
Directorships held in other Companies	Rajiv Associates Private Limited Anusuya Rajiv Private Limited Beharilal Ramcharan Cotton Mills Ltd
Chairmanship/Membership of Committee	NIL
Shareholding in the Company	1000 shares

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

Mr. Rajiv Gupta (DIN: 01116868) was appointed as an Additional Director w.e.f. November 14, 2017 to hold office upto the and who, in terms of Section 161 of the Companies Act, 2013 and rules made thereunder, holds office up to the date of the ensuing Annual General Meeting and is eligible for re-appointment.

Considering the vast experience of Mr. Rajiv Gupta, the Board is of the view that his regularisation as a Director would be in the large interest of the Company.

Hence, your approval is sought to the proposed resolution to be passed as an Ordinary Resolution.

Mr. Rajiv Gupta (DIN: 01116868) be deemed to be interested in the resolution relating to his appointment.

Ms. Aparna Gupta (DIN:01116868), a director and a member, is interested in the passing of this resolution.

Details required as per SS-2:

Name	Mr. Rajiv Gupta		
Age	59 Years		
Qualification	Graduate in Business Management		
Experience	37 Years		
Date of Appointment	14.09.2017		
Terms and Conditions of appointment	As mutually decided between the Board of Directors and Mr. Rajiv Gupta.		
Details of remuneration last drawn	The said director is not drawing any fixed remuneration		
Shareholding in the Company	1,300 shares		
Relationship with other Directors	Brother of Ms. Aparna Gupta		
Number of Meetings attended during the year	1(Board Meeting Date: February 14, 2018)		
Details of Directorship and Membership of Companies/Chairmanship of Committees	Directorship in Companies	Membership in Companies	Chairmanship of Committees
	1. BEHARILAL RAMCHARAN COTTON MILLS LTD – Director	1.BEHARILAL RAMCHARAN COTTON MILLS LTD – a) 8807 Equity	NIL

	2. RAJIV ASSOCIATES PRIVATE LIMITED – Director 3. ANUSUYA RAJIV PVT LTD - Director	shares b) 994 Preference Shares 2. RAJIV ASSOCIATES PRIVATE LIMITED – 980 Equity Shares 3. ANUSUYA RAJIV PVT LTD – 998 Equity Shares	
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Item No. 5:

Mr. Sandeep Shah (DIN: 01116868) was appointed as an Additional Director w.e.f. November 14, 2017 to hold office upto the and who, in terms of Section 161 of the Companies Act, 2013 and rules made thereunder, holds office up to the date of the ensuing Annual General Meeting and is eligible for re-appointment.

Mr. Sandeep Shah has over 26 years of experience in providing consultancy services and his expertise is in securities and finance sector. Therefore, the Board is of the view that his regularisation as a Director would be in the large interest of the Company.

Hence, your approval is sought to the proposed resolution to be passed as an Ordinary Resolution.

Mr. Sandeep Shah (DIN: 01116868) be deemed to be interested in the resolution relating to his appointment.

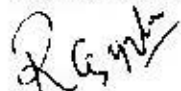
None of the other Directors/Members are interested in passing of this resolution.

Details required as per SS-2:

Name	Mr. Sandeep Shah
Age	47 Years
Qualification	Graduate in Commerce, Mumbai University
Experience	26 Years
Date of Appointment	14.09.2017
Terms and Conditions of appointment	As mutually decided between the Board of Directors and Mr. Sandeep Shah.
Shareholding in the Company	NIL
Relationship with other Directors	Not related with any of the Directors
Number of Meetings attended during the year	1 (Board Meeting Date: February 14, 2018)

Details of Directorship and Membership of Companies/Chairmanship of Committees	Directorship in Companies	Membership in Companies	Chairmanship of Committees
	NIL		

