

A thick dark blue vertical bar runs down the left side of the page. A blue arrow points from this bar towards the right, positioned behind the main title.

# **37th Annual Report**

**For the Financial Year 2022-23**

The company name is centered within a light blue, irregular, cloud-like shape. The text is in a bold, blue, sans-serif font. Horizontal lines are placed above and below the text.

**Relson  
India  
Limited**



Aparna Gupta

Director



Rajiv Gupta

Director



Ramchandra Mahadev More

Director



Swati Sahukara  
(w.e.f. 07/06/2023)

Additional Non-  
Executive Independent  
Director



Pooja Agrawal  
(w.e.f. 20/07/2023)

Additional Non-  
Executive Independent  
Director



Nikita Jain  
(w.e.f. 08/04/2023)

Company Secretary



Kapil Dhawan  
(w.e.f. 07/06/2023)

Chief Executive Officer



Meenal Baid Jain  
(w.e.f. 07/06/2023)

Chief Financial Officer

## Board of Directors

## Key Managerial Persons



Swati Sahukara Chairman Independent Director



Aparna Gupta Member Non-Executive Director



Pooja Agarwal Member Independent Director

## Audit Committee



Pooja Agarwal Chairman Independent Director



Swati Sahukara Member Independent Director

## Nomination and Remuneration Committee



Ramchandra Mahadev More Member Non-Executive Director



Swati Sahukara Chairman Independent Director

## Stakeholders Relationship Committee



Aparna Gupta Member Non-Executive Director



Pooja Agarwal Member Independent Director



Gyaneshwar Kataram and Associates  
Chartered Accountants  
FRN: 113109W

## Statutory Auditors



Union Bank of India  
Versova Branch, Andheri (west)  
Mumbai -400058

## Bankers



Inhouse Share Transfer Facility  
307 Janki Centre Plot No. 29,  
Shah Industrial Estate Desai Road,  
Mumbai-400053.

## Share Transfer Agent



307 Janki Centre Plot No. 29,  
Shah Industrial Estate Desai Road,  
Mumbai-400053.

## Registered Office



CIN: L51900MH1987PLC042111  
e-mail: rajiv.gupta111@gmail.com  
Website: www.relsonindia.com  
Scrip Symbol: RELSIND  
Scrip Code: 502473

## Other Details

C  
O  
N  
T  
E  
N  
T  
S

Pg. 1	Notice
Pg. 10	Route MAP
Pg. 11	Explanatory Statement
Pg. 15	Board Report
Pg. 23	Draft Annual Return
Pg. 37	Secretarial Audit Report
Pg. 40	Form AOC-2
Pg. 41	Management Discussion and Analysis Report
Pg. 44	Declaration of Compliance with Code of Conduct
Pg. 45	Independent Auditors Report
Pg. 55	Financial Statements

# NOTICE

is hereby given that the **37<sup>TH</sup> ANNUAL GENERAL MEETING (“AGM”)** of the Members of **RELSON INDIA LIMITED** will be held on **FRIDAY, 29<sup>TH</sup> SEPTEMBER, 2023** 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** to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Financial Statement as on March 31, 2023, along with the Reports of Board of Directors and Independent Auditors thereon.
2. To re-appoint a director in place of Mr. Ramchandra Mahadev More (DIN: 09726027), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. JMMK & Co Chartered Accountants, (Firm Registration No. 120459W) as the Statutory Auditor of The Company:

To consider and if thought fit, to pass with or without modification, the following resolution, as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 139, 141, 142 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, as amended, M/s JMMK & Co, Chartered Accountants, (ICAI Firm Registration No: 120459W), be and is hereby appointed as Statutory Auditors of the Company in place of M/s. Gyaneshwar Kataram & Associates, Chartered Accountants, (Firm Registration No. 124286W), retiring auditors, to hold office for a term of 5 (Five) consecutive Financial years commencing from the conclusion of this AGM until the conclusion of 42nd AGM of the Company to be held in the year 2028 at such remuneration which is subject to revision from time to time in such manner and to such extent as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors based on the recommendation of the Audit Committee.

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental or regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

## SPECIAL BUSINESS:

4. To appoint Ms. Swati Sahukara (DIN: 06801137) as a Non-Executive Independent Director of the Company:

To consider and if thought fit, to pass with or without modification, the following resolution, as a **Special Resolution**:

**“RESOLVED THAT** Ms. Swati Sahukara (DIN: 06801137), who was appointed as an Additional as well as Non-Executive Independent Director of the Company with effect from June 07, 2023, by the Board of Directors and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, Ms. Swati Sahukara (DIN: 06801137), who holds office up to this Annual General Meeting under Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of a Director and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years commencing from June 07, 2023 through June 06, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental or regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

**5. To appoint Ms. Pooja Agrawal (DIN: 10244119) as a Non-Executive Independent Director of the Company:**

To consider and if thought fit, to pass with or without modification, the following resolution, as a **Special Resolution**:

