



NOTICE

NOTICE is hereby given that 44th Annual General Meeting of Shareholders of EMA INDIA LIMITED will be held at the Registered Office of the Company at C-37 Panki Industrial Area, P.O. Udyog Nagar, Kanpur -208 022 on Tuesday, 29th September 2015 at 11.00 AM to transact the following businesses: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March 2015 and the Statement of Profit & Loss for the year ended on that date and the Reports of Directors' and Auditors' thereon.
2. To re-appoint M/s B.C. Jain & Co., Chartered Accountants (FR No. 01099 C), the retiring Auditors, as Auditors of the Company for financial year 2015-16 and 2016-17, to hold office from the conclusion of this meeting till the conclusion of Annual General Meeting to be held for financial year ending 31st March, 2017.
3. To consider and, if thought fit, to pass with or without modification, the following resolution as on Ordinary Resolution –
“RESOLVED THAT Ms. Rakshita Bhargava (DIN: 00234224) who retires as director pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a director of the Company.”

By Order of the Board

Place: Kanpur
Dated: 28.05.2015

P.K. BHARGAVA
Chairman & Managing Director
DIN No 00268103
R/o: 28-Chandra Vihar,
Lakhanpur, Kanpur

NOTES:

- a) The Register of Members and the Share Transfer books of the Company will remain closed from **22.09.2015 to 29.09.2015** (both days inclusive) for annual closing.
- b) The Explanatory Statement pursuant to Section 102 of the Companies Act 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
- c) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.** Proxies in order to be effective should be duly stamped, completed and signed and must reach at the Registered Office of the Company not less than forty eight hours before the time for holding the Annual General Meeting. A proxy form is sent herewith.
- d) Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- e) Members holding shares in physical form are requested to send request for any change in their address immediately to the Company quoting their Folio Nos. and send the details of their Bank Accounts compulsorily. Members, holding shares in Demat form are requested to send the details of change of their address etc. to their concerned Depository Participants. No

EMA INDIA LIMITED



- direct request from the beneficiaries holding shares in Demat form will be entertained by the Company.
- f) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
 - g) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
 - h) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
 - i) Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
 - j) Electronic copy of the Annual Report for 2015 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015 is being sent in the permitted mode.
 - k) Electronic copy of the Notice of the 44th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 44th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 - l) Members may also note that the Notice of the 44th Annual General Meeting and the Annual Report for 2015 will also be available on the Company's website www.eiltd.info for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kanpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: emaIndia.cs@gmail.com.
 - m) To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with Depositories.
 - n) Voting through electronic means**
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as Amended by the Companies (Management and Administration) Amendment Rules, 2015 the Company is pleased to provide members facility to exercise their right to vote at the 44th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):



The instructions for e-voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
- (i) Open email and open PDF file viz; "EMA India e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nSDL.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of EMA India Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to saketfcs@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nSDL.com
- III. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- V. The e-voting period commences on **26th September, 2015 (9:00 am) and ends on 28th September, 2015 (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 (record date) of **22nd September, 2015**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of **22nd September, 2015**.
- VII. Mr. Saket Sharma (Membership No. F4229) Partner GSK & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner
- VIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting or Ballot Paper or Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- IX. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than three days 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
- X. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.eiltd.info and on the website of NSDL immediately after the declaration of the result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchange.

By Order of the Board

Place: Kanpur
Dated: 28.05.2015

P.K. BHARGAVA
Chairman & Managing Director
DIN No 00268103
R/o: 28-Chandra Vihar,
Lakhanpur, Kanpur

Pioneers in Induction Heating & Hardening



**EMA
INDIA
LIMITED**

Annual Report 2014-2015



EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph: 0512-2691210-11, Fax: 0512-2691214

e-mail: emaIndia.cs@gmail.com • Website: www.eiltD.info

CIN No. L27201UP1971PLC003408

BOARD OF DIRECTORS

P.K. BHARGAVA, *Chairman & Managing Director*

RANJANABHARGAVA, *Whole Time Director*

KRISHNADAS GUPTA (**IRS – Retired**)

MAHABIR PRASAD SHARMA

DR. ATUL KAPOOR

RAKSHITABHARGAVA

COMPANY SECRETARY & COMPLIANCE OFFICER

NAMITASABARWAL

STATUTORY AUDITORS

B.C. JAIN & CO.

Chartered Accountants

KANPUR

BANKERS

BANK OF BARODA

UPTRON ESTATE

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

STATE BANK OF INDIA

KFCL BRANCH

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

REGISTERED OFFICE & WORKS

C-37, Panki Industrial Area

P.O. Udyog Nagar

KANPUR – 208022

Phone: 0512-2691210-11

Email: emaIndia@rediffmail.com

emaIndia.cs@gmail.com

Website: www.eiltD.info

REGISTRAR & SHARE TRANSFER AGENT

M/s. Alankit Assignments Ltd.

Alankit House

2E/21, Jhandewalan Extension

New Delhi – 110055

E-mail: info@alankit.com

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EMA INDIA LIMITED



BOARD REPORT

To The Members:

Your directors have pleasure to present the Forty Fourth Annual Report of the company together with the Audited Statement of Accounts for the year ended on 31st March, 2015.

Financial Results:

Particulars	Current Year for the Period 2014-15 (Rs.)	Previous Year for the Period 2013-14 (Rs.)
<i>Total Income</i>	15010832	20801551
<i>Less-Expenditure during the year</i>	18636394	23506407
<i>Profit/(Loss) before Depreciation, Interest & tax</i>	(3625562)	(2704856)
<i>Less- Depreciation & Amortization expense</i>	1646892	1296623
<i>Less- Interest</i>	35973	69016
<i>Less- Deferred tax</i>	2745017	1742634
Net Profit/(Loss)	(2563410)	(2327861)

State of Company's Affairs:

Due to sluggish market conditions, the company is operating at low level. Your directors expect that there will be a turnaround in future.

Subsidiaries, Joint Ventures or Associate Companies:

The company has no subsidiary, joint venture or an associate company. Accordingly, information in prescribed Form AOC-1 is not required.

Material Changes and Commitments:

There are no material changes and commitments 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 during the year under review, as required under Section 134(3)(l) of the Companies Act, 2013.

Change in the Nature of Business:

During the year, there was no material change in nature of business of the company.

Dividend:

Your Directors are not in a position to recommend dividend as the company is incurring losses for past 7 years.

Reserves & Surplus:

The current year loss of Rs.2563410 has been given effect to under the head Reserves & Surplus of the Balance sheet.

Directors:

During the year, Mr. Alok Nagory has resigned from directorship of the company and Mr. Mahabir Prasad Sharma has been appointed as the Independent Director of the company.

