



EMA INDIA LIMITED

CIN:L27201UP1971PLC003409

Mfrs. of Induction
Heating and Honing
Machines & Accessories

November 22, 2025

To,
Department of Corporate Services,
BSE Limited,
P J Towers, Dalal Street,
Mumbai- 400 001.

Sub: - Intimation under Regulation 30 of the Securities Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015-
Notice of Postal Ballot
Re: EMA India Limited; Scrip Code: 522027

Dear Sir/Madam,

Pursuant to the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Regulations"), in continuation to our intimation dated November 14, 2025, please find attached herewith copy of Postal Ballot Notice issued and sent to the shareholders today i.e. on 22nd November, 2025 seeking approval of the shareholders of the company by way of Postal Ballot / E-Voting for the agendas as disclosed in the notice.

The Notice of Postal Ballot along with the instructions of E-Voting is also available on the Company's website and can be downloaded from the below link:

<https://eiltd.info/CorporateAnnouncements.php>

As per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as an alternate, to all its Shareholders, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide e-voting facility to its Shareholders.



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The Calendar of Events in this regard are given herein below:

1. EVSN: **251120008**
2. Mode: Postal Ballot / E-Voting
3. Agency for E-voting: Central Depository Services (India) Limited (CDSL)
4. Name of Scrutinizer: CS Awashesh Dixit, Practicing Company Secretary
5. Cut-off date for providing E-voting rights: 14th November, 2025
6. Remote E-Voting period: Start: 24th November, 2025 (9:00 A.M.) to
: Close: 23rd December, 2025 (5:00 P.M.)
7. Last date of submission of Postal Ballot: 23rd December, 2025
8. Last date of submission of Report by scrutinizer: 25th December, 2025
9. Last date of declaration of result by Chairman: 25th December, 2025

Kindly take the same on your record.

Thanking You,

For EMA INDIA PRIVATE LIMITED

SHRUTI SHARMA
Digitally signed by
SHRUTI SHARMA
Date: 2025.11.22
14:07:52 +05'30'

Shruti Sharma
(Company Secretary)
M. No.: A75000

Enclosed: Notice of Postal Ballot along with E-voting instructions.

EMA INDIA LIMITED

CIN: L27201UP1971PLC003408

Registered Office: 502, Gopala Chambers, 14/123, Parade, Naveen Market, Kanpur Nagar, Parade, Uttar Pradesh, 208001

Email: emaindia.cs@gmail.com; **website:** [www. www.eiltd.info](http://www.eiltd.info)

Tel: +91-9820184784

POSTAL BALLOT NOTICE

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

NOTICE is hereby given that the resolutions set out below are proposed to be passed by the shareholders of **EMA India Limited** (the “**Company**”) by means of Postal Ballot only through remote e-voting by electronic means (“**remote e-voting**”) pursuant to Section 108 and Section 110 of the Companies Act, 2013 (“**Act**”) read together with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“**Rules**”) read with the relaxations and clarifications issued by the Ministry of Corporate Affairs vide General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 5, 2022, General Circular No. 11/2022 dated December 28, 2022, General Circular No. 9/2023 dated September 25, 2023 and General Circular No 09/2024 dated September 19, 2024 (“**MCA Circulars**”) and other applicable provisions of the Act and the Rules, MCA Circulars and Notifications issued by the Ministry of Corporate Affairs, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), and any other applicable provision of Listing Regulations, any circular issued by the Securities and Exchange Board of India (“**SEBI**”), Secretarial Standards issued by the Institute of Company Secretaries of India on General Meeting (“**SS-2**”) and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

In terms of the MCA Circulars and in compliance with Regulation 44 of the Listing Regulations and provisions of Sections 108 and 110 of the Act, the manner of voting on the proposed resolutions is restricted only to e-voting, i.e. by casting votes electronically instead of submitting postal ballot forms. The instructions for e-voting are appended to this Postal Ballot Notice.

Accordingly, in compliance with the requirements of the MCA Circulars, the Postal Ballot Notice is being sent only through electronic mode to those shareholders whose email address is registered with the Company’s Registrar and Share Transfer Agent, viz., Alankit Assignments Limited/ Depositories and the hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot and the shareholders are required to communicate their assent or dissent through the remote e-voting system only.

The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below. The Explanatory Statement pursuant to Section 102 of the Act pertaining to the said Resolutions setting out material facts and the reasons for the Resolutions is annexed hereto.

The remote e-voting period commences from Monday, November 24, 2025 at 9 :00 a.m. (IST) and shall end on Tuesday, December 23, 2025 at 5:00 p.m. (IST). The details of the procedure to cast the votes through remote e-voting form part of the notes to this Notice.

You are requested to peruse the proposed Resolutions along with its Explanatory Statement and thereafter record your assent or dissent on or before Tuesday, December 23, 2025 (5.00 p.m. IST) by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. Alteration of Part – III Main Objects of Memorandum of Association of the Company:

To consider and thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 13(9) of the Companies Act, 2013, read with the Companies (Incorporation) Rule, 2014 and any other applicable provisions, including any modification(s) thereto or enactment(s) thereof for the time being in force, subject to the approval of the Registrar of Companies, U.P. at Kanpur in writing, approval of the members of the Company be and is hereby accorded to alter Memorandum of Association of the Company with insertion of new Clauses serially numbered as 6 to 8 after the existing Clause 5 of the Part III – the Main Objects of the Company to be pursued by the Company on its Incorporation are, which are read as under:

