



EMA INDIA LIMITED

CIN No.: L27201UP1971PLC003408

Regd. Office: 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

NOTICE OF POSTAL BALLOT

**Notice pursuant to Section 110 of the Companies Act, 2013 read with
Companies (Management and Administration) Rules, 2014**

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, (“Rules”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) read with the General Circular No. 14/2020 dated April 8, 2020, 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 and General Circular No. 20/2021 dated December 8, 2021 issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), and other applicable laws and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the resolution appended below for seeking approval of the members of **EMA India Limited** (“Company”) by way of Ordinary/Special Resolution proposed to be passed through the process of Postal Ballot only by **electronic means (“remote e-voting”)**.

Approval of Members of the Company is sought for:

- 1. Increase in Authorised Share Capital of the Company;**
- 2. Alteration of the Capital Clause of the Memorandum of Association of the Company;**
- 3. Alteration of the Clause 5 of the Articles of Association of the Company.**

The Company seeks consent of Members for the aforesaid proposal through resolutions specified below. An Explanatory Statement under Section 102(1) of the Act setting out the required material facts relating to the resolutions are annexed and sent to you along with this Postal Ballot Notice for your consideration and approval.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

The Board of Directors in the Board meeting held on February 1, 2022 has appointed Mr. Awashesh Dixit (Membership No. 10860 and CP No. 15398), Practicing Company Secretary as the Scrutinizer for conducting the postal ballot voting process in a fair and transparent manner. The Company has availed e-voting services from National Securities Depository Limited (NSDL).

The remote e-voting period commences from 09:00 a.m. (IST) on Friday, February 18, 2022 and ends at 05:00 p.m. (IST) on Saturday, March 19, 2022. The Scrutinizer will submit his report to the Whole-Time Director of the Company or any person authorised by the Whole-Time Director of the



Company after completion of the scrutiny of votes casted electronically and the results of the Postal Ballot will be announced on or before March 21, 2022 at the Company's Registered Office. The said results would be displayed at the Registered Office of the Company, intimated to BSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website <http://www.eitld.info> and on the website of National Securities Depository Limited (NSDL) www.evoting.nsdl.com

In terms of Section 108 of the Companies Act, 2013 and Rule 20(1) of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to provide its shareholders the facility to exercise their vote by post or through electronic means for transacting the items of business(es) through Postal Ballot. However, in the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 20/2021 dated December 8, 2021, 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th Sept, 2020 and 39/2020 dated 31st Dec, 2020, wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2022 vide its aforesaid circular no. 20/2021. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, *mutatis mutandis* to this respect for passing of certain items only through postal ballot without convening a general meeting. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice.

In light of the above circulars and in compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the SEBI Listing Regulations, the Company is offering the facility of e-voting to all its members to enable them to cast their votes electronically only. Members are requested to follow the procedure as stated in the Notes to this Postal Ballot Notice for casting of votes by electronic mode.

SPECIAL BUSINESS

Items of business requiring consent of shareholders through Postal Ballot/ e-voting:

1. Increase in the Authorised Share Capital of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed there under, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from existing Rs. 2,00,00,000 (Rupees Two Crores) divided into 17,50,000 (Seventeen Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Hundred) each by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Ten) ranking pari passu in all respect with the existing Equity and Preference Shares of the Company to Rs. 3,00,00,000, (Rupees Three Crores Only) divided into 27,50,000 (Twenty Seven Lakhs Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each.”



2. Alteration of the Capital Clause of Memorandum of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 13, 61 and 64 and other applicable provisions of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the rules framed thereunder, the consent of the members of the Company be and is hereby accorded for consequential amendment in Memorandum of Association by substituting Clause V of the Memorandum of Association of the Company with the following clause:-

V. The Authorised Share Capital of the Company is Rs. 3,00,00,000 (Rupees Three Crores Only) divided into 27,50,000 (Twenty Seven Lakhs Fifty Thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each with the power to increase or reduce the same in accordance with the provisions of law.

RESOLVED FURTHER THAT the Board of Directors of the Company (which expression shall also include a Committee thereof) or any officer /executive/ representative and /or any other person so authorized by the Board, be and is hereby authorized to do all such acts, deeds, matters, and things as, in its absolute discretion, may be considered necessary, expedient or desirable in order to give effect to the foregoing resolution and to file relevant forms in order to intimate the Registrar of Companies to this effect.”