Auditors

The Company's Auditors, M/s B.C. Jain & Co., Chartered Accountants, Kanpur who retire at the ensuing Annual General Meeting of the Company are eligible for reappointment. They have confirmed their eligibility under Section 141 of the Companies Act, 2013 and the Rules framed there under for reappointment as Auditors of the Company.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s GSK & Associates, Company Secretaries to undertake the Secretarial Audit of the Company. The Report of the Secretarial Auditors is annexed herewith as *Annexure 2*.

Deposits:

The company does not have any public deposits.



Particulars of Loans, Guarantees or Investment:

The company has not given any loan or guarantee during the year under review. The investments made during the year are within the limits prescribed under Section 186 of the Companies Act, 2013.

Related Party Transactions:

The company has not entered into any transactions with related party. Accordingly, information in prescribed Form AOC-2 is not required.

Comments by Board:

The reports of Statutory Auditors and Secretarial Auditors do not require any comments from directors as there are no qualification, reservation, adverse remark or disclaimer.

Managerial Remuneration:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Name of the director	Designation	DIN	Ratio
Mr. Pradip Kumar Bhargava	Managing Director	00268103	18.8:1
Mrs. Ranjana Bhargava	Whole Time Director	00234421	6.4:1

2. Percentage increase in remuneration of each director and CEO in the financial year

Name of the director/CEO	Designation	DIN/PAN	Percentage increase
Mrs. Ranjana Bhargava	Whole Time Director	00234421	0

3. Percentage increase in the median remuneration of employees in the financial year: **NIL**
4. Number of permanent employees on the rolls of company: 18
5. The company is giving statutory increase in average remuneration of workers since the company is incurring losses.
6. There is no increase in remuneration of Key Managerial Personnel.
7. There is no variable component in remuneration availed by the directors.
8. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year

Name of the director	Designation	DIN	Ratio
NA	NA	NA	NA

9. We confirm that the remuneration is as per the remuneration policy of the company
10. The Company has no employee including the directors of the company who are in receipt of remuneration in excess of Rs. 5 lacs per month or Rs. 60 lacs per annum.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors, had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.



Declaration by Independent Directors:

The Company has received declaration from all independent directors in accordance with the provisions of Section 149(6) of the Act, whose names are as under:

1. Mr. K.D. Gupta
2. Dr. Atul Kapoor
3. Mr. M.P. Sharma

Audit Committee:

The audit committee comprises of following directors:

1. Mr. Pradip Kumar Bhargava
2. Mr. K.D. Gupta
3. Mr. M.P. Sharma

The recommendations of audit committee have been accepted by the company.

Nomination and Remuneration Committee:

The Board of Directors have framed a policy which lays down a framework in relation to remuneration of directors, Key Managerial Personnel and Senior Management of the Company.

Risk Management Policy:

The Company has Risk Management committee of Directors to have a system of Risk Management, inter alia, to review it periodically.

Vigil Mechanism/ Whistle Blower Policy:

The Company has formulated Vigil Mechanism /Whistle Blower Policy for employees and Directors to keep high standards of ethical behavior and provide safeguards to whistle blower.

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 and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. 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 2014-15

No. of complaints received	NIL
No. of complaints disposed off	NIL

Corporate Social Responsibility:

The provisions of Corporate Social Responsibility under Companies Act, 2013 are not applicable.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

A) Conservation of Energy

The operations of the Company are not energy intensive therefore no capital investment has been made on energy conservation equipments during the year. The company has endeavoured to conserve energy consumption, wherever feasible and has not utilized alternate sources of equipments.

B) Technology Absorption

No new technology has been imported during last 3 years as the orders received by the company are gradually declining. However, the technology for Transistorized Converters, other equipments and parts of Induction Heating Machines imported has been fully absorbed.

The Company is working to develop low cost Medium Frequency IGBT Converters for Induction Heating applications and to design & develop special purpose with automation machines for major customers.

Due to the efforts for new developments in electronics systems and Up-gradation of NC/CNC control machines, new lighter duty designed hardening machines were introduced with cost reduction. Low cost IGBT High Frequency Converters were developed as well as technology was upgraded and delivery time reduced.



C) Foreign Exchange Earnings and Outgo

1. Activities relating to export, initiatives taken to increase exports and development of New Export market
2. Foreign exchange outflows: Rs. 2.93 lacs (previous year Rs. 15.90 lacs)
3. Foreign exchange inflows: Rs. 10.36 lacs (previous year Rs. 8.65 lacs)

Extract of Annual Return:

According to the provisions of Section 92(3) the prescribed Form MGT-9 (Extract of Annual Return) is attached as per *Annexure 1*.

Details of Board Meeting Held during the Year:

No. of Board Meetings held during the year:

Date of Board Meeting	29.05.2014	31.07.2014	08.11.2014	06.02.2015
No. of directors present	5	6	5	4

Significant and Material Orders passed by the Regulators or Courts or Tribunals Impacting the Going Concern Status and Company's Operations in Future:

There are no significant and material orders passed by the Regulators or Courts or Tribunals which may impact the going concern status and company's operations in future.

Acknowledgment:

Your directors take this opportunity to express their sincere thanks to the Shareholders, Bankers, Customers, Suppliers, Revenue & Administrative Departments and Business Associates for their cordial association & consistent support to the Company and also acknowledge & appreciate the cooperation and contribution by all categories of employees despite adverse business conditions during the year.

Place: Kanpur
Date: 28th May, 2015

On behalf of the Board
P.K. Bhargava
Chairman & Managing Director
DIN: 00268103
Address: 28-Chandra Vihar,
Lakhanpur, Kanpur



**FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN**

Annexure 1

as on the financial year ended on 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: L27201UP1971PLC003408
- ii. Registration Date: 6th May of 1971
- iii. Name of the Company: EMA INDIA LIMITED
- iv. Category / Sub-Category of the Company : Indian Non Government Company.
- v. Address of the Registered office and contact details: C-37 Panki Industrial Area, P.O. Udyog Nagar, Kanpur– 208022 (U.P.) India
- vi. Whether listed company: Yes / No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any:
M/s. Alankit Assignments Ltd., Alankit House, 2E/21, Jhandewalan Extension, New Delhi 110 055, Ph: 23541234, 42541234

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	INDUCTION HEATING EQUIPMENTS	8514.40	