6. To carry on the business of manufacturers, buying, selling, importing, exporting, dealing in, assembly, fit, repair, convert, overhaul, alter, maintain and improve all types of electronic components, devices, equipment, and appliances and such other allied items intended for use in electronic devices, equipment, used in generation, transmission and receiving of sound, light, and electrical impulses and component parts thereof and other materials used in or in connection with electronic industry;

7. To carry on the business of manufacturers and dealers in audio visual and electronic components of every sort and kind of musical instruments of all kinds and every kind of instrument, device, appliances, components, accessory whereby sound or vision are recorded, amplified, produced, re-produced, transmitted or received;

8. To carry on the trades and business of manufacturers of and dealers in as principal, agents, contractors, trustee or otherwise, in the field of explosives, ammunition, and other explosive products and accessories of all kinds and of whatsoever composition and whether for military, sporting, mining or industrial purposes or for petrochemicals;

and that the serial numbers of Clauses 6 to 32 be renumbered as 9 to 35;

and that Part C – “the Other Objects of the Company shall be” be deleted.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters arising with respect to the above matter including to digitally sign and upload requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities through the portal on the website of the Ministry of Corporate Affairs.”

RESOLVED FURTHER THAT the certified true copy of this Resolution be forwarded to the concerned bank(s)/financial institution(s)/ any other authority(ies) under the signature of the any of the Director(s) of the Company.”

2. Alteration of Domicile Clause of the Memorandum of Association:

To consider and thought fit, to pass the following resolution, as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 12, 13 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Rule 30 of the Companies (Incorporation) Rules 2014 including any amendment, re-enactment or statutory modification thereof and such other statutes, notifications, circulars, rules and regulations as may be applicable and relevant, each as amended, modified or restated, and subject to confirmation from the Regional Director, Northern Region, and/ or any authority(ies) as may be prescribed from time to time, approval of shareholders of the Company be and is hereby accorded for shifting of Registered Office of the Company from the State of “Uttar Pradesh” to the State of “Maharashtra”.

“RESOLVED FURTHER THAT the existing Clause II of the Memorandum of Association of the Company be and is hereby altered by deleting the existing Clause II and substituting in its place and stead, the following as new Clause II:

II. The Registered Office of the Company will be situated in the State of Maharashtra.

RESOLVED FURTHER THAT the Board of Directors of the Company (‘the Board’), which includes any Committee of the Board, or any officer/executive/representative and/or any other person so authorized by the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, things and execute all such application, forms, deeds, documents, instruments, writings and do such acts, deeds including selection of location of the registered office of the Company within the jurisdiction of Registrar of Companies, Maharashtra, in its absolute discretion including any modifications, changes, variations, alterations or revisions stipulated by any authority, while according /granting approval, consent as may be considered necessary, expedient or desirable, including power to sub-delegate its authority, and to appoint counsels/consultant and advisors, file applications/ petitions, issue notices, advertisements, obtain orders in order to give effect to the foregoing resolution or otherwise as may be considered necessary and deem fit by the Board to be in the best interest of the Company and to settle any questions, issues, difficulties or doubts that may arise in this regard without further consent or approval of the members of the Company.”

3. Approval to Related Party Transactions:

To consider and thought fit, to pass the following resolution, as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 read with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), other applicable laws / statutory provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), including such terms and conditions and modifications as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions, the Company’s Policy on Related Party Transactions, and basis as per the recommendation of the Audit Committee and

the Board of Directors, approval of shareholders of the Company, be and is hereby accorded for entering into the arrangements/transactions (material related party transactions) with related parties, during the period from the date of approval of shareholders of the Company upto September 30, 2026, as more specifically set out in the explanatory statement to this resolution on the material terms & conditions set out therein, viz.

Nature of Related Party Transactions*	Dynalog India Limited
Sale, purchase of goods or materials or supply of services, job work charges@	Rs. 30,000,000
Selling or buying or hiring of fixed assets or leasing of assets@	Rs. 10,000,000
Capital contribution and giving of Loans #	Rs. 40,000,000
Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$	Rs. 10,000,000

* The omnibus approval sought for entering into related party transactions on arm's length basis;

@ Transactions relating to sale/purchase of materials/ fixed assets will be in respect of surplus materials/fixed assets of related parties and Job work contracts and such other arrangements in normal course of business between the Companies will ensure use of Company's expertise in such works along with efficient resource allocation and cost reduction through economies of scale within the group structure. Such transactions will be undertaken at arm's length.

#The capital contributions by way of subscribing to the securities offered, and loans to be made/advanced in/to related parties only for the purpose of main business activities of such related parties. Secured or unsecured loans, as the case may be, will be given from the internal accruals as well as from excess funds available with the Company from time to time, repayable on demand at interest as may be finalised by the Company in consultation with Audit Committee from time to time in the best interest of the Company.

\$ As per requirements of bank/ financial institution/ tenderer/ supplier as per terms and conditions laid down by them."

4. Approval of members for giving loans and guarantees, providing securities:

To consider and thought fit, to pass the following resolution, as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 23 read with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), subject to such approvals, consents, sanctions and permissions as may be necessary, approval of shareholders of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity or any other person in which any of the Directors of the Company is / are deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act (collectively referred to as the "Entities"), of an aggregate amount not exceeding Rs. 25 Crores (Rupees

Twenty-five Crores Only), in its absolute discretion deem beneficial and in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans / Guarantees / Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.”

5. Authorizing the Board of Directors of the Company for giving loans/ guarantees, providing of securities and making of investments in securities:

To consider and thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) and in supersession of all the earlier resolutions passed in this regard, the consent of Members of the Company be and is hereby accorded to exercise its powers, including the powers conferred by this Resolution) to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, not exceeding Rs. 25 Crores (Rupees Twenty-Five Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit; necessary or appropriate.”

