

**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:**

**GyaneshwarKatarlam and Associates**  
Chartered Accountants  
FRN: 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,  
Andhori (West), Mumbai - 400 053.  
Tel. - 2673 02 64 Telefax : 91-22-2673 02 57

## Notice

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Members of Relson India Limited will be held on Wednesday, September 30, 2020 at 11.00 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, 2020, along with the Reports of Board of Directors and Independent Auditors thereon.
2. To re-appoint a Director in place of Mrs. Aparna Gupta (DIN: 00822979), who retires by rotation and being eligible, offers himself for re-appointment.

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

Rajiv Gupta

Director

DIN: 01116868

Date: September 02, 2020  
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. A route map giving directions to reach the venue of the Annual General Meeting is given at the end of the Notice.
6. The register of Members and the share transfer books shall remain closed from September 24, 2020 to September 30, 2020 both days inclusive for the purpose of AGM.
7. Electronic copy of the Annual Report for 2019-20 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 2019-20 are being sent in the permitted mode.
8. 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.
9. Members/ Proxies are requested to bring their duly filled Attendance slip sent herewith at the Meeting.

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

**Board's Report**

To  
The Members,

Your Directors have pleasure in submitting their 34<sup>th</sup> 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, 2020.

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

The Company's financial performance as on March 31, 2020 is summarized as follows:

| Particulars  | For the year ended<br>on March 31, 2020<br>(Rs.) | For the year ended<br>on March 31, 2019<br>(Rs.) |
|--|--|--|
| Revenue from Operations                            | --   | --   |
| Other Income                                       | 20,80,369  | 22,51,626  |
| <b>Total Revenue</b>                               | <b>20,80,369</b>                                 | <b>22,51,626</b>                                 |
| <b>Total Expenses</b>                              | <b>16,56,253</b>                                 | <b>14,89,762</b>                                 |
| Profit/Loss Before Tax                             | 4,24,116   | 7,61,863   |
| Less: Current Tax                                  | 1,04,976   | 1,84,626   |
| Less: Deferred Tax                                 | --   | --   |
| <b>Profit/Loss After Tax</b>                       | <b>3,19,140</b>                                  | <b>5,77,237</b>                                  |
| Add: Amount of reserves brought from previous year | 2,62,05,455                                      | 2,56,28,218                                      |
| <b>Balance carried to balance sheet</b>            | <b>2,65,24,595</b>                               | <b>2,62,05,455</b>                               |

**2. Dividend:**

Your Directors do not recommend any dividend for the financial year 2019-20 with a view to conserve the resources for future.

**3. Transfer to Reserves:**

During the year, the Board has transferred the profit amounting to Rs. 3,19,140 to the Reserves of the Company.

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

The Company's earnings for the year 2019-20 was Rs. 20.80 lakhs as compared to Rs. 22.51 Lakhs in the previous year. The net profit after tax for the financial year 2019-20 was Rs. 3.19 Lakhs, which was as compared to Rs. 5.77 Lakhs in the previous financial year 2018-19.

**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.

**6. Material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report:**

No material changes have occurred subsequent to the close of the financial year of the Company to which the Balance Sheet relates and the date of the report.

**7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and company's operations in future:**

BSE has suspended the Company's trading on its website mentioning the following comment: "Suspended for Penal Conditions". Your Directors are liaising with the BSE authorities in this regard.

**8. Details in respect of adequacy of internal financial controls with reference to the Financial Statements:**

As a part of the effort to evaluate the effectiveness of the internal control systems, your Company's internal audit system reviews all the control measures on periodic basis and recommends improvements, wherever appropriate. The Company has in place adequate internal control systems and procedures commensurate with the size and nature of its business. These systems and procedures provide reasonable assurance of maintenance of proper accounting records, reliability of financial information, protections of resources and safeguarding of assets against unauthorized use. The management regularly reviews the internal control systems and procedures.

**9. Details of Subsidiary/Joint Ventures/Associate Companies:**

The Company has no subsidiaries and no associate companies within the meaning of Section 2(87) and 2(6) respectively of the Companies Act, 2013 ("Act") as on March 31, 2020.

Company has not entered into any joint venture during the year.

**10. Deposits:**

The Company has not accepted any deposits from public and as such, no amount on account of principal or interest on deposits from public was outstanding as on the date of the balance sheet.

**11. Statutory Auditors:****a) Statutory Auditors**

Pursuant to the provisions of Section 139 of the Act and the rules framed thereunder, M/s GyaneshwarKataram & Associates (FRN: 124286W), Chartered Accountants, Mumbai has been appointed as a Statutory Auditors of the Company for the term of five years commencing from 32nd Annual General Meeting until the conclusion of the Sixth Annual General Meetings (F.Y. 2018-19 to F.Y. 2022-23).

M/s. GyaneshwarKataram & Associates, Chartered Accountants, Statutory Auditors of the Company are eligible for appointment and have confirmed their eligibility to the effect that their appointment, if made, would be within the prescribed limits under the Act and that they are not disqualified for appointment as Statutory Auditors of the Company.

**b) Cost Auditors**

Not applicable to your Company.