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

S. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1	-	-	-	-	-

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a. Individual/ HUF	472149	-	472149	47.080	472149		472149	47.080	No
b. Central Govt.									
c. State Govt. (s)									
d. Bodies Corp.									
e. Banks/FI	17300	-	17300	1.721	17300		17300	1.721	No
f. Any Other..									
Sub-total (A) (1)	490449	-	490449	48.801	490449		490449	48.801	No
(2) Foreign									
a. NRIs – Individuals	-	-	-	-	-		-	-	-
b. Other – Individuals									
c. Bodies Corp.									
d. Banks / FI									
e. Any Other....									
Sub-total (A)(2)									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	490449	-	490449	48.801	490449		490449	48.801	No

EMA INDIA LIMITED



B. Public Shareholding									
(1) Institutions									
a. Mutual Funds									
b. Banks/FI	-	500	500	0.050	-	500	500	0.050	No
c. Central Govt	-	200	200	0.020	-	200	200	0.020	No
d. State Govt(s)									
e. Venture Capital Funds									
f. Insurance Companies									
g. FIs									
h. Foreign	226	100	326	0.032	226	100	326	0.032	No
Venture Capital Funds									
i. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)	226	800	1026	0.102	226	800	1026	0.102	No
(1) Non-Institutions									
a. Bodies Corp.									
i) Indian	13884	1000	14884	1.481	15454	1000	16454	1.637	No
ii) Overseas	-	68755	68755	6.841	-	68755	68755	6.841	No
b. Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	318176	82805	400981	39.899	319811	79600	399411	39.743	No
ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	28905	-	28905	2.876	28905	-	28905	2.876	No
c. Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(2)	360965	152560	513525	51.097	364170	149355	513525	51.199	
Total Public Shareholding (B) = (B)(1) + (B)(2)	361191	153360	514551	100.000	364396	150155	514551	100.000	
A. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Gr. Total (A+B+C)	361191	153360	514551	100.000	364396	150155	514551	100.000	

ii. Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	P.K. Bhargava HUF	352906	35.115	-	352906	35.115	-	-
2	P.K. Bhargava	49720	4.947	-	49720	4.947	-	-
3	Ranjana Bhargava	49000	4.876	-	49000	4.876	-	-
4	Rakshita Bhargava	21523	2.142	-	21523	2.142	-	-
5	Diatech Tools India Pvt. Ltd.	17300	1.721	-	17300	1.721	-	-
	Total	490449	48.801	-	490449	48.801	-	-



iii. **Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	490449	48.801	490449	48.801
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/sweat equity etc):	-	-	-	-
	At the End of the year	490449	48.801	490449	48.801

iv. **Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Top 10 Shareholders				
	At the beginning of the year	81734	8.133	81734	8.133
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/ bonus/ sweat equity etc)	-	-	-	-
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-

v. **Shareholding of Directors and Key Managerial Personnel:**

Sl. No		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	For Each of the Directors and KMP				
1	P.K. Bhargava HUF				
	At the beginning of the year	352906	35.115	352906	35.115
	Date wise Increase / Decrease in Share holding during the years pecifying the reasons for increase / decrease (e.g.allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	352906	35.115	352906	35.115
2	P.K. Bhargava				
	At the beginning of the year	49720	4.947	49720	4.947



	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	49720	4.947	49720	4.947
3	Ranjana Bhargava				
	At the beginning of the year	49000	4.876	49000	4.876
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	49000	4.876	49000	4.876
4	Rakshita Bhargava				
	At the beginning of the year	21523	2.142	21523	2.142
	Date wise Increase / Decrease in Share holding during the years pecifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	-	-	-	-
	At the End of the year	21523	2.142	21523	2.142
5	Diatech Tools India Pvt. Ltd.				
	At the beginning of the year	17300	1.721	17300	1.721
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)	-	-	-	-
	At the End of the year	17300	1.721	17300	1.721

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

EMA INDIA LIMITED



Change in Indebtedness during the financial year	-	-	-	-
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		MD	WTD&CFO	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income - tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	1920000	648000			2568000
		425231	197855			623086
2.	Stock Option	-	-			-
3.	Sweat Equity	-	-			-
4.	Commission - as % of profit - others, specify...					
5.	Others, please specify					
	Total (A)	2345231	845855			3191086
	Ceiling as per the Act	3000000	3000000			6000000

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		K.D. Gupta	Atul Kapoor	M.P. Sharma	...	
1.	Independent Directors					
	• Fee for attending board committee meetings • Commission • Others, please specify	20000	10000	12000		42000
	Total (1)	20000	10000	12000		42000
2.	Other Non-Executive Directors	Rakshita Bhargava				
	• Fee for attending board committee meetings • Commission • Others, please specify	16000				16000
	Total (2)	16000				16000
	Total (B) = (1 + 2)	36000	10000	12000		58000
	Total Managerial Remuneration	36000	10000	12000		58000



C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income - tax Act, 1961		50000		50000
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total		50000		

VII. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD/NCLT/COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment					
Compounding					
B. DIRECTORS					
Penalty	-	--	-	-	-
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment					
Compounding					



SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2015

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ema India Limited
C-37, Panki Industrial Area,
PO Udyog Nagar
Kanpur - 208022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **EMA INDIA LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the year ended on 31st March, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on 31st March, 2015 according to the provisions of:

I.

- The Companies Act, 2013 (the Act) and the rules made thereunder.
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
- The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the company during the audit period**);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the company during the audit period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the audit period**);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the audit period**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the company during the audit period**).

We have also examined compliance with the applicable clauses of the following:-



- a. Secretarial Standards issued by The Institute of Company Secretaries of India (**Not notified during the period hence not applicable to the company**).
- b. The Listing Agreements entered into by the Company with Stock Exchanges.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, etc. mentioned above.

II.

- *Provisions of the Foreign Exchange Management Act, 1999 and rules and regulations made thereunder to the extent of External Commercial Borrowings.*
- *The Uttar Pradesh Value Added Tax Act, 2008.*
- Central Sales Tax, 1956 and rules framed thereunder.
- Factories Act 1948 as amended in 1987.
- Workmen's Compensation Act, 1923.
- Employees' Provident Funds And Miscellaneous Provisions Act, 1952.
- Employees' State Insurance Act, 1948.
- Maternity Benefit Act, 1961 and Rules 1965.
- Payment of Wages Act, 1936 and rules framed thereunder.
- Payment of Bonus Act, 1965 and Rules 1975.
- *The Employment Exchanges (Compulsory Notification of Vacancies) Rules, 1960.*
- *The Central Excise Act, 1944.*
- *The Customs Act, 1962.*
- *Service Tax Rules, 1994.*

During the year under review the Company has filed periodical return and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under other Act, Laws and Regulations to the Company.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there has been no member dissenting from the decisions arrived.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that the company has passed special resolutions at its Annual General Meeting held on 29th September, 2014, under Section 180(1)(c) and 180(1)(a) authorizing the Board of Directors to borrow money and to create charge on assets of the company in favour of the lenders.