6. Adoption of Articles of Association of the Company as per the Companies Act, 2013

To consider and thought fit, to pass the following resolution, as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 5 and 14 of the Companies Act, 2013, Schedule I made thereunder, read with the Companies (Incorporation) Rule, 2014 and any other applicable provisions, including any modification(s) thereto or enactment(s) thereof for the time being in force, approval of the members be and is hereby accorded to adopt new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act and Agreement entered into with Stock Exchanges.

RESOLVED FURTHER THAT any of the Directors of the Company be and is hereby severally authorized to do all such acts, deeds and things as may be required, settle any/or all questions/ matters

arising with respect to the above matter including filing of requisite forms / returns/ applications with the Registrar of Companies or other regulatory authorities.”

7. Appointment of Mr. Akshay Shivaji Adhalrao (DIN: 00314926) as Director of the Company

To consider and, if thought fit, to pass the following Resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Akshay Adhalrao (DIN: 00314926), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on September 30, 2025 pursuant to the recommendation of Nomination and Remuneration Committee with effect from October 01, 2025 who is eligible for appointment be and is hereby appointed as a Director of the Company and that his office shall not be liable to retire by rotation.”

8. Appointment of Ms. Madhuri Akshay Adhalrao (DIN: 00315018) as Director of the Company

To consider and, if thought fit, to pass the following Resolution(s) as an **Ordinary Resolution**:

“RESOLVED THAT Ms. Madhuri Adhalrao (DIN 00315018), who was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on September 30, 2025 pursuant to the recommendation of Nomination and Remuneration Committee with effect from October 01, 2025 who is eligible for appointment be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

9. Appointment of Mr. Rohit Goyal (DIN: 00315018) as Director of the Company

To consider and, if thought fit, to pass the following Resolution(s) as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Rohit Goyal (DIN: 00315018), who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) and 17 of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act, be and is hereby, appointed as a Non-Executive, Independent Director of the Company, not liable to retire by rotation, to hold office for a term of 5 (Five) consecutive years commencing from October 01, 2025 up to September 30, 2030 (both days inclusive).”

RESOLVED FURTHER THAT any of the Directors and/or the Key Managerial Personnel of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

10. Appointment of Mr. Akshay Shivaji Adhalrao (DIN: 00314926) as Managing Director of the Company and the remuneration payable to him

To consider and, if thought fit, to pass the following Resolution(s) as a **Special Resolution**:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197, 198, 203 and all other applicable provisions of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and rules made thereunder, (including any statutory modification(s) or re-enactment thereof, for the time being in force) approval of the Members of the Company be and is hereby accorded for appointment of Mr. Akshay Adhalrao (DIN: 00314926) as Managing Director and Key Managerial Personnel of the Company for a period of 3 (three) years with effect from November 14, 2025 to November 14, 2028 on the terms and conditions including remuneration as set out in the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the Board of Directors and Mr. Akshay Adhalrao.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts and take such steps as may be necessary, proper or expedient to give effect to this resolution.”

**By order of the Board of Directors
For EMA INDIA LIMITED**

Sd/-
SHRUTI SHARMA
Company Secretary
M No. A75000

**Place: Kanpur
Date: November 14, 2025**

NOTES:

1. The explanatory statement pursuant to Section 102 and Section 110 of the Act read together with Rule 20 and 22 of the Rules and other applicable laws setting out material facts and other relevant information is annexed hereto and forms part of the Notice.
2. All material documents referred to in the explanatory statement will be available for inspection only through electronic mode on all working days (except Saturdays, Sundays and Holidays) from the date of dispatch until the last date for receipt of votes by e-voting i.e. Tuesday, December 23, 2025. Members may send their requests to emaindia.cs@gmail.com from their registered email address mentioning their names, folio numbers, DP ID and Client ID during the voting period.
3. The Company has appointed Mr. Awashesh Dixit (Membership No. 10860 and C.P No. 15398), Company Secretary in Practice, Kanpur, as the Scrutinizer for conducting the Postal Ballot only through remote e-voting process in a fair and transparent manner. The Scrutinizer will submit his report after completion of the scrutiny on or before Thursday, December 25, 2025. The Chairperson, or any other person authorised by the Chairperson, shall declare the results of the voting forthwith and the same will be communicated to the BSE Limited at www.bseindia.com and shall also be available on the Company's website <https://www.eiltd.info> and on Central Depository Services (India) Limited (CDSL) weblink <http://www.evotingindia.com>. The result of the Postal Ballot will also be displayed at the registered office of the Company. The resolutions, if assented by the requisite majority, shall be deemed to be passed on the last date specified for e-voting, i.e., Tuesday, December 23, 2025.
4. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Hindi daily newspaper circulating in Kanpur (in vernacular language, i.e., Hindi) and shall be hosted on the Company's website at <https://www.eiltd.info>.
5. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is Friday, November 14, 2025 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Postal Ballot Notice for information purpose only.
6. This Postal Ballot Notice is being sent in electronic form to all the shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off Date and who have registered their email address in respect of electronic holdings with the Depository through the concerned Depository Participants and in respect of physical holdings with Alankit Assignment Limited (RTA).
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the members to register their e-mail addresses. Members who have not registered their e-mail addresses are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered / updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company <https://www.eiltd.info>)

duly filled and signed along with requisite supporting documents to Alankit Assignments Ltd. at Corporate Office "Alankit House" 4E/2 Jhandewalan Extension, New Delhi-110055.