For and on behalf of Board of Directors,
RELSON INDIA LIMITED



Rajiv Gupta

Additional Director

DIN: 01116868

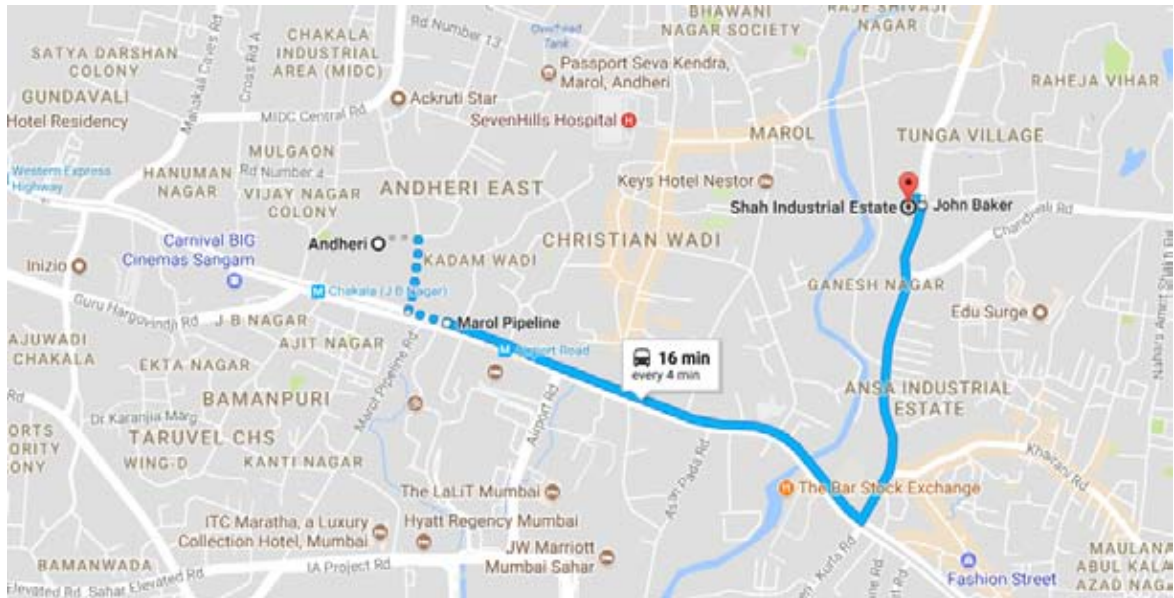
Date: May 30, 2018

Place: Mumbai

Route map and prominent land mark for easy location of the AGM Venue

(Pursuant to clause 1.2.4 of the Secretarial Standards-2)

Direction from Andheri Railway Station to the AGM venue



Board's Report

To
The Members,

Your Directors have pleasure in submitting their 32nd Annual Report on the Company **Relson India Limited** on the business and operations along with the audited financial statements for the financial year ended on March 31, 2018.

1. Financial summary or highlights/performance of the company:

The Company's financial performance as on March 31, 2017 is summarized as follows:

Particulars	For the year ended on March 31, 2018 (Rs.)	For the year ended on March 31, 2017 (Rs.)
Revenue from Operations	-	-
Other Income	23,14,177	23,33,745
Total Revenue	23,14,177	23,33,745
Total Expenses	14,97,634	17,67,314
Profit/Loss Before Tax	8,16,543	5,66,431
Less: Current Tax	2,09,929	1,87,000
Less: Deferred Tax	-	1,14,414
Profit/Loss After Tax	6,06,614	2,65,017
Add: Amount of reserves brought from previous year	2,50,23,110	2,47,58,092.77
Balance carried to balance sheet	2,56,28,218	2,50,23,109.75

2. Dividend:

Your Directors do not recommend any dividend for the financial year 2017-18 with a view to conserve the resources for future.

3. Transfer to Reserves:

Your Directors hereby do not propose to transfer the profit earned for the year 2017-18.

4. Brief description of the Company's working during the year/State of Company's affair:

The Company's earnings for the year 2017-18 was Rs. 23.14 lakhs as compared to Rs. 23.33 Lakhs in the previous year. The net profit after tax for the financial year 2017-18 was Rs. 8.16 Lakhs, which was 44.16% over the net profit after tax for the previous financial year 2016-17 which was Rs. 5.66 lakhs.

5. Change in nature of business, if any:

During the financial year under review there were no change(s) in the nature of the business carried out by the Company.

The Company carried out the same business mentioned in the memorandum of association of the Company.