For GSK & Associates

(Company Secretaries)

Saket Sharma

Partner

(Membership No.: F4229)

(CP No.: 2565)

Date: 28.05.2015

Place: Kanpur



INDEPENDENT AUDITORS' REPORT

To the Members of EMA INDIA LIMITED

Report on the Financial Statements

1. We have audited the accompanying financial statements of EMA INDIA LIMITED, ("the Company"), which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ('the act') with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2015, its loss and its cash flows for the year ended on that date

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters Specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further report that:
 - a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) in our opinion, the aforesaid financial statements comply with the applicable Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules 2014. In respect of recognition of deferred tax assets, we have relied on management view given in Note No. 9.
 - e) on the basis of written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act
 - f) In our opinion company has adequate internal financial control system in place and same is operating effectively
 - g) In our opinion and to the best of our information and according to the explanations given to us, we report as under with respect to other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014:
 - i. The Company does not have any pending litigations which would impact its financial position
 - ii. The Company did not have any long-term contracts including derivative contracts; as such the question of commenting on any material foreseeable losses thereon does not arise
 - iii. There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of delay in transferring such sums does not arise

Place: KANPUR

Date : 28.05.15

For B. C. JAIN & CO.,
Chartered Accountants
F RN 1099C

CA SHAYAM JI GUPTA
Partner
(M. 416155)

EMA INDIA LIMITED



**ANNEXURE referred to in paragraph 7 Our Report of even date to the members
of EMA INDIA LIMITED on the accounts of the company for
the year ended 31st March, 2015**

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets ;
(b) As explained to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable , as informed to us no material discrepancies were noticed on such verification;
- ii. (a) The inventories have been physically verified by the management during the year. In our opinion the frequency of physical verification is reasonable.
(b) In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) The Company has maintained proper records of inventories. As explained to us, there was no material discrepancies noticed on physical verification of inventories as compared to book records.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and the nature of its business, for the purchase of fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company and according to the information and explanations given to us, no major weakness of internal control system has been noticed or reported.
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Order made by the Central Government under sub-section (1) of Section 148 of the Act for the maintenance of cost records. We are of the opinion that prima facie such accounts and records have been made and maintained, however we have not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
(b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes
(c) There has not been an occasion in case of the Company during the year under report to transfer any sums to the Investor Education and Protection Fund. The question of reporting delay in transferring such sums does not arise.
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not availed of any loans from any financial institution or banks and has not issued debentures
- ix. In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loan taken by others from a bank or financial institution during the year
- x. The Company is not having accumulated losses as at year end though it has incurred cash losses in the current financial year and immediately preceding financial year
- xi. In our opinion, and according to the information and explanations given to us, the company has not raised any term loans during the year
- xii. During the course of our examination of the books and records of the company, carried in accordance with the auditing standards generally accepted in India, we have neither come across any instance of fraud on or by the Company noticed or reported during the course of our audit nor have we been informed of any such instance by the Management

Place: KANPUR
Date : 28.05.15

For **B. C. JAIN & CO.,**
Chartered Accountants
F RN 1099C
CA SHAYAM JI GUPTA
Partner
(M. 416155)

EMA INDIA LIMITED



BALANCE SHEET AS AT 31.03. 2015

Particulars	Note No	As at the 31.03.2015	As at the 31.03.2014
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	1	10050000	10050000
(b) Reserves and Surplus	2	42366575	47509587
SUB TOTAL		52416575	57559587
Current Liabilities			
(a) Short Term Borrowings	3	915511	704036
(b) Trade payables	4	281770	1038048
(c) Other current liabilities	5	1191355	1823865
(d) Short-term provisions	6	2024133	1897397
SUB TOTAL		4412769	5463347
TOTAL		56829344	63022934
II. ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	6997034	12717031
(b) Non-current investments	8	0	0
(c) Deferred tax assets (Net)	9	21804909	19059892
(d) Long term loans and advances	10	267151	273585
(e) Other non-current assets	11	0	0
SUB TOTAL		29069094	32050507
Current assets			
(a) Current investments	12	10737575	11385078
(b) Inventories	13	10691985	12773518
(c) Trade receivables	14	945863	1317046
(d) Cash and Cash Equivalents	15	3247794	3178634
(e) Short-term loans and advances	16	496644	606630
(f) Other current assets	17	1640389	1711520
SUB TOTAL		27760250	30972427
TOTAL		56829344	63022934
SIGNIFICANT ACCOUNTING POLICIES			
NOTES ON FINANCIAL STATEMENTS	1-32		

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 28.05.15

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director*
Ranjana Bhargava *Whole Time Director*
K.D. Gupta *Director*
M.P. Sharma *Director*
Atul Kapoor *Director*
Rakshita Bhargava *Director*

Namita Sabarwal
Company Secretary

EMA INDIA LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2015

Particulars	Note No	Current Year	Previous Year
INCOME			
Revenue from operations	18	14512964	19401090
Other Income	19	497868	1400461
Total Revenue		15010832	20801551
EXPENDITURE			
Cost of materials consumed	20	5200272	9581682
Changes in inventories of Work-in-Process	21	1197783	(1863786)
Employee benefit expense	22	7023256	9657710
Interest on Short Term Bank Borrowings		35973	69016
Depreciation and amortization expense	7	1646892	1296623
Other expenses	23	5215083	6130801
Total Expenses		20319259	24872046
Loss before tax		(5308427)	(4070495)
Deferred tax		2745017	1742634
Total Tax Expense		2745017	1742634
Profit/(Loss) for the year from continuing operations		(2563410)	(2327861)
Earning per Equity Share:			
Basic	28	(2.55)	(2.32)
Diluted		(2.55)	(2.32)
SIGNIFICANT ACCOUNTING POLICIES NOTES ON FINANCIAL STATEMENTS	1-32		

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 28.05.15

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director*
Ranjana Bhargava *Whole Time Director*
K.D. Gupta *Director*
M.P. Sharma *Director*
Atul Kapoor *Director*
Rakshita Bhargava *Director*

Namita Sabarwal
Company Secretary

EMA INDIA LIMITED



CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2015

	Rupees	Current Year Rupees	Previous Year Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Loss before tax and extraordinary items		(5308427)	(4070495)
Adjustment for :			
Depreciation	1646892		1296623
Deferred Revenue Expenses written off	0		0
Interest Expenses	35973		69016
(Profit)/ Loss on Sale of Investments	(233497)		(853328)
Loss on Investment in Shares	0		0
(Profit)on Sale/Disposal of LAND/BUILDING	0		0
(Profit)/Loss on Sale/Disposal of Assets	(984760)		(288740)
Interest/Dividend Income	0		(171094)
		464609	(4018018)
Operating Loss before working capital changes		(4843818)	(7863272)
Adjustment for :			
Trade and other Receivables	613990		666462
Inventories	2081533		(505303)
Trade payable and other Liabilities	(1050578)		(5598997)
Long-term Loans and Advances	6434		(504)
		1651379	(5438342)
Cash generated from operations		(3192439)	(9456360)
Direct Taxes Paid (Net)		61689	59856
NET CASH USED IN OPERATING ACTIVITIES		(3254128)	(9516216)
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(684960)		(102400)
Sale of fixed assets	3163222		726231
Sale/(Purchase) of Trade Investments (Net)	881000		4541982
Interest/Dividend Income	0		171094
NET CASH FROM INVESTING ACTIVITIES		3359262	5336907
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from long term borrowings	0		0
Interest paid	(35973)		(69016)
NET CASH FROM FINANCING ACTIVITIES		(35973)	(69016)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		69161	(4248325)
CASH & CASH EQUIVALENTS			
Opening Balance as at 01.04.2014		3178634	7426959
Closing Balance as at 31.03.2015		3247794	3178634

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 28.05.15

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director*
Ranjana Bhargava *Whole Time Director*
K.D. Gupta *Director*
M.P. Sharma *Director*
Atul Kapoor *Director*
Rakshita Bhargava *Director*

Namita Sabarwal
Company Secretary

EMA INDIA LIMITED



SIGNIFICANT ACCOUNTING POLICIES

(a) **SYSTEM OF ACCOUNTING**

The Financial Statements of the Company are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles and Applicable Accounting Standards as notified by the Central Government of India U/s 133 of the Companies Act, 2013 and other pronouncements of the Institute of Chartered Accountants of India. The Company follows the mercantile system of accounting & recognizes income & expenditure on accrual basis except in respect of following where the exact quantum cannot be ascertained:

- (i) Claims lodged against and / or by the Company.
- (ii) Discounts allowed to customers on confirmation / settlement.
- (iii) Government Taxes and other statutory dues except otherwise specified.

(b) **USE OF ESTIMATES**

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

(c) **OWNED FIXED ASSETS**

Tangible assets are stated at cost net of tax/duty credit availed, if any, less accumulated depreciation. Cost represents cost of acquisition inclusive of inward freight and incidental expenses related to acquisition and adjustments arising from foreign exchange rate variations, if any. Intangible assets (Technical know how) are stated at cost of acquisition less accumulated amortization.

(d) **DEPRECIATION & AMORTISATION**

Leasehold Land is amortized over the period of lease. Depreciation on other Tangible Assets is provided for on straight-line method as per their useful lives specified in Schedule II of the Companies Act, 2013 .

(e) **INVESTMENTS**

Long Term Investments are accounted for at Cost. Any decline other than temporary in the value of long-term investment is adjusted in the carrying cost of such investment.

(f) **INVENTORIES**

Inventories are valued at Lower of Cost or Net Realizable Value. Cost of raw material & components and stores & spare parts are determined on weighted average basis. Cost of material is arrived at after adjustment of, where applicable, any duty / VAT credit availed or to be availed. Work in process are valued at direct cost. Finished goods are valued at lower of cost or net realizable value. Cost includes related overhead and excise duty Payable for such goods wherever applicable.

(g) **SALES**

Revenue from sales is recognized upon despatch to customers. Sales (net of returns) are inclusive of packing charges and exchange variations arising out of export sales transactions but excluding Sales Tax/VAT.

(h) **RESEARCH AND DEVELOPMENT**

Expenditure related to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to Profit and Loss Account of the year in which they are incurred.

(i) **FOREIGN CURRENCY TRANSACTIONS**

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets & liabilities and realized gains & losses on foreign exchange transactions other than those relating to fixed assets are recognized in the Profit and Loss Account. Exchange differences in respect of liabilities incurred to acquire fixed assets are adjusted in the cost of such fixed assets.

(j) **EMPLOYEE BENEFITS**

- (i) Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c of the year in which the related service is rendered.
- (ii) Short term liability for accumulated earned leave encashment Payable to employees at the end of the year provided for.
- (iii) Post retirement and other long term benefits are recognized as an expense in the Profit & Loss A/c for the year in which Employee has rendered services. The expense is recognized at the present value of amount Payable determine using actuarial valuation.

(k) **BORROWING COSTS**

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(l) **DEFERRED REVENUE EXPENDITURE**

- (i) The design and development cost paid is treated as Deferred Revenue Expenditure to be written off in six equal installments.
- (ii) Compensation paid to employees taking voluntary retirement is treated as Deferred Revenue Expenditure to be written off in five equal installments.

(m) **PROVISION FOR CURRENT & DEFERRED TAX**

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments / appeals in Company's cases. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates & laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. The effect of tax rate change is considered in the Profit & Loss Account of the respective year of change.

(n) **PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS**

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liabilities (if material) are disclosed by way of Notes to Accounts. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.



NOTES ON FINANCIAL STATEMENTS

	As at 31.03.2015	As at 31.03.2014
1 SHARE CAPITAL		
AUTHORISED		
17,50,000 Equity Shares of Rs. 10/- each	17500000	17500000
25,000 Preference Shares of Rs.100/- each	2500000	2500000
	20000000	20000000
ISSUED, SUBSCRIBED & FULLY PAID UP		
10,05,000 Equity Shares of Rs. 10/- each	10050000	10050000
TOTAL	10050000	10050000
1 Shareholders holding more than 5% in the company as on 31.03.2013	Nos	Nos
Pradip Kumar Bhargava HUF	352906	352906
EMA Electro MaschinenSchultze GmbH & Co.	68755	68755
TOTAL	421661	421661
1 Change in the Share Capital	NIL	NIL
Change in Shareholders holding more than 5%	NIL	NIL
1 Equity shares allotted as fully paid up pursuant to a contract without payment being received in cash for the period of five years immediately preceeding the date of Balance Sheet	NIL	NIL
1 Equity shares allotted as fully paid up by way of bonus shares by capitalization of General Reserve for the period of five years immediately preceeding the date of Balance Sheet	NIL	NIL
2 RESERVES & SURPLUS	31.03.2015	31.03.2014
CAPITAL RESERVE		
Capital Investment Subsidy - As per last Balance Sheet	2500000	2500000
SECURITY PREMIUM ACCOUNT		
Premium received on issue of Equity Shares - As per last Balance Sheet	2750000	2750000
GENERAL RESERVE		
Balance at the beginning of the year	42259587	44587448
(Less) : Shortfal in depreciation consequent upon changes in useful life of assets provided	(2579603)	0
(Less) : Transferred to current year Statement of Profit & Loss	(2563410)	(2327861)
Balance at the end of the year	37116575	42259587
PROFIT & LOSS ACCOUNT		
Balance at the beginning of the year	0	0
Add / (Less) : Profit / (Loss) for the year	(2563410)	(2327861)
Transferred from General Reserve	(2563410)	(2327861)
Balance at the end of the year	0	0
TOTAL	42366575	47509587



3 SHORT TERM BORROWINGS **31.03.2015** **31.03.2014**

FROM STATE BANK OF INDIA - SECURED **915511** **704036**

Overdraft is secured against pledge of fixed deposit of the company.

4 TRADE Payables

SUNDRY CREDITORS

Due to Micro, Small & Medium Enterprises (less than six months) 34520 66188

Due to Others 247250 971860

TOTAL **281770** **1038048**

5 OTHER CURRENT LIABILITIES

Advances from Customers 349238 858834

Investor Education & Protection Fund - A/c Unpaid Dividend - Unclaimed 0 36887

Salaries & Benefits Payable 386107 420097

Bonus Payable 68878 97670

Tax deducted at source Payable 1304 181705

Central Sales Tax / Vat Payable 30388 49898

Provisions for expenses 57980 69948

Creditors for services 297460 108827

TOTAL **1191355** **1823865**

6 SHORT TERM PROVISIONS

Provision for Employee Benefits

ESI Payable 2082 3549

PF Payable 41031 48185

Leave encashment Payable 1981020 1845663

TOTAL **2024133** **1897397**

7 TANGIBLE ASSETS

	GROSS BLOCK				DEPRECIATION					NET BLOCK	
	01.04.2014	Additions	Deletions	31.03.2015	01.04.2014	For the year		Deletions	31.03.2015	31.03.2015	31.3.2014
Land (Leasehold)	90,205	0	0	90,205	38,100	1,002	0	0	39102	51,103	52,105
Building	57,02,708	0	0	57,02,708	33,44,115	21,267	15,20,518	0	4885899	8,16,809	23,58,594
Plant & Machinery	261,87,189	0	64,80,708	197,06,481	176,64,578	14,24,348	6,07,025	4336407.77	15359544	43,46,937	85,22,611
Utility Sub stations	5,48,912	0	0	5,48,912	4,84,175	0	37,292	0	521467	27,446	64,737
Computers	21,97,389	0	4,65,664	17,31,725	20,12,669	0	79,010	444315.32	1647364	84,361	1,84,720
Cooling Equipments	7,89,612	0	0	7,89,612	5,65,025	9,225	1,25,179	0	699429	90,183	2,24,587
Office Equipments	9,32,597	15,500	32,168	9,15,929	6,68,841	9,285	1,82,766	24302.68	836589	79,340	2,63,756
Furniture & Fixtures	12,86,283	0	4,50,611	8,35,672	12,15,189	2,522	27,813	445662.56	799862	35,810	71,094
Vehicles	12,16,748	6,69,460	0	18,86,208	2,41,920	1,79,243	0	0	421163	14,65,045	9,74,828
GRAND TOTAL	389,51,643	6,84,960	74,29,151	322,07,453	262,34,613	16,46,892	25,79,603	52,50,688	252,10,419	69,97,034	127,17,031
PREVIOUS YEAR	425,07,553	1,02,400	36,58,309	389,51,644	281,58,808	12,96,623	0	32,20,818	262,34,613	127,17,031	143,48,745

8 NON CURRENT INVESTMENTS

TOTAL **0** **0**

EMA INDIA LIMITED



9 DEFERRED TAX ASSETS

31.03.2015 31.03.2014

The Company estimates the deferred tax credit / (charge) using the applicable rate of tax based on the impact of timing differences between financial statements and estimated taxable income for the current year. The Deferred Tax assets comprise of the following:

(a) Deferred Tax Assets - OPENING	19059892	17317257
(b) ADD-CURRENT PERIOD	2745017	1742635

NET DEFERRED TAX ASSETS **21804909** **19059892**

Deferred Tax Assets (Net) in respect of brought forward losses and unabsorbed depreciation has been recognized and carried forward to the next year on the basis of prudence and virtual certainty that at least so much of future taxable capital gain shall be available against which such deferred tax assets can be realised.

10 LONG TERM LOANS & ADVANCES

VAT recoverable	2321	8755
Security Deposits	264830	264830
Inter Corporate Deposit - Considered Doubtful	5550000	5550000
Less: Provision for doubtful deposit	(5550000)	(5550000)

TOTAL **267151** **273585**

In case of winding up petition filed by the Company before Hon'ble High Court of Allahabad for recovery of Inter Corporate Deposit against M/s Trackparts of India Ltd., the Company is following up the case for balance dues of Rs. 55.50 lacs. Full provision in respect of above was made in financial year 2003-04. Another case under Negotiable Instruments Act is also pending in local court at Kanpur.

11 OTHER NON CURRENT ASSETS

TOTAL **0** **0**

12 CURRENT INVESTMENTS

TRADE INVESTMENTS

(i) Birla Sunlife Dynamic Bond Fund

	5999900	6766965
Nos. of Units	314617	355826
Cost - Rupees	5999900	6766965
Market Value- Rupees	7690053	7549313

(ii) Birla Sunlife Income Plus Growth Fund

	0	4618113
Nos. of Units	0	82422
Cost - Rupees	0	4618113
Market Value- Rupees	0	4453301

(iii) Birla Sunlife Equity Fund Growth Fund

	4737675	
Nos. of Units	11188	0
Cost - Rupees	4737675	0
Market Value- Rupees	5449025	0

TOTAL Cost - Rupees **10737575** **11385078**

TOTAL Market Value - Rupees **13139078** **12002614**

13 INVENTORIES (As certified by the management)

Stores and Spares	477990	510808
Raw Materials and Components	8990886	9841818
Work-in-Process	1223109	2420892

TOTAL **10691985** **12773518**

EMA INDIA LIMITED



14 TRADE RECEIVABLES (Unsecured):		
Other Debts-Considered Good	945863	1317046
	TOTAL	945863 1317046
15 CASH & CASH EQUIVALENTS		
(i) Balance with Banks in Current Accounts	534193	412041
(ii) Cash in hand	86757	106515
(iii) Fixed Deposits with Bank	2626844	2623191
(iv) Investor Education & Protection Fund - A/c Unpaid Dividend	0	36887
	TOTAL	3247794 3178634
16 SHORT TERM LOANS & ADVANCES (Unsecured, considered good)		
Advances to Suppliers	0	187097
Other Advances	496644	419533
	TOTAL	496644 606630
17 OTHER CURRENT ASSETS		
Advance Income Tax (Net of Provisions)	1572642	1528114
Balance with Statutory / Government authorities	10280	101988
Prepaid Expenses	57467	81418
	TOTAL	1640389 1711520
18 REVENUE FROM OPERATIONS	31.03.2015	31.03.2014
18.1 SALE OF PRODUCTS		
Induction Heating Equipments produced & sold - Numbers	3	2
Sale Value of Equipments - Rupees	3969102	6636207
Tools, Spares & Upgrading etc (in lot) - Rupees	10801373	13051289
Gross Sale	14770475	19687496
Less: Excise Duty & Cess Realised	1312553	2031115
	NET SALES	13457922 17656381
There is no opening or closing stock of goods produced.		
18.2 SALE OF SERVICES		
Technical Assistance & Process Support Charges	1055042	1744709
	TOTAL	14512964 19401090
19 OTHER INCOME		
Duty Draw Back Received	6005	13959
Short Term Capital Gain on Redemption of Investments	233497	853328
Balances no longer Payable written back	0	321157
Interest on Income Tax Refund	0	40923
Exchange Fluctuations	26525	0
Interest on Deposits with Scheduled Banks (Tax Deducted at source Rs 22972 /- Previous year Rs. 16426/-)	231841	171094
	TOTAL	497868 1400461
20 COST OF RAW MATERIAL CONSUMED	31.03.2015	31.03.2014
PARTICULARS		
Imported (in Rupees)	1117776	2382503
(in percentage)	21.49%	24.87%



Indigenous (in Rupees)
(in percentage)

4082496 7199179
78.51% 75.13%

TOTAL IN RUPEES 5200272 9581682

It is not practical to furnish detailed item wise information of raw materials & components consumed in view of the large number of items which differ in size & nature, each being less than ten percent in value of the total value.

21 DECREASE IN INVENTORY OF WORK IN PROCESS

Opening Stock 2420892 557106
Less : Closing Stock 1223109 2420892

TOTAL 1197783 (1863786)

22 EMPLOYEE BENEFIT EXPENSES

Salaries, Wages and Bonus etc. 6149132 8880336
Contribution to Provident and other Funds (Refer Note No 29) 713108 631258
Employees Welfare Expenses 161016 146116

TOTAL 7023256 9657710

23 OTHER EXPENSES

Stores and Spares Consumed (100% Indigenous) 350829 379167
Power and Electrical Charges 1086500 1151333
Repairs to Building 113915 39136
Repairs to Plant and Machinery 34698 17124
Rates and Taxes 64857 64857
Insurance 71207 79695
Machining charges 143330 199097
Packing, Forwarding & Freight 178032 222476
Travelling Expenses 1507075 1796748

AUDITORS' REMUNERATION

30000 30000
Director Sitting Fees 58000 44000
Loss/(Profit) on Sale / Disposal of other Fixed Assets (Net) (984760) (288740)
Professional Fees & Expenses 739840 500032
Security Service Charges 556574 576933
Other Miscellaneous Expenses 1264985 1318943

TOTAL 5215083 6130801

24 CONTINGENT LIABILITIES & COMMITMENTS

(i) Claims against the Company for demands raised by ESI Corporation till 2001 not acknowledged as debts - Rs. 571813/- (Previous year Rs. 571813/-) out of which Rs. 460109/-(Previous year Rs. 460109/-) has been deposited under protest. Further the company has also disputed the calculation of demand raised by the department. Since the ESI Corporation has not acknowledged the basis of their demand, the difference has not been deposited.

(ii) Claim against the company for various labour cases filed, not acknowledged as debt since the amount is not ascertainable.

31.03.2015 31.03.2014

25 C.I.F. VALUE

RAW MATERIAL IMPORTED 901241 1428886

26 EXPENDITURE IN FOREIGN CURRENCY

Foreign Bank Charges 10801 6310
Travelling 282100 154973

TOTAL 292901 161283

EMA INDIA LIMITED



27	EARNINGS IN FOREIGN CURRENCY	31.03.2015	31.03.2014
	Export of Goods on F.O.B. Basis	1036213	865130
28	EARNING PER SHARE (EPS)	31.03.2015	31.03.2014
	(i) Net Profit/(Loss) for Equity shareholders – Rupees	(2563410)	(3615737)
	(ii) Weighted Average number of Equity Shares	1005000	1005000
	(iii) Basic and Diluted Earnings per share of Rs.10 each - Rupees	(2.55)	(3.60)
29	EMPLOYEE BENEFITS – As per Accounting Standard-15 (Revised 2005)		
	(i) Gratuity Fund – Gratuity is administered through Group Gratuity Scheme with LIC and annual premium thereon is paid and accounted for as and when demanded based on actuarial valuation made by LIC as required in Accounting Standard – 15 (revised 2005).		
	(ii) Leave Encashment – Provision for leave encashment has been made by the management.		
	(iii) Defined Contribution Plans – During the financial year ended 31.03.2015, the Company has recognized the following amounts in the Profit & loss account for employee benefits.		
	<u>Employer's Contribution to</u>		
	Employee's Provident Fund	388555	419391
	Employee's Family Pension Scheme	139794	171674
	Employee's State Insurance Fund	86303	124083
	Employee's Group Insurance Scheme	44742	46613
	Employee's Superannuation Fund	0	0
	<u>Gratuity Fund</u> –		
	Contribution to LIC Group Gratuity Scheme as per demand raised	5270	(184697)
	Leave Encashment	0	307961
30	RELATED PARTY DISCLOSURES		
	As required under AS-18 issued by Institute of Chartered Accountants of India		
	(i) Key Management Personnel & their relatives		
	(a) Mr. P.K. Bhargava, Chairman & Managing Director		
	(b) Mrs. Ranjana Bhargava, Whole Time Director		
	(c) Ms. Rakshita Bhargava, Director		
	(ii) Summary of Transactions	31.03.2015	31.03.2014
	Key Management Personnel & Relatives		
	Remuneration	3191086	4701657
	Sitting Fees	16000	16000
	Other Directors		
	Sitting Fees	42000	28000
31	The Company is engaged in one segment only i.e. Machine Tools for Automotive and other classified industries which are governed by the same set of risk and returns. The said treatment is in accordance with the guiding principle enunciated in the AS-17 on Segment Reporting.		
32	Previous year figures have been regrouped / reclassified to conform to this year's classification.		

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 28.05.15

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director*
Ranjana Bhargava *Whole Time Director*
K.D. Gupta *Director*
M.P. Sharma *Director*
Atul Kapoor *Director*
Rakshita Bhargava *Director*

Namita Sabarwal
Company Secretary

EMA INDIA LIMITED



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

CIN L27201UP1971PLC003408 State Code 20
Balance Sheet Date 31032015

II. Capital Raised during the year (Amount in Rs. Thousands)

Public Issue NIL Right Issue NIL
Bonus Issue NIL Private Placement NIL

III. Position of Mobilization and Deployment of Funds

Total Liabilities - - - - 56829 Total Assets - - - - 56829

Equity & Liabilities

Paid-up Capital - - - - 10050 Reserves & Surplus - - - - 42367
Secured Loans - - - - - 915 Current Liabilities - - - - - 3497

Assets

Net Fixed Assets - - - - - 6997 Non Current Investments - - - - - - 0
Current Assets - - - - - 27760 Deferred Tax Assets - - - - - 21805
Long Term Advances - - - - - - 267

IV. Performance of Company

Turnover (Gross Revenue) - - - - - 15011 Total Expenditure (Net) - - - - - 20319
Loss before Tax - - - - - (5308) Loss after Tax - - - - - (5308)
Earnings per Share (Rs.) (5.30) Dividend Rate % NIL

V. Generic Names of Principal Products/Services of Company

(as per monetary terms)

Item Code No (ITC Code) - - 8514.40

Product Description INDUCTION HEATING EQUIPMENTS

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 28.05.15

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director*
Ranjana Bhargava *Whole Time Director*
K.D. Gupta *Director*
M.P. Sharma *Director*
Atul Kapoor *Director*
Rakshita Bhargava *Director*

Namita Sabarwal
Company Secretary

EMA INDIA LIMITED



EMA INDIA LIMITED

C-37, Panki Industrial Area,
P.O. Udyog Nagar, Kanpur – 208022
Ph: 0512-2691210-11, Fax: 0512-2691214
e-mail: emaindia.cs@gmail.com
Website: www.eilttd.info
CIN No. L27201UP1971PLC003408

Dear Shareholders,

Sub: E-mail address–Green Initiative Corporate Governance–Paperless Communication
Ref: Circular Nos. 17/2011 & 18/2011 dt. April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs, Government of India (MCA)

The Ministry of Corporate Affairs has taken “Green Initiative in Corporate Governance” by allowing paperless compliances by the companies by way of dispensing with sending Physical Annual Reports of the Company and in lieu thereof sending the documents by E-Mail to its Members. Accordingly in future the Company proposes to send its notice, annual report, etc., in electronic form to its Members in support of the said Green Initiative of the MCA for which E-mail address of the shareholders is required to be registered with the Company.

Please note that the Annual Report / related documents for financial year 2014-15 has been despatched to the shareholders in physical form as well as uploaded on the website of the Company viz. www.eilttd.info for the ready reference of its Members. However to enable the company to follow the **Green Initiative in Corporate Governance**, the Members are requested to comply with the following:

- a. Members holding equity shares of the Company in electronic form are requested to register / update their e-mail address with their DP.
- b. Members holding equity shares of the Company in physical form are requested to provide their e-mail address to the Company /RTA urgently.

Please note that as a Member of the Company you are always entitled to receive on request, copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Thanking you for supporting this unique initiative and assuring you of our best attention at all times.

Yours sincerely,
For EMA India Ltd.

P.K. Bhargava
Managing Director

EMA INDIA LIMITED



EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022
Ph: 0512-2691210-11, Fax: 0512-2691214
e-mail: emaindia.cs@gmail.com • Website: www.eitld.info
CIN No. L27201UP1971PLC003408

PROXY FORM

Name of the member(s):.....
Registered address:.....
E-mail ID:.....
Folio/DP ID-Client ID No.:.....

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (2) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (3) Name: _____ address: _____
E-mail ID _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 44th Annual General Meeting of the Company, to be held on Tuesday 29th September 2015 at 11.00 a.m. the Registered Office of the Company C-37, Panki Industrial Area, Kanpur – 208 022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS	Optional *	
		For	Against
1	Adoption of Annual Statements for the year ended 31 st March 2015		
2	Re-appointment of M/s. B.C. Jain & Co., Chartered Accountants as Auditors and fix their remuneration		
3	Re-appointment of Ms. Rakshita Bhargava as Director		

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy Holder (s) _____

Affix One
Rupee
Revenue
Stamp

Note:

- 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.
- For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 44th Annual General Meeting.
- * It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in above box before submission.

EMA INDIA LIMITED



EMA INDIA LIMITED

C-37, Panki Industrial Area,
P.O. Udyog Nagar, Kanpur – 208 022.
Ph. 0512-2691210-11, Fax: 0512-2691214
e-mail: emaIndia.cs@gmail.com
Website: www.eiltd.info
CIN No: L27201UP1971PLC003408

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. Joint shareholders may obtain additional slip on request.

DP. ID.*	
Client ID.*	

Regd. Folio No.	
-----------------	--

Name and address of the shareholder / beneficiary No. of Share(s) held:

I hereby record my presence at the 44th Annual General Meeting of the Company being held on Tuesday, 29th September 2015 at 11.00 AM at Registered office of the Company at C-37, Panki Industrial Area, Kanpur 208 022.

.....
Signature of Shareholder/Beneficiary or Proxy

* Applicable for investors holding shares in electronic form.

EMA INDIA LIMITED



EMA INDIA LIMITED

CIN:L27201UP1971PLC003406

Mfrs. of induction
Heat Treating &
Hardening Equipments

FORM A

Format of covering letter of the Annual Audit Report to be filed with the
Stock Exchanges

1.	Name of the Company	Ema India Limited
2.	Annual financial statements for the year ended	31 st March, 2015
3.	Type of Audit observation	Un-qualified
4.	Frequency of observation	N.A.

P.K. Bhargava

Mr. P.K. Bhargava
Managing Director & Chairman of
Audit Committee

Ranjana Bhargava

Mrs. Ranjana Bhargava
Whole Time Director & CFO

For B.C. Jain & Company,



S. Gupta
(Shyamji Gupta)

PARTNER
Chartered Accountants
Membership No. 416155
FRN 1099C

Regd. Office
&
Postal Address

EMA INDIA LTD.
C-37, Panki Industrial Area,
P. O. Udyog Nagar
Kanpur-208 022 (INDIA)
Tel. : +91-512-2691210-12-13-15
Fax. : +91-512-2691214

E-mail : email@sancharnet.in
emailindia@rediffmail.com
Website : www.emainduction.com