8. Shareholders whose name appear on the Register of Members / List of Beneficial Owners as on the Cut-off date will only be considered eligible for the purpose of e-voting and such shareholders are requested to record their assent or dissent through remote e-voting facility only and hard copy of this Postal Ballot Notice along with Postal Ballot Forms and prepaid business envelope will not be sent to the shareholders for this Postal Ballot.
9. Only those Members whose names are appearing in the Register of Members/List of Beneficial Owners as on the Cut-Off Date shall be eligible to cast their votes through postal ballot by remote e-Voting. A person who is not a Member as on the Cut-Off Date should treat this Notice for information purposes only. The vote in this Postal Ballot cannot be exercised through proxy. Shareholders are requested to provide their assent or dissent through remote e- Voting only.
10. It is however, clarified that all members of the Company as on the Cut-off Date (including those Members who may not have received this Notice due to non-registration of their e-mail IDs with the Company Registrar and Share Transfer Agent or Depositories) shall be entitled to vote in relation to the resolutions in accordance with the process specified hereinafter in this Notice.
11. A copy of this Postal Ballot Notice, Explanatory Statement and remote e-voting instructions are available on the Company's website <https://www.eilttd.info/>, CDSL's weblink at <http://www.evotingindia.com> and also on the website of the BSE Limited <http://www.bseindia.com>.
12. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020 relating to 'e-voting Facility Provided by Listed Entities' ("SEBI e-voting Circular"), the Company is providing the CDSL's remote e-voting facility to the shareholders to exercise their right to vote on the proposed resolutions electronically ("remote e-voting") through this Postal Ballot Notice.
13. The remote e-voting period commences on Monday, November 24, 2025 (09:00 AM IST) to Tuesday, December 23, 2025 (5.00 PM IST). During this period, the shareholders of the Company holding fully paid-up shares, either in physical form or in de-mat form, as on the Cut-off Date i.e., Friday, November 14, 2025 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on resolutions is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again. Any person holding shares in physical form and non-individual shareholders holding shares as of the Cut-off Date, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com. In case they are already registered for remote e-voting, they can use their existing User ID and password for e-voting.
14. The procedure for remote e-voting is 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, November 24, 2025 (from 9.00 a.m. IST) and ends on Tuesday, December 23, 2025 (till 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. Friday, November 14, 2025 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 evoting 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

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.

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

- (iv) 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 aforesaid SEBI Circular, Login method for e-Voting 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"> 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 (V) reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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

	<p>joining virtual meeting & 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.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>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:</p> <ol style="list-style-type: none"> 1. https://eservices.nsdl.com 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. 2. 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. <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" "Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ 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 provider website for casting your vote during the remote e-Voting period.</p> <p>4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein</p>

	you can 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 21 09911
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in 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.

(v) Login method for Remote e-Voting 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

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 and voted on an earlier e-voting of any company, then your existing password is to be used.

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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"> 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.
Dividend Bank Details OR 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"> 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.

(vi) After entering these details appropriately, click on “SUBMIT” tab.

(vii) 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant <EMA INDIA LIMITED> on which you choose to vote.

(x) 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.

(xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

(xii) 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.

(xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.

(xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.

(xv) 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.

(xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xvii) 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 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
- 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 mandatory 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; emaindia.cs@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.

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 Company emaindia.cs@gmail.com
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – 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 e-Voting from the CDSL e-Voting System, you can write an email to 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, 25thFloor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 21 09911.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1: Alteration of Part – III Main Objects of Memorandum of Association of the Company:

The erstwhile promoters of the Company have transferred its major stake in the Company to the new Promoters viz. Dynalog India Limited and its Promoters. Open offer for acquiring shares from the public shareholders have begun from November 14, 2025.

The incoming promoters have acquired the management and ownership of the Company with an intent to commence the activities in the field of manufacturing of electronic and other allied items.

As per the provisions of the Companies Act, 2013, a company can commence any activities if the Main Objects of the Company permits such activities or included in the Main Object of the Company and subject to approval of members of the Company and the Registrar of Companies, (the power delegated by the Ministry of Corporate Affairs) to the alteration of the Object Clause of the Memorandum of Association of the Company. Hence, to facilitate commencement of the said activities, it is proposed to alter the Main Objects of the Company by inserting new Clauses 6 to 8 after the existing Clause 5 of the Part III – the Main Objects of the Company to be pursued by the Company on its Incorporation and to seek your approval for the said alterations.

Copies of the duly altered Memorandum of Association of the Company is available for inspection electronically during the voting period.

The Board of Directors of the Company had recommended the Special Resolution set out in the Notice for approval by the Members.

None of the parties as specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions.

Item No. 2: Alteration of Domicile Clause of Memorandum of Association:

As the Members are aware, currently, the Registered Office of the Company is situated in Kanpur. However, with a view to facilitate operational and administrative convenience, it is considered prudent that the Registered Office of the Company be shifted from the State of Kanpur to State of Maharashtra. Further, the new promoters and director are also based out at Maharashtra. Hence, this will enable the Company to carry on its business more conveniently, economically and profitably.

The Board of Directors of the Company at their meeting held on November 14, 2025 have therefore, proposed to shift the Registered Office of the Company from the State of Kanpur to State of Maharashtra subject to approval of members of the Company and confirmation by the Regional Director, Northern Region. The present Clause II (Domicile Clause) of the Memorandum of Association of the Company needs to be altered for the said purpose.

Section 13 of the Companies Act, 2013 ("the Act") stipulates that Clause II ("Domicile Clause") of the Memorandum of Association of a Company can be altered by a Special Resolution passed by the members of the Company and shall be subject to the confirmation of the Regional Director.