**“RESOLVED THAT** Ms. Pooja Agrawal (DIN: 10244119), who was appointed as an Additional as well as Non-Executive Independent Director of the Company with effect from July 20, 2023, by the Board of Directors and who holds office as such up to this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 ("the Act") and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') (including any statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations"), as amended, Ms. Pooja Agrawal (DIN: 10244119), who holds office up to this Annual General Meeting under Section 161 of the Act and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16 of SEBI Listing Regulations and who has consented to act as a Director of the Company and in respect of whom the Company has received a notice in writing from a Member under section 160 of the Act proposing her candidature for the office of a Director and who is eligible for appointment, be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation for a term of 5 (five) years commencing from July 20, 2023 through July 19, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental or regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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

**Date: September 04, 2023**

**Place: Mumbai**

**Rajiv Gupta**  
**Director**  
**DIN: 01116868**

**RELSON INDIA LIMITED**

L51900MH1987PLC042111  
307, Janki Centre, Plot No. 29,  
Shah Industrial Estate, Desai Road,  
Mumbai-400053  
rajiv.gupta111@gmail.com  
www.relsonindia.com



## NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 (forty-eight) hours before the commencement of the Meeting. Proxy Form is annexed to this Annual Report. A proxy so appointed shall not have any right to speak at the Meeting. A person can act as a Proxy on behalf of not more than 50 (Fifty) Shareholders and holding in aggregate, not more than 10% (ten percent) of the total share capital of the Company. Shareholders holding more than 10% (ten percent) of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other Shareholder. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/authority, as applicable, issued by the member organization. Corporate Shareholders intending to send their Authorized Representative(s) to attend the AGM, pursuant to Section 113 of the Act, are requested to send to the Company, a certified true copy of the Board Resolution together with the respective specimen signatures of those Representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
2. During the period beginning 24 (twenty-four) hours before the time fixed for the commencement of the AGM and ending with the conclusion of the AGM, a Shareholder would be entitled to inspect the Proxies lodged, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. 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.
4. The register of Members and the share transfer books shall remain closed from September 23, 2023, to September 29, 2023 both days inclusive for the purpose of AGM.
5. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration) Rules, 2014 and Regulation of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company. Members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses with the company along with details like Name, Folio No. etc.
6. Members/ Proxy Holders are requested to bring the duly completed and signed Attendance Slip along with their copy of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, please bring folio number to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 setting out facts concerning the business of the Notice is annexed hereto, wherever required.
8. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on working days up to date of the AGM.
9. Any query relating to accounts or any other items of business set out in the Agenda of the meeting must be sent to the Company's Registered Office at least seven days before the date of the Meeting.
10. The Securities and Exchange Board of India has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members are, therefore, requested to submit the PAN to the Company.
11. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Company for consolidation into a single folio.

12. Members are requested to:
- exercise due diligence and notify the Company of any change in address or demise of any member on immediate basis or if situation warrants; as soon as possible.
  - Communicate on all matters pertaining to their shareholdings with the Company, quoting their respective Ledger Folio Numbers, copy of pan etc.
13. Additional information, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the directors seeking appointment/ reappointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent/declaration for their appointment/ reappointment as required under the Companies Act, 2013 and the Rules there under.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date **September 22, 2023**.
15. A person whose name is recorded in the register of members maintained by the company as on the cut-off date, only shall be entitled to attend as well as voting in the meeting.
16. The Board of Directors of the Company has appointed **CS Mansi Damania**, Designated Partner of M/s. JMJA & Associates LLP, Practising Company Secretaries, Mumbai as Scrutinizer to scrutinize the voting by poll at the AGM venue in a fair and transparent manner and she has communicated his willingness to be appointed and will be available for same purpose.
17. The Scrutinizer shall, after the conclusion of the AGM, count the votes cast at the meeting in the presence of at least two (2) witnesses not in the employment of the Company. The Scrutinizer shall, within a period of not later than 48 hours of conclusion of the AGM, prepare a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit it to the Chairman or any person authorized by him in writing, who shall countersign the same and declare the results of the voting. Based on the scrutinizer's report, the Company will submit within 2 (two) working days of the conclusion of the AGM to the Stock Exchanges, details of the voting results as required under Regulation 44(3) of the SEBI Listing Regulations. The Resolutions shall be deemed to be passed on the date of the AGM subject to receipt of the requisite number of votes in favour of the Resolutions.
18. The Results so declared, along with the Scrutinizer's Report, shall be placed on the stock exchange's website viz. <https://www.bseindia.com>.
19. A person who is not a member as on the cut-off date should treat this Notice for information purposes only.
20. A route map giving directions to reach the venue of the Annual General Meeting is given in the Notice.

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

**Date: September 04, 2023**

**Place: Mumbai**

**Rajiv Gupta**  
Director  
DIN: 01116868

**RELSON INDIA LIMITED**

L51900MH1987PLC042111

307, Janki Centre, Plot No. 29,

Shah Industrial Estate, Desai Road,

Mumbai-400053

rajiv.gupta111@gmail.com

www.relsonindia.com