

EMA INDIA LIMITED

CIN: L46529UP1971PLC003408

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

Email: emaindia.cs@gmail.com; **website:** www.eiltd.info

Tel: +91-9453153780

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.

The Company has appointed Central Depository Services Limited, for providing/ facilitating remote e-voting facility to enable the Members to cast their votes electronically on the resolutions proposed to be passed under the Postal Ballot process.

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 Saturday, April 11, 2026 at 9 :00 a.m. (IST) and shall end on Sunday, May 10, 2026 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 Sunday, May 10, 2026 (5.00 p.m. IST) by means of remote e-voting facility provided by the Company.

SPECIAL BUSINESS:

1. Appointment of Mr. Apurva Akshay Adhalrao (DIN: 01239063) as Director of the Company:

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

“RESOLVED THAT pursuant to the provisions of Section 161 and such other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and qualification of Directors), Rules 2014 and Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or reenactment(s) thereof for the time being in force), and as per the recommendation of Nomination and Remuneration Committee, Mr. Apurva Adhalrao (DIN 01239063), who was appointed as an Additional Director of the Company, in the category of Executive Non-Independent Director, by the Board of Directors with effect from February 13, 2026, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

“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.”

2. Appointment of Mr. Rajendra Senapati (DIN: 10031791) as an Independent 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, 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 Regulations 16(1)(b), 17(1C), 25(2A) and such other applicable regulations of 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. Rajendra Senapati (DIN: 10031791) 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 February 13, 2026 up to February 12, 2031 (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.”

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

**Sd/-
SHRUTI SHARMA
M No.: A75000**

**Place: Kanpur
Date: April 09, 2026**

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 of Postal Ballot Notice until the last date to cast votes through e-voting by members i.e. Sunday, May 10, 2026. 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 Tuesday, May 12, 2026. 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.eilttd.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., Sunday, May 10, 2026.
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.eilttd.info>.
5. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is April 03, 2026 (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.eiltd.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 **Saturday, April 11, 2026 at 9 :00 a.m. (IST) and shall end on Sunday, May 10, 2026 at 5:00 p.m. (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., April 03, 2026, 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 **Saturday, April 11, 2026 at 9 :00 a.m. (IST) and shall end on Sunday, May 10, 2026 at 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. April 03, 2026, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions.

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.

- (iii) 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	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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & 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. 3. If the user is not registered for Easi/Easiest, option to register is available at the website of Central Depository Services Limited at www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	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: 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. 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 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.
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) 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. 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.

- 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
- For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
- 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com 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 – Appointment of Mr. Apurva Shivaji Adhalrao (DIN: 01239063) as Director of the Company

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee, appointed Mr. Apurva Shivaji Adhalrao (DIN: 01239063) as an Additional Director of the Company, pursuant to the provisions of Section 161 of the Companies Act, 2013 and rules made thereof.

The Board of Directors of the Company, based on the recommendations of the Nomination and Remuneration Committee and considering his background, experience and his association will be beneficial to the Company, at its meeting held on February 13, 2026, approved the appointment of Mr. Apurva Shivaji Adhalrao as Director of the Company.

The Company has received (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 and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. Mr. Apurva 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.

The required details including a brief profile of Mr. Apurva 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 is sought for appointment of Mr. Apurva Adhalrao as Director of the Company in the category of Executive Non-Independent and that he shall be liable to retire by rotation.

The Board recommend the resolution as set out in Item No. 1 for the approval of the Members as an Ordinary Resolution.

Except Mr. Akshay Adhalrao, Ms. Madhuri Adhalrao, no other Director(s), and Key Managerial Personnel and their relatives, are concerned or interested, financially or otherwise, in the resolution No. 1.

Item No. 2 – Appointment of Mr. Rajendra Senapati (DIN: 10031791) as an Independent Director of the Company

The Board of Directors of the Company, as per the recommendation of the Nomination and Remuneration Committee and subject to approval of shareholders, approved appointment of **Mr. Rajendra Senapati (DIN: 10031791)** as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from February 13, 2026 up to February 12, 2031 (both days inclusive).

Mr. Rajendra Senapati, aged 54 years Fellow Member of the Institute of Chartered Accountants of India, has an experience of more than two and half decades in the field finance and taxation including **21 years in diverse corporate leadership roles** and over **6 years in professional practice as a Chartered Accountant**. Possesses deep and hands-on exposure to board-level financial oversight, statutory and regulatory compliance, risk management, internal controls, audit supervision, and strategic decision support specific to MSME entities.

The Company has received from Mr. Senapati (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. Senapati 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. Senapati 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. Senapati, 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. Senapati 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. Rajendra Senapati as an Independent Director of the Company for a term commencing from February 13, 2026 up to February 12, 2031 is being placed before the shareholders for their approval by way of Special Resolution. The office of Mr. Senapati will not be liable to retire by rotation. The terms and conditions of re-appointment of Mr. Senapati 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 emaIndia.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 Special Resolution.

Accordingly, approval of the shareholders by way of a special resolution is sought from members for appointment of Mr. Senapati as an Independent Director of the Company.

Except Mr. Rajendra Senapati, 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. 2 of the Notice.

The Board recommends the resolution as set out in Item No. 2 for the approval of the Members as Special Resolution.

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

Sd/-
SHRUTI SHARMA
Company Secretary
M No.: A75000

**Place: Kanpur
Date: April 09, 2026**

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. APURVA SHIVAJI ADHALRAO

Name	Mr. Apurva Shivaji Adhalrao					
DIN	01239063					
Date of Birth	December 15, 1988					
Age	37 years					
Qualifications	holds degree in [Passed BBA & Diploma from IMI Switzerland in March 2010- Three years Higher Diploma in Hospitality Management awarded by International Hotel Management Institute (IMI), (Lucerne, Switzerland) & BBA in Hotel and Tourism Management from Y.C.M.O.U. (Maharashtra) offered from Kohinoor IMI School of Hospitality Management, Khandala.					
Experience	20 years of experience in the field of administration					
Remuneration last drawn	NIL					
Nationality	Resident Indian					
Expertise in specific functional area	A core member of procurement, oversees all administrative tasks of the Company and also responsible for procuring projects from international to local partners.					
Date of first appointment on the Board of the Company	13.02.2026					
Name(s) of the other Companies in which Directorship held	Dynalog India Limited –Director Paramount Mechanics Private Limited – Director					
Membership/ Chairpersonship /Chairperson of Committees in the Company	Holds membership in following committees of EMA India Limited <table><tr><td>Chairperson</td><td>Member</td></tr><tr><td>NIL</td><td>NIL</td></tr></table>		Chairperson	Member	NIL	NIL
Chairperson	Member					
NIL	NIL					
Membership/ Chairpersonship of Committees in other Listed Companies	No such position held					
No. of Equity Shares held in the Company	90,000 Equity Shares					

No. of Board meetings attended during the year	NA
Relationship with other directors, Manager, and key managerial personnel of the Company	Mr. Apurva Adhalrao is brother of Mr. Akshay Adhalrao
Terms and conditions of appointment (if any)	
Listed entity from which the Director has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Apurva Adhalrao brings with him expertise in talent and leadership development, general management skills.

PROFILE OF MR. RAJENDRA SENAPATI (INDEPENDENT DIRECTOR)

Name	Rajendra Jadumani Senapati
DIN	10031791
Date of Birth	March 14, 1971
Age	54 Years
Qualifications	Chartered Accountant
Experience	27 Years
Remuneration last drawn	NIL
Nationality	Resident Indian