Copies of the duly altered Memorandum of Association of the Company is available for inspection electronically during the voting period.

The Board of Directors of the Company had recommended the Special Resolution set out in the Notice for approval by the Members.

None of the parties as specified in Section 102 of the Companies Act, 2013 namely the Promoters, Directors, Key Managerial Persons, Relatives of Promoters, Directors and Key Managerial Persons or the entities comprising the interest of Promoters, Directors or Key Managerial Personnel, are concerned or interested in the above resolutions.

Item No. 3: Approval to Related Party Transactions:

The Members may note that considering the future plans of action, reactivation of activities with commencement of new business activities and considering the fact that the Promoters of the Company have transferred its major stake in the Company to the new Promoters viz. Dynalog India Limited and its Promoters and open offer to buy the shares from the public shareholders as per the provisions of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 has been commenced, it is proposed to alter its Main Objects to facilitate the Company to commence new activities.

The Company, in ordinary course of its business, after obtaining the requisite approval of members and the Registrar of Companies, Kanpur to the alteration of the Main Objects of the Memorandum of Association as per the provisions of the Companies Act, 2013, proposes to enter into transactions with related parties, as defined under Section 2(76) of the Companies Act, 2013, applicable Accounting Standards and Regulation 2(zb) of SEBI Listing Regulations, including those mentioned in the Notice. All related party transactions of the Company will be at arm's length and in the ordinary course of business.

The provisions of Section 188 of the Companies Act, 2013 read with the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 23 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, such transactions can be entered into only with prior approval of Audit Committee, the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary Resolution in case the value of the Related Party Transactions exceeds the stipulated thresholds prescribed in Rule 15(3) of the said Rules. Further, as required under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions (other than as specified under the said Regulations) including material modifications thereto shall require prior approval of the Audit Committee and of shareholders through an Ordinary Resolution.

The Audit Committee at their meeting to be held on October 25, 2025, after considering the documents and information placed before it, pursuant to the Circular bearing No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 dated October 13, 2025, recommend the proposed related party transactions for approval of members.

All the proposed related party transactions of the Company will be at arm's length and in the ordinary course of business. The Company has a well-defined governance process for the related party transactions undertaken by it.

The Audit Committee of the Company shall review on a quarterly basis, the details of all related party transactions entered into during the previous quarter, pursuant to its approval. The related party transactions

as set out in this Notice are approved by the Audit Committee. The Board of Directors of the Company considered all of the factors and as per the recommendation and approval of Audit Committee and after detailed deliberation, decided that the proposed related party transactions will be in the best interest of the Company and its Members. Accordingly, the Board approved the proposed transactions, which are Material Related Party Transaction and recommends the same for approval of the Members of the Company. The Company proposes to seek shareholders' approval to enable the Company to enter into Related Party Transactions and for carrying out subsequent material modifications thereto as may be required from time to time. All related party transactions will be in compliance with applicable laws including Domestic Transfer Pricing Guidelines.

The details of Related Party Transactions along with details thereof as required under the Act, the Rules and Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 is set forth below:

	1	2	3	4
Nature of Related Party Transactions	Sale, purchase of goods or materials or supply of services, job work charges	Selling or buying or hiring of fixed assets or leasing of assets	Capital contribution and giving of Loans	Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided on behalf of \$
% to Annual Consolidated Turnover	Not applicable as the Company has not carried out any activities during the financial year 2024-25			
Amount (In Rs. Crs.)	3.00	1.00	4.00	1.00

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Dynalog India Limited
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Akshay Adhalrao, and Ms. Madhuri Adhalrao
3.	A summary of the information provided by the Management of the Company to the Audit Committee Type, tenure, material terms	<ol style="list-style-type: none"> Sale, purchase of goods or materials or supply of services, job work charges <ul style="list-style-type: none"> Tenure - from the date of approval upto September 30, 2026; ordinary course of business and at arm's length basis Selling or buying or hiring of fixed assets or leasing of assets

		<ul style="list-style-type: none"> • Tenure- from the date of approval upto September 30, 2026; • ordinary course of business and at arm's length basis <p>3. Capital contribution and giving of Loans</p> <ul style="list-style-type: none"> • Tenure- from the date of approval upto September 30, 2026; • As per the valuation of the Registered Valuer and to be used only for the main object of Dynalog India Limited <p>4. Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided ·</p> <ul style="list-style-type: none"> • Tenure- from the date of approval upto September 30, 2026; • Ordinary course of business and at arm's length basis
4.	Value of the transaction	<p>1. Sale, purchase of goods or materials or supply of services, job wok charges - Upto INR 3 Cr</p> <p>2. Selling or buying or hiring of fixed assets or leasing of assets upto INR 1 Cr</p> <p>3. Capital contribution and giving of Loans upto INR 4 Cr</p> <p>4. Bank Guarantees/ Corporate Guarantees to be issued/ Securities to be provided upto INR 1 Cr</p>
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	<p>Nil</p> <p>Since, the Company was non-operational for several years, the turnover is NIL in preceding financial year.</p> <p>The Company does not have any subsidiary, associate or Joint Venture Company.</p>
6.	Details of the transaction relating to any loans, intercorporate deposits, advances or investments made or given by the listed entity or its subsidiary	The Company has not given any loans, ICDs, advances or made investments by the Company.
7.	Justification as to why the RPT is in the interest of the listed entity	Owing to prolonged inactivity, the Company was non-operational for past years. With the onboarding of new promoters, the Company is initiating steps to recommence its business operations with the new promoter company namely Dynalog India Limited in consonance with its business activity.
8.	A copy of the valuation or other external party report, if any such report has been relied upon	Not applicable

9.	Any other information that may be relevant	All relevant / important information forms part of this Statement setting out material facts pursuant to Section 102(1) of the Companies Act, 2013
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The details disclosure pursuant to the provisions of Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 have already been furnished in the foregoing paragraphs.

Pursuant to Regulation 23 of the Listing Regulations, members may also note that no related party of the Company shall vote to approve the Ordinary Resolution set out in this Postal Ballot Notice whether the entity is a related party to the aforesaid transactions or not.

Considering the need for entering into such related party transactions and considering the fact that such transactions are in ordinary course of business and at arm's length basis, based on the recommendation of the Audit Committee, the Board recommends the resolution for approval of members as an Ordinary Resolution.

Except Mr. Akshay Adhlarao and Ms. Madhuri Adhalrao, Directors, the present and new promoters and entities forming part of the promoter group and Key Managerial Personnel and their relatives, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 4: To advance any loan/give guarantee/provide security under Section 185 of the Companies Act, 2013:

The Members may note that with the proposed takeover of the management and Promoters' shareholding, it is proposed to seek the approval of the shareholders of the Company to grant loans to, and provide securities or give guarantees for the loan availed by any person in whom any of the director of the Company are interested.

Considering Regulation 23 read with Regulation 2(1)(zc) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and as per the provisions of Section 185 of the Companies Act, 2013, read with the Companies (Meetings of the Board and its Powers), Rules, 2014, no company shall, directly or indirectly, advance any loan, including any loan represented by a book debt to, or give any guarantee or provide any security in connection with any loan taken by any person in whom any of the director of the company is interested, unless approved by members by way of special resolution and upon the condition that the loans be utilised by the borrowing company for its principal business activities.

Considering the need for entering into such transactions and considering the fact that such transactions are in ordinary course of business, based on the recommendation of the Audit Committee, the Board recommends the resolution for approval of members as a Special Resolution.

Except Mr. Akshay Adhlarao and Ms. Madhuri Adhalrao, Directors, the present and new promoters and entities forming part of the promoter group and Key Managerial Personnel and their relatives, none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

Item No. 5: To consider and approve revision in the limit under Section 186 of the Companies Act, 2013 for authorizing the Board of Directors of the Company for giving loans/ guarantees, providing of securities and making of investments in securities:

The Company, in the course of its business, may be required to give loans, provide guarantees or security, or make investments in bodies corporate or other persons. Pursuant to the provisions of Section 186(2) of the Companies Act, 2013, the Company cannot give any loan, guarantee or security in connection with a loan, or acquire securities of any other body corporate exceeding:

- **60% of its paid-up share capital, free reserves and securities premium account, or**
- **100% of its free reserves and securities premium account,**

whichever is higher, except with the prior approval of the shareholders by way of a special resolution.

Considering the Company's current and future business requirements, including its strategic investments and financial support to group entities or third parties, the Board of Directors proposes to obtain the approval of the Members to make loans, give guarantees/provide security or acquire securities exceeding the limits specified under Section 186(2) up to an aggregate amount not exceeding **₹ 25 crore** (Rupees Twenty-Five crore only), outstanding at any time.

The Board of Directors at its meeting held on November 14, 2025 has approved the proposal, subject to shareholders' approval by way of a **Special Resolution**.

None of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, (to the extent of their shareholding interest in the Company) in this resolution.

Item No. 6: Adoption of Articles of Association as per the Companies Act, 2013:

The Board may note that the existing Articles of Association ("AOA") of the Company were adopted under the provisions of the Companies Act, 1956. With the enforcement of the Companies Act, 2013 and amendments made thereto from time to time, it has become necessary to align the Articles of the Company with the new Act and rules framed thereunder.

It is therefore proposed to adopt a new set of Articles of Association in substitution of and to the exclusion of the existing Articles of Association of the Company. The proposed new Articles are based on Table F of Schedule I of the Companies Act, 2013 with such modifications, alterations, additions and deletions as may be necessary and appropriate to suit the operations and requirements of the Company.

A copy of the proposed Articles of Association is available for inspection electronically by the members.

The Board of Directors recommends passing of the Special Resolution as set out in the accompanying notice.

None of the Directors and/or any Key Managerial Personnel of the Company and/or their relatives (to the extent of their shareholding interest in the Company) are concerned or interested, financially or otherwise, in this resolution.

Item No. 7 & 8 – Appointment of Mr. Akshay Shivaji Adhalrao (DIN:00314926) and Ms. Madhuri Adhalrao (DIN: 00315018) as Directors of the Company

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee, appointed Mr. Akshay Shivaji Adhalrao (DIN:00314926) and Mr. Madhuri Adhalrao (DIN: 00315018) as a Directors of the Company.

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to their respective background, experience and considered that their continued association will be beneficial to the Company, the Board, at its meeting held on November 14, 2025, recommended to the shareholders the appointment of Mr. Akshay Shivaji Adhalrao and Ms. Madhuri Adhalrao as Directors of the Company.

The Company has received from the respective directors (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that she is not disqualified under Section 164(2) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Both the directors have confirmed that they have not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority.

The required details including a brief profile of Mr. Akshay Adhalrao and Ms. Madhuri Adhalrao, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders by way of an Ordinary Resolution are necessary for appointment of Mr. Akshay Adhalrao and Ms. Madhuri Adhalrao as Directors of the Company.

Except, Mr. Akshay Adhalrao and Ms. Madhuri Adhalrao in their respective resolutions and being relatives, interested in each other's resolutions, no other Director(s), and Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in resolutions Nos. 7 and 8.

The Board recommend the resolutions as set out in Item Nos. 7 and 8 for the approval of the Members as Ordinary Resolutions.

Item No. 9 – Appointment of Mr. Rohit Goyal (DIN: 06894223) as an Independent Director of the Company

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee, appointed Mr. Rohit Goyal (DIN: 06894223) as an Independent Director of the Company to hold office for a term of five consecutive years from October 01, 2025 up to and including September 30, 2030.

Based on the recommendations of the Nomination and Remuneration Committee and pursuant to his background, experience and matrix required for the Board of Directors of the Company, the Board, at its

meeting held on November 14, 2025, recommended to the shareholders the appointment of Mr. Goyal as an Independent Director of the Company, not liable to retire by rotation, for a first term of five consecutive years.

The Company has received from Mr. Goyal (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualifications of Directors) Rules, 2014, to the effect that he is not disqualified under Section 164(2) of the Act (iii) a declaration to the effect that he meets with the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Goyal has confirmed that he has not been debarred from holding office of a Director by virtue of any Order passed by SEBI or any other such authority. Further, Mr. Goyal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

The required details including a brief profile of Mr. Goyal, as per the Secretarial Standards (SS-2) and Regulation 36(3) of the SEBI Listing Regulations, are provided as an Annexure to this Notice.

In the opinion of the Board, Mr. Goyal is a person of integrity, fulfils the conditions for appointment as the Independent Director as specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company and possesses appropriate skills, experience, knowledge and capabilities required for the role of Independent Director.

In terms of Sections 149, 152 and other applicable provisions of the Act, read with Schedule IV of the Act and the Rules made thereunder, and in terms of the applicable provisions of the SEBI Listing Regulations, each as amended, appointment of Mr. Rohit Goyal as an Independent Director of the Company for a term commencing October 01, 2025 up to September 30, 2030 is being placed before the shareholders for their approval by way of a special resolution. The office of Mr. Goyal will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Goyal as an Independent Director along with the draft Appointment Letter will be made available for inspection to the Members on sending a request along with their DP/Client ID or Folio No. from their registered e-mail address to the Company at emaaindia.cs@gmail.com.

As per the provisions of Regulation 17(1C) of the SEBI Listing Regulations, approval of shareholders for appointment of a Director on the Board of Directors is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, as per the provisions of Regulation 25(2A) of the SEBI Listing Regulations, appointment of an Independent Director shall be subject to approval of shareholders by way of a special resolution.

Accordingly, approval of the shareholders by way of a special resolution is necessary for appointment of Mr. Goyal as an Independent Director of the Company.

Except Mr. Rohit Goyal, for whom the resolution relates to, none of the Director(s) and Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the Resolution mentioned at Item No. 9 of the Notice.

The Board recommends the resolution as set out in Item No. 9 for the approval of the Members as Special Resolution.

Item No. 10 – Appointment of Mr. Akshay Shivaji Adhalrao (DIN:00314926) as a Managing Director of the Company

Based on the recommendation of Nomination and Remuneration Committee duly approved by the resolution passed at its meeting, the Board of Directors at their meeting held on November 14, 2025 unanimously approved, appointment of Mr. Akshay Adhalrao as the Managing Director of the Company for a period of 3 (Three) years w.e.f. November 14, 2025, subject to approval of the members upon terms and conditions set out in the draft agreement to be entered into by the Company with him as approved by the Board of Directors at their meeting. The Board of Directors, considering the knowledge, background, experience and past performance of Mr. Akshay Shivaji Adhalrao, formed an opinion that it would be in the best interest of the Company to appoint him on the Board as the Managing Director as he fulfills the requisite criteria laid down by the Board in the Company's Nomination Policy for appointment as a Director of the Company and as required in the context of the Company's business and sector it proposed to operate in.

The material terms and conditions of the said draft Agreement are as under:

1. Period of Agreement: November 14, 2025 to November 13, 2028;
2. Remuneration:
Basic Salary: Basic Salary of 1,20,000/- per month with a power to the Board to give one or more annual increment subject to maximum basic salary of 5,00,000/- per month.

Statement along with a notice calling the general meeting referred to in clause (iii) is given to the shareholders containing the following information, namely:-

I	General information:		
	(1)	Nature of industry	Electrical and electronic industry
	(2)	Date or expected date of commencement of commercial production	Not applicable being an existing company
	(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable
	(4)	Financial performance based on given indicators	
	(5)	Foreign investments or collaborations, if any.	Nil
II.	Information about the appointee:		
	(1)	Background details	
	(2)	Past remuneration	Mr. Adhalrao has not drawn any remuneration in past from the Company
	(3)	Recognition or awards	None
	(4)	Job profile and his suitability	
	(5)	Remuneration proposed	
	(6)	Comparative remuneration profile with respect to industry, size of the	The proposed remuneration of the Managing Director is comparable with the peers.

		company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	
	(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Except Ms. Madhuri Adhalrao, being relative of the Managing Director, Mr. Akshay Adhalrao has no Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director
III	Other information:		
	(1)	Reasons of loss or inadequate profits	There were no operations in the Company since last few years due to absence of economic viability
	(2)	Steps taken or proposed to be taken for improvement	The Company proposed to commence the activities in the field of electronic products and expected to improve the profitability of the Company with the new business activities
	(3)	Expected increase in productivity and profits in measurable terms	Please refer to answer to Q. No. 2 above

The Board of Directors recommends passing of the Special Resolution as set out in the accompanying notice.

Except Mr. Akshay Adhalrao and Ms. Madhuri Adhalrao and promoter, and promoter group, , none of the other Directors and/or any Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in this resolution.

By order of the Board of Directors
For EMA INDIA LIMITED

Sd/-
SHRUTI SHARMA
Company Secretary
M No. A75000

Place: Kanpur
Date: November 14, 2025

ANNEXURE

Brief Profile of Director(s) seeking continuation of Directorship pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India

PROFILE OF MR. AKSHAY SHIVAJI ADHALRAO

Name	Mr. Akshay Shivaji Adhalrao
DIN	00314926
Date of Birth	11 th January 1981
Age	45 years
Qualifications	Mr. Akshay Shivaji Adhalrao holds a Management Graduation Degree in Marketing from the Fisher's School of Business, Ohio State University, USA and a bachelor's degree in management studies from Mumbai University.
Experience	Mr. Akshay Shivaji Adhalrao has 23+ years of experience. His focus is on driving customer engagement and making the operations more efficient in Defence segment and financial management of the company
Remuneration last drawn	NIL
Nationality	Resident Indian
Expertise in specific functional area	<p>Akshay Adhalrao</p> <ul style="list-style-type: none"> Initially joined Dynalog India in 2005, responsible for the Industrial Computing division. He forged international collaborations with Taiwanese technology companies, including exclusive partnerships with ECIL for the Commonwealth Games 2010 access control systems. He rebranded Dynalog as a systems integrator and turnkey solutions provider, enhancing design and operational capabilities. He guided the company's foray into defence electronics, AGV applications, datacenters, and railway automation. He expanded Dynalog's advanced 35,000 sq.ft. facility at Dighi, Pune, strengthening its position in defence and control systems Under his leadership, the Company attracted marquee investors like IDBI Capital and delivered successful investor exits. Under his leadership, the Company bagged prestigious projects from major Defence PSU's He built long-term partnerships with MOXA Inc., Taiwan, with Dynalog recognized for Global Sales Growth in 2023. Under his leadership, the Company has ensured consistent year-on-year growth in revenue and profitability.
Date of first appointment on the Board of the Company	19.09.2025
Name(s) of the other Companies in which Directorship held	Dynalog India Limited – Managing Director Technostrip Solutions Private Limited – Director

Membership/ Chairpersonship /Chairperson of Committees in the Company	Holds membership in following committees of EMA India Limited	
	Chairperson	Member
	NIL	NIL
Membership/ Chairpersonship of Committees in other Listed Companies	No such position held	
No. of Equity Shares held in the Company	35,000	
No. of Board meetings attended during the year	NA	
Relationship with other directors, Manager, and key managerial personnel of the Company	NONE	
Terms and conditions of appointment (if any)	At a remuneration of Rs. 120,000 per month	

PROFILE OF MS. MADHURI AKSHAY ADHALRAO

Name	Ms. Madhuri Akshay Adhalrao
DIN	00315018
Date of Birth	10 th March, 1981
Age	44 years
Qualifications	Ms. Madhuri Akshay Adhalrao holds an MBA in HR from Mumbai Education Trust, Bandra, and a Bachelor's degree in Management Studies (HR & Marketing) from Mumbai University.
Experience	Proven expertise of more than a decade in shaping and implementing human capital strategies that align with business objectives and is responsible for performance management, ensuring compliance with labor laws, organizational development and fostering a positive workplace culture. She manages the HR team, handles sensitive employee issues, contributes to organizational development and fosters a positive workplace.
Remuneration last drawn	NIL
Nationality	Resident Indian
Expertise in specific functional area	<ul style="list-style-type: none"> • Human Resources • Performance Management and Organizational Development
Date of first appointment on the Board of the Company	NA
Name(s) of the other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Techstructure Solutions Private Limited (formerly known as Dynalog Didactic Solutions Private Limited) – Director 2. Dynalog India Limited – Director 3. Technostrips Solutions Private Limited – Director
Membership/Chairpersonship /Chairperson of Committees in the Company	NA
Membership/Chairpersonship of Committees in other Listed Companies	No such position held
No. of Equity Shares held in the Company	90,000
No. of Board meetings attended during the year	NA
Relationship with other directors, Manager, and key managerial personnel of the Company	Spouse of Mr. Akshay Shivaji Adhalrao
Terms and conditions of appointment (if any)	NIL

PROFILE OF MR. ROHIT GOYAL (INDEPENDENT DIRECTOR)

Name	Rohit Rajendra Goyal
DIN	06894223
Date of Birth	5 th July 1988
Age	37 years
Qualifications	Master's in management from City University, London
Experience	15 years
Remuneration last drawn	NIL
Nationality	Resident Indian
Expertise in specific functional area	Financial Management
Date of first appointment on the Board of the Company	NA
Name(s) of the other Companies in which Directorship held	<ol style="list-style-type: none"> 1. Sanveg Green Solutions Private Limited – Managing Director 2. Windrose Capital Private Limited – Managing Director 3. Yash Nizamabad Developers Private Limited – Nominee Director 4. Fast Rail Logistics Parks Private Limited – Director 5. Precily R&D Private Limited – Director 6. Experience Global Mobile Technologies Private Limited - Nominee Director Twari Mobility Solutions Private limited – Director 7. Dynalog India Limited – Independent Director
Membership/ Chairpersonship /Chairperson of Committees in the Company	NA
Membership/ Chairpersonship of Committees in other Listed Companies	No such position held
No. of Equity Shares held in the Company	NIL
No. of Board meetings attended during the year	NA
Relationship with other directors, Manager, and key managerial personnel of the Company	NIL
Terms and conditions of appointment (if any)	NIL

*Note(s): *Committee positions of Audit and Stakeholders Relationship Committee held in Public Ltd companies are considered.*