**c) Secretarial Audit**

Pursuant to provisions of section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed JMJA & Associates LLP, Practicing Company Secretaries, to undertake the Secretarial Audit of the Company. The Secretarial Audit report is annexed herewith as Annexure-1 to this report.

**d) Independent Auditors' Report**

The Notes on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Independent Auditors Report does not contain any qualification, reservation or adverse remarks, which need explanation or comments by the Board.

**12. Share Capital:****a) Issue of equity shares with differential rights:**

During the Financial Year ended on March 31, 2020, no equity shares with differential voting rights were issued.

**b) Issue of sweat equity shares:**

During the Financial Year ended on March 31, 2020, no sweat equity shares were issued.

**c) Issue of employee stock options:**

During the Financial Year ended on March 31, 2020, no Employee Stock Options were issued.

**d) Provision of money by company for purchase of its own shares by employees or by trustees for the benefit of employees:**

Not applicable on your Company.

**e) Increase in Authorized Share Capital of Shares:**

During the year, the Company has not increased its Authorized Share Capital.

**f) Issue of Equity Shares:**

During the year, the Company had made no issue of securities and had no variations or alterations in its Register of Members.

**13. Extract of the annual return:**

The Extract of annual return in Form MGT – 9 which is in accordance with the section 92(3) of the Companies Act read with the Companies (Management and Administration) Rules, 2014, is enclosed as **Annexure – 2**. The Company does not have a website as on date.

**14. Conservation of energy and technology absorption:**

The Company is not engaged in manufacturing activities; therefore, the particular requirement is not applicable. However, concerned efforts to conserve energy continued throughout the year.

**15. Foreign exchange earnings and outgo:**

During the year under review, the Company has not entered into any foreign transaction.

**16. Corporate Social Responsibility (CSR):**

Not applicable to your company.

**17. Directors:**

**a) Changes in Directors and Key Managerial Personnel:**

There was no change in the constitution of the Board of Directors of the Company during the year under review. The present Board continues to give their valuable contribution to the Company.

**b) Declaration by an Independent Director(s) and re- appointment, if any:**

*The Company is under process of appointing Independent Directors.*

The Company proposes to reappoint a Director in place of Mrs. Aparna Gupta (DIN: 00822979), who retires by rotation and being eligible, offers himself for re-appointment.

**c) Formal Annual Evaluation:**

Pursuant to the provisions of the Companies Act, 2013, the Board has not carried an evaluation of its own performance, the directors individually as well as the evaluation of the working of its various Committees as the Company do not have Independent Directors on its Board.



**18. Number of Meetings of the Board of Directors:**

For the financial year in review, the Board of Directors had 5 Board Meetings which were in compliance with the relevant provisions of all the applicable laws and rules. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and Secretarial Standards-I. The dates of the Board Meetings were:

1. May 30, 2019;
2. August 14, 2019;
3. September 03, 2019;
4. November
5. February 14, 2020

Details as required under Clause 9 of Secretarial Standards-I are as under: -

| Sr. No. | Name of the Director | Board Meeting                                |                          |                 | Whether attended last AGM held on |
|---------|----------------------|--|--------------------------|-----------------|-----------------------------------|
|         |                      | No. of Meeting which were entitled to attend | No. of Meetings attended | % of attendance | September 30, 2019                |
| 1.      | Aparna Gupta         | 5  | 5                        | 100             | Yes                               |
| 4.      | Rajiv Gupta          | 5  | 5                        | 100             | Yes                               |
| 5.      | Sandeep Shah         | 5  | 5                        | 100             | Yes                               |

**19. Particulars of loans, guarantees or investments under section 186:**

The details of Loans, guarantee and investments made by the Company are provided in notes to Financial Statements.

**20. Particulars of Employees:**

There are 3 employees of the Company who are temporary in nature.

The ratio of remuneration of each director to the median employees remuneration and other details in terms of sub-section 12 of section 197 of the Companies Act, 2013 read with rules 5 (1) of the Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of this report as **Annexure-3**.

**21. Particulars of contracts or arrangements with related parties:**

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business and on an arm's length basis. During the year, the Company had not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of the related party transactions.

**22. Managerial Remuneration / Remuneration Policy:**

The Board has framed a policy for selection and appointment of Directors, Senior management and their remuneration.

**23. Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:**

The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (Permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2019-2020:

No of Complaints received: NIL

No of Complaints disposed off: NIL

**23. Whistle Blower Policy:**

The Company has a Vigil Mechanism Policy to deal with instance of fraud and mismanagement, if any.

In staying true to our values of Strength, performance, and passion, and in line with our vision of being one of the most respected companies in India, the Company is committed to the high standards of Corporate Governance and stakeholder responsibility.

The vigil mechanism policy ensures that strict confidentiality is maintained whilst dealing with concerns and also that no discrimination will be meted out to any person for a genuinely raised concern.

A high level committee has been constituted which looks into the complaints raised. The Committee reports to the Audit Committee and the Board.

**24. Business Risk Management:**

The Company has implemented an integrated risk management approach through which it reviews and assesses significant risks on regular basis to ensure that a robust system of risk controls and mitigation is in place. Senior management periodically reviews this risk management framework to keep updated and addresses emerging challenges.

**25. Directors' Responsibility Statement:**

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that: