

**EMA INDIA LIMITED**

CIN:L27201UP1971PLC003409

Mfrs. of Induction  
Heating and Honing  
Machines & Accessories

August 29, 2024

To,  
Manager-CRD,  
BSE Limited,  
Pheroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai-400001

Dear Sir/Ma'am,

**Sub: Intimation of 53<sup>rd</sup> Annual General Meeting of the Members, Closure of Register of Members and Share Transfer Books and submission of Annual Report of the Company for the Financial Year 2023-24**

We wish to inform you that pursuant to Regulations 30 and 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), please find enclosed the Annual Report of the Company for the Financial Year 2023-24 along with the Notice of 53<sup>rd</sup> Annual General Meeting ("AGM") schedule to be held on **Thursday, September 26, 2024 at 01:00 p.m. (IST)** through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") facility in accordance with the relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

The Company has dispatched the Notice and the Annual Report to the Members today i.e. on **Thursday, August 29, 2024** to those Members whose e-mail addresses are registered with the Company/ Registrar and Share Transfer Agent/ Depository Participant(s).

Pursuant to the applicable provisions of the Companies Act, 2013, Listing Regulations and Secretarial Standard- 2 on General Meetings, each as amended, the Company is pleased to provide to its members, the facility to exercise their right to vote electronically, through e-voting services provided by Central Depository Services (India) Limited (CDSL) on all resolutions as set out in the Notice. Further, the facility for voting through electronic voting system will also be made available at the AGM and Members attending the AGM who have not cast their vote(s) by remote e-voting will be able to vote at the AGM.

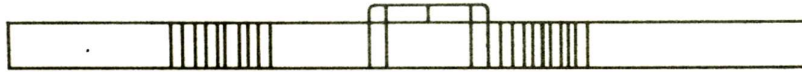
The Cut-off date for determining the eligibility of Members to vote by remote e-voting or voting at the AGM is **Thursday, 19<sup>th</sup> September, 2024**.

The remote e-voting will commence on **Monday, 23<sup>rd</sup> September, 2024 at 9:00 A.M. (IST)** and ends on **Wednesday, 25<sup>th</sup> September, 2024 at 5:00 P.M. (IST)**.

Regd. Office & Postal Address  
**EMA INDIA LTD.**  
C-37, Panki Industrial Area  
P.O. Udyog Nagar  
Kanpur-208 022  
INDIA

Honing Machine Division  
**GEHRING INDIA**  
(A Div. of Ema India Ltd.)  
Vill. Maharajpur, 19th Km. Stone  
P.O. Tantiyaganj, Mandhana  
Kanpur Dehat-209 203  
INDIA

EMA Tel. : +91-512-691210-11-12-13  
Fax : +91-512-691214  
GEHRING Tel. : +91-5112-20105, 20107  
Fax : +91-5112-20106  
E-mail : emain@lw1.vsnl.net.in



# EMA INDIA LIMITED

CIN:L27201UP1971PLC003409

Mfrs. of Induction  
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Machines & Accessories

The Register of Members and Share Transfer of Book shall remain closed from **Thursday 19<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 (both days inclusive)** for the purpose of AGM.

Kindly take the above on your record.

Thanking You,

Yours Faithfully

**For EMA India Limited**

NAMITA  
SABHARWAL

Digitally signed by  
NAMITA SABHARWAL  
Date: 2024.08.29 16:12:35  
+05'30'

**Namita Sabharwal**  
**(Company Secretary and Compliance officer)**  
**M. No.: A35411**

Encl.: As Above

Regd. Office & Postal Address  
**EMA INDIA LTD.**  
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INDIA

EMA  
Tel. : +91-512-691210-11-12-13  
Fax : +91-512-691214  
GEHRING  
Tel. : +91-5112-20105, 20107  
Fax : +91-5112-20106  
E-mail : emain@lw1.vsnl.net.in



## EMA INDIA LIMITED

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

Ph: 0512-2691210-11

E-mail: emaindia.cs@gmail.com; Website: www.eiltd.info

CIN No.: L27201UP1971PLC003408

### NOTICE

NOTICE is hereby given that 53<sup>rd</sup> Annual General Meeting (“AGM”) of Shareholders of EMA INDIA LIMITED will be held on **Thursday 26<sup>th</sup> September, 2024 at 01:00 P.M** in compliance with applicable circulars issued by the Ministry of India and Securities and Exchange Board of India through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses: -

#### **ORDINARY BUSINESS:**

1. To consider and if thought fit, to pass, with or without modification(s), the following Item as an **Ordinary Resolution:**

**To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31<sup>st</sup>, 2024 and the Reports of Board of Directors and the Auditors thereon.**

“RESOLVED THAT the audited annual financial statement of the Company comprising of Balance Sheet, Statement of Profit and Loss Account along with Cash Flow Statement as at 31st March, 2024 and explanatory notes annexed to, or forming part of any document referred above together with the Auditors Report thereon and Board's report for the financial year ended on 31st March 2024 and annexures thereof, as circulated to the shareholders and laid before the meeting, be received, considered and adopted.”

2. To consider and if thought fit, to pass, with or without modification(s), the following Item as an **Ordinary Resolution:**

**To appoint a director in place of Ms. Ranjana Bhargava (DIN 00234421) who retires by rotation and being eligible offers herself for re-appointment.**

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with rules made thereunder, Ms. Ranjana Bhargava (DIN: 00234421), who retires by rotation and being eligible, offers herself for re-appointment, be and is hereby re-appointed as a Director of the Company, who shall be liable to retire by rotation.”

#### **SPECIAL BUSINESS:**

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

**To Regularize the appointment of Mr. Himanshu Kapoor (DIN: 07926807) as an Independent Director of the Company.**

“RESOLVED THAT Mr. Himanshu Kapoor (DIN: 07926807) who was appointed as an Additional Non-Executive and Independent Director of the Company with effect from 18th May, 2024, by the Board of Directors based on the recommendation of the Nomination and Remuneration Committee and who holds office upto the date of this Annual General Meeting of the Company under Section 161(1) of the Companies Act, 2013 (‘ACT’) [including any statutory modification(s) or re-enactment thereof for the time being in force] and the Article of Association of the Company, who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV to the Companies Act, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of Mr. Himanshu Kapoor, that meets the criteria for Independence as provided under the Act and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company for a term of



three (3) years with effect from 18<sup>th</sup> May, 2024 to 17<sup>th</sup> May, 2027 (both days inclusive) and who would not be liable to retire by rotation, be and is hereby approved.”

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

**To appoint Mrs. Honey Bhatia (DIN: 10734987), as Non-Executive and Independent Director of the Company.**

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 152 read with Schedule IV to the Companies Act, and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Director) Rules, 2014 and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“the LODR Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), **Mrs. Honey Bhatia (DIN: 10734987)**, who has submitted a declaration that he meets the criteria for Independence as provided under the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a term of three (3) years with effect from 26<sup>th</sup> September, 2024 to 25<sup>th</sup> September, 2027 (both days inclusive) and who would not be liable to retire by rotation.

**RESOLVED FURTHER THAT** any Directors of the Company be and is hereby severally authorized to do all the acts, deeds and things, including signing and issuing letter of appointment and to complete all other formalities as may be required in this regard ”

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

**To increase the borrowing limits of the Company.**

“**RESOLVED THAT** in supersession to the previous resolution passed, if any, in this regard, pursuant to the provisions of Section 180(1)(c) and other applicable provisions, of the Companies Act, 2013 read with Companies (Meeting of Board and its Powers) Rules 2014, including any statutory modifications or re-enactments thereof, for the time being in force, the consent of the Members be and is hereby accorded to authorize Board of Directors of the Company (hereinafter referred to as “the Board”), to borrow any sum and sums of money from time to time at its discretion, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company may exceed the aggregate of paid-up share capital, free reserves and securities premium, provided that the total outstanding amount so borrowed shall not exceed the limit of Rs.3,00,00,000/-(Rupees Three Crores only).”

**RESOLVED FURTHER THAT** the Board be and are hereby authorized to do all such acts and things as may be necessary for giving effect to the above resolution.”

Place: Kanpur  
Dated: 08.08.2024

By Order of the Board

Sd/-

**RANJANA BHARGAVA**

Whole Time Director

DIN No. 00234421

R/o: 28-Chandra Vihar, Lakhapur  
Kanpur-208002



## NOTES:

- a) The Explanatory Statement, pursuant to Section 102 of the Act and in respect of business under **Item Nos. 2, 3, 4 & 5** set out above and relevant details of Directors seeking appointment/ re-appointment at this Annual General Meeting as required under Regulations 36(3) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), and Secretarial Standard – 2 on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India (“ICSI”), is also annexed herewith as Annexure-A.
- b) The Ministry of Corporate Affairs (‘MCA’), inter-alia, vide its General Circular Nos. 14/2020 dated April 08, 2020 and 17/2020 dated April 13, 2020, followed by General Circular Nos. 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as ‘MCA Circulars’) has permitted the holding of the AGM through VC / OAVM without the physical presence of the members at a common venue.

Further, on receiving various representations, the Securities and Exchange Board of India (‘SEBI’) also issued Circular No dated May 12, 2020, January 15, 2021, May 13, 2022, January 5, 2023 and October 07, 2023 (‘SEBI Circulars’) and other applicable circulars issued in this regard, have provided relaxations from compliance with certain provisions of the SEBI (LODR) Regulations, 2015.

- c) Accordingly, in compliance with the aforementioned MCA Circulars and SEBI Circulars, the 53<sup>rd</sup> Annual General Meeting (“AGM”) of the Company will be held on Thursday, September 26, 2024 at 01:00 p.m. (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM) facility to transact the businesses as set out in the Notice of AGM and therefore no physical presence of members is required. The deemed venue of AGM shall be deemed to be Registered Office of the Company at C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur- 208022.
- d) Since, the AGM will be held through VC/ OAVM, the route map is not annexed to this Notice.
- e) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
- f) The Members can join the AGM in the VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
- g) The Register of Members and the Share Transfer books of the Company will remain closed from **Thursday, 19<sup>th</sup> September, 2024 to Thursday, 26<sup>th</sup> September, 2024 (both days inclusive)** for annual closing.
- h) Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ RTA. The Notice of AGM and Annual Report 2023-24 are available on Company’s website viz. [www.eilttd.info](http://www.eilttd.info) and may also be accessed from the websites of the Stock Exchanges i.e. BSE Limited [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also available on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) at [www.evotingindia.com](http://www.evotingindia.com).
- i) Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
- j) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting as well as voting system on the day of the AGM will be provided by CDSL
- k) 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 Alankit Assignments Limited, Alankit Heights 4E/2, Jhandewalan Extension, New Delhi – 110055 or to the Company.



- l) Members joining the meeting through VC, who have not cast their vote by means of remote e-voting, shall be able to exercise their right to vote through e- voting system at the AGM. The Members who have cast their vote by remote e-voting prior to the AGM may also join the AGM through VC but shall not be entitled to cast their vote again.
- m) Electronic copy of the Annual Report for the Financial Year 2023-24 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.
- n) Members may also note that the Notice of the 53<sup>rd</sup> Annual General Meeting and the Annual Report for the Financial Year 2023-24 will also be available on the Company's website [www.eiltd.info](http://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 their requests at Company's investor email id: [emaindia.cs@gmail.com](mailto:emaindia.cs@gmail.com).
- o) To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with their Depositories in case the shares are held by them in electronic form and with the Company's RTA in case the shares are held by them in physical form.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER: -**

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on **Monday, September 23, 2024 (9:00 a.m. IST)** and ends on **Wednesday, September 25, 2024 (5:00 p.m. IST)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. **Thursday, September 19, 2024**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) Facility for e-voting shall also be made available at the AGM for those members who attended the AGM and who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM. Members who have cast their vote by remote e-voting may also attend the AGM, but shall not be allowed to cast their vote again.

(v) Mr. Awashesh Dixit, Practising Company Secretary has been appointed as the Scrutinizer, for conducting the e-voting as well as voting at the AGM in a fair and transparent manner. The results on resolutions shall be declared not later than 48 hours from the conclusion of the AGM and the resolutions will be deemed to be passed on the AGM date subject to receipt of the requisite number of votes in favor of the resolutions.

(vi) The results declared along with the Scrutinizer's Report will be available on the corporate website of the Company, [www.eiltd.info](http://www.eiltd.info) and communicated to BSE Limited.



Step 1 : Access through Depositories CDSL/NSDL e-voting system in case of Individual shareholders holding shares in demat mode.

(vii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"><li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab.</li><li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li><li>3. If the user is not registered for Easi/Easiest, option to register is available at cdsl website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li><li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li></ol>
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"><li>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li><li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" "Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service</li></ol>



	provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL .**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

**Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
  - 2) Click on “Shareholders” module.
  - 3) Now enter your User ID
    - a. For CDSL: 16 digits beneficiary ID,
    - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
    - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
  - 4) Next enter the Image Verification as displayed and Click on Login.
  - 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.

If you are a first-time user follow the steps given below

<b>For Physical shareholders and other than individual shareholders holding shares in Demat.</b>	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>





Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"><li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li></ul>
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant Company “EMA India Limited” on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
  - It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively Non Individual shareholders are required mandatorily to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [awidixit333@gmail.com](mailto:awidixit333@gmail.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.



**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [emaindia.cs@gmail.com](mailto:emaindia.cs@gmail.com). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at [emaindia.cs@gmail.com](mailto:emaindia.cs@gmail.com). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**Process for those shareholders whose email/mobile No. are not registered with the Company/Depositories**

1. For physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self -attested scanned copy of Aadhar Card) by email to [emaindia.cs@gmail.com](mailto:emaindia.cs@gmail.com)/ [rta@alankit.com](mailto:rta@alankit.com).
  2. For Demat Shareholders- Please update your email id & mobile no. with your respective Depository Participant (DP)
  3. **For Individual Demat shareholder's- Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository**
- . If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL, ) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.



**EXPLANATORY STATEMENT**  
**(Pursuant to Section 102 of the Companies Act, 2013)**

The following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 3; 4 & 5 of the accompanying Notice:

**ITEM NO. 3:-**

The Board of Directors of the Company, on the recommendation of Nomination and Remuneration Committee, have appointed Mr. Himanshu Kapoor as an Additional Director (Category: Non-Independent Independent) of the Company with effect from May 18, 2024, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 ('the ACT'), in terms of aforesaid provisions, he holds office upto the date of ensuing Annual General Meeting of the Company.

The Company has received from Mr. Himanshu Kapoor, a consent in writing to act as Director in form Dir-2 pursuant to Rule 8 of Companies (Appointment and Qualification of Director) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Director) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

None of the other Directors/Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested in the resolution set out at Item No. 3 of the Notice.

**ITEM NO. 4:-**

The Board of Directors in its Meeting held on 8th August, 2024 upon the recommendation of the Nomination and Remuneration Committee, approved the proposal for appointment of Mrs. Honey Bhatia as Non-Executive and Independent Director of the Company in Annual General Meeting of the Company subject to approval of Members in compliance with Section 149 & 152 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or enactment thereof for the time being in force). The Company has in terms of Section 160(1) of the Companies Act, 2013 received a notice in writing from a Member proposing her candidature for the office of Non-Executive & Independent Director of the Company.

Mrs. Honey Bhatia has provided her consent in writing to act as Director and has further affirmed that she is not disqualified to act as Director. She possess the requisite qualification for appointment as Non-Executive & Independent Director of the Company. Brief detail of Mrs. Honey Bhatia is attached as Annexure to the Explanatory Statement attached herewith.

The Board of directors seeks approval of shareholders of the Company by way of Special Resolutions for appointment Mrs. Honey Bhatia as Non-Executive and Independent Director on the Board of the Company.

None of the Directors, Key Managerial Personnel or their respective relatives are in any way concerned or interested, financially or otherwise in the Resolution set out at Item No. 4 of the Notice.

**ITEM NO. 5:-**

The Company's current borrowing limits of Rs 2,00,00,000 (Rupees Two Crores only) have been set in accordance with the resolution passed by the Members in the Annual General Meeting held on 29<sup>th</sup> September, 2014. However, in order to ensure smooth operations, effective management of day-to-day expenses, and compliance with regulatory requirements, the Company needs to increase its borrowing limits.

Therefore, it is proposed to authorize the Board of Directors to borrow an amount exceeding the existing limits, but not exceeding Rs.3,00,00,000(Rupees Three crores only), in aggregate. This increase will provide the Company with the necessary financial resources to meet its day-to-day expenses and compliance needs effectively.

The Board of Directors recommends the passing of the Special Resolution as set out in Item No. 5 of the Notice. The Members' approval is sought to authorize this increase and to empower the Board to take all necessary actions to effectuate the same.



## Annexure-A

Disclosure relating to Director pursuant to Regulations 36(3) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard – 2 on General Meetings

Name	<i>Ms. Ranjana Bhargava</i>	<i>Mr. Himanshu Kapoor</i>	<i>Mrs. Honey Bhatia</i>
DIN	00234421	07926807	10734987
Date of Birth	29 <sup>th</sup> September, 1948	13 <sup>th</sup> September, 1975	20 <sup>th</sup> October, 1981
Age	75 years	50 years	42 years
Qualifications	B.S.E. Lady Irwin College, New Delhi	Chartered Accountant	PGDM
Experience	28 years	He has vast experience of more than 2 decades in the field of Accounting, Taxation, Audit and Controls.	9 years in Teaching and administration
Remuneration last drawn	Rs. 14,40,000 P.A.	Nil	NIL
Nationality	Indian	Indian	Indian
Expertise in specific functional area	Management and Finance	A qualified Chartered Accountant.	Management
Date of first appointment on the Board of the Company	18.01.1996	18.05.2024	-
Name(s) of the other Companies in which Directorship held	DIATECH Tools India Private Limited	Pakka Limited and U V Infosolutions and Services Private Limited	-
Membership/ Chairmanship /Chairperson of Committees in the Company	NIL	Member of Nomination and Remuneration Committee Member of Audit Committee	NIL
Membership/ Chairmanship of Committees in other Listed Companies	NIL	Chairman of Banking & Finance Committee of Pakka Limited	NIL
No. of Equity Shares held in the Company	49000	-	-
No. of Board meetings attended during the year	4	-	-
Relationship with other directors, Manager, key managerial personnel of the Company	Mother of Ms. Rakshita Bhargava (Non- Executive Director of the Company)	Not related	Not related
Terms and conditions of appointment (if any)	Executive Director Liable to retire by rotation	For a term of three (3) years, not liable to retire by rotation	For a term of three (3) years, not liable to retire by rotation