3. Alteration of the Clause 5 of the Articles of Association of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendments thereto or re-enactment thereof, the circulars, notifications, regulations, rules, guidelines, if any, issued by the Government of India, for the time being in force), and such other approvals, as may be required from the relevant Governmental Authorities, the consent of the members of the Company be and is hereby accorded to amend and replace the existing clause 5 of Articles of Association of the Company with the amended and restated clause:

The Authorised Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with power to increase or reduce the capital in accordance with the Company’s regulations and legislative provisions for the time being in force in that behalf with the powers to divide the share capital, whether original increased or decreased into several classes and attach thereto respectively such ordinary, preferential or special rights and conditions in such a manner as may for the time being be provided by the Regulations of the Company and allowed by law.

RESOLVED FURTHER THAT the Board of Directors (which expression shall also include a Committee thereof) or any officer /executive / representative and /or any other person so authorized by the Board, be and is hereby authorised to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and to sign and execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient, in the best interest of the Company, to accede to



such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies or such other Authority arising from or incidental to the said amendment.”

**Registered Office: C-37, Panki Industrial Area
P.O. Udyog Nagar, Kanpur, Uttar Pradesh-208002
Tel. No.: +91 512 691210-11-12-13
e-mail: emaindia.cs@gmail.com
Website: <http://www.eiltd.info>**

**For and on behalf of the Board of Directors
EMA India Limited**

**Place: Kanpur
Date: February 1, 2022**

**Sd/-
Namita Sabharwal
Company Secretary and Compliance Officer
Membership No.: A35411**



NOTES:

1. An explanatory statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”) setting out the material facts concerning the businesses to be transacted is annexed hereto. The relevant details, pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India.
2. In the light of COVID-19 pandemic, Ministry of Corporate Affairs (MCA) vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020 and 39/2020 dated 31st December, 2020 and General Circular No. 20/2021 dated 8th December, 2021 wherein due to ongoing impact of COVID-19 pandemic, the timeline to send the notice including postal ballot notice(s) by e-mail to all its shareholders has been extended till 30th June, 2022 vide its aforesaid Circular No. 20/2021. Hence, it has been permitted that the Company may send postal ballot notice by e-mail to all its shareholders who have registered their e-mail addresses with the Company or depository participant pursuant to Rule 22(15) of the Companies (Management & Administration) Rules, 2014, which provides that the Rule 20 regarding voting by electronic means shall apply as far as applicable, mutatis mutandis to this respect of passing of certain items only through postal ballot without convening a general meeting. However, the Company is duty bound to provide a process of registration of e-mail addresses of members and state so in its public notice.
3. 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.
4. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) as on February 4, 2022 (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”). For Members who have not registered their e-mail address so far, are requested to register their e-mail address for receiving all communication including the Postal Ballot Notice, Circulars, etc. from the Company in electronic form. The detailed procedure for registering the e-mail id and other details is given below:



Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) by email to emaIndia.cs@gmail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAAR (self attested scanned copy of Aadhar Card) to emaIndia.cs@gmail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting

- your vote during the remote e-Voting period.
2. If you are 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>
 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
 4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi.
2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to



	<p>register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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 toll free no.: 1800 1020 990 and 1800 22 44 30
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 022-23058738 or 022-23058542-43

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.



2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**



6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “ [Physical User Reset Password?](#)” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to awidixit.333@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event,



you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to **Ms. Sarita Mote** at evoting@nsdl.co.in
5. A Member cannot exercise his/her vote through proxy on Postal Ballot.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., February 4, 2022.
7. The resolution, if passed by the requisite majority of the Members through voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the Members convened in that behalf.
8. The Board of Directors of the Company (“the Board”) has appointed Mr. Awashesh Dixit, Practicing Company Secretary as the Scrutinizer, for conducting the said Postal Ballot and e-voting process in a fair and transparent manner.
9. Relevant documents referred to in the Postal Ballot Notice and Explanatory Statement along with the copy of proposed amended copy of Memorandum of Association and Articles of Association of the Company are available for inspection by the Members at the Registered Office of the Company during 11:00 AM (IST) to 05:00 PM (IST) on all working days (Monday-Friday) from the date of dispatch of the Notice till the last date for voting.
10. Members may also note that the Postal Ballot Notice is available on the Company’s website <http://www.eilttd.info> and on the website of NSDL www.evoting.nsdl.com for download. Even after registering for e-communication, Members are entitled to receive such communication in physical form, upon making a request for the same, by any permissible mode free of cost. For any communication, the Members may also send requests to the Company’s investor e-mail id: emaindia.cs@gmail.com.
11. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company <http://www.eilttd.info> and on the website of NSDL www.evoting.nsdl.com after the declaration of result by the Whole-Time Director of the Company or any person authorised by her in writing. The Results shall also be communicated to BSE Limited.
12. You are requested to update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES
ACT, 2013**

As required under Section 102 read with Section 110 of the Companies Act, 2013, the following explanatory statement sets out all the material facts relating to the special businesses mentioned in the accompanying Notice.

Item No :1, 2 & 3

Considering the negative networth, cash position and fund requirement of the Company, the Company needs to raise funds. Since, the Company has to consider various options, the Board of Directors in their meeting held on February 1, 2022 deliberated and decided that in the best interest of the Company, it is proposed to increase the Authorised Share Capital as per applicable provisions of the Companies Act, 2013 and its corresponding rules and amendments thereof to consider option of raising equity funds as per the applicable provisions of the Companies Act, 2013 and rules made thereunder and the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI SAST Regulations), collectively known as SEBI Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as amended from time to time.

Further, pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013, the consent of the members of the Company is required to alter the Capital Clause of the Memorandum of Association as a result of Change in the Authorised Share Capital of the Company. In addition to this, pursuant to the provisions of Section 14 of the Companies Act, 2013, the consent of the members is also required to alter the Clause 5 of the Articles of Association consequent to Change in the Authorised Share Capital of the Company as well as Clause V of the Memorandum of Association.

As currently the Company has a very small room in Authorised Share Capital to consider any equity fund raise, it is proposed to increase the Authorised Share Capital of the Company from existing Rs. 2,00,00,000 (Rupees Two Crores) divided into 17,50,000 (Seventeen Lakh Fifty Thousand) Equity Shares of Rs. 10/- (Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Hundred) each by creation of additional 10,00,000 (Ten Lakhs) Equity Shares of Rs. 10/- (Ten) ranking pari passu in all respect with the existing Equity and Preference Shares of the Company to Rs. 3,00,00,000, (Rupees Three Crores Only) divided into 27,50,000 (Twenty Seven Lakhs Fifty thousand) Equity Shares of Rs. 10/- (Rupees Ten) each and 25,000 (Twenty Five Thousand) Preference Shares of Rs. 100/- (Rupees Hundred) each.

Consequently, the existing clause V of the Memorandum of Association along with the Articles of Association of the Company needs to be altered accordingly for deletion of the previous authorised share capital and substitution of the proposed increased Authorised Share Capital.

The above-mentioned increase in the Authorised Share Capital of the Company and subsequent alteration of aforesaid clauses of Memorandum of Association and Articles of Association will require approval of the Members. The Board of Directors recommends the resolutions at item nos. 1& 2 to be passed as Ordinary Resolution(s) and item no. 3 as a Special Resolution.



It is requested to note that the draft of the Altered Memorandum of Association and Articles of Association of the Company shall be open for inspection of the members at the Registered Office of the Company during 11:00 AM (IST) to 05:00 PM (IST) on all working days (Monday–Friday) (i.e. except Saturday(s), Sunday(s) and Public Holidays) from the date of dispatch of the Notice till the last date for voting.

None of the Directors/Key Managerial Personnel and their relatives is concerned or interested in the passing of the aforesaid resolution(s) as mentioned at item nos. 1, 2 & 3 above, except to the extent of their shareholding, if any.

**Registered Office: C-37, Panki Industrial Area
P.O. Udyog Nagar, Kanpur, Uttar Pradesh-208002**

Tel. No.: +91 512 691210-11-12-13

e-mail: emaindia.cs@gmail.com

Website: <http://www.eiltd.info>

**For and on behalf of the Board of Directors
EMA India Limited**

Sd/-

Namita Sabharwal

Company Secretary and Compliance Officer

Membership No.: A35411

Place: Kanpur

Date: February 1, 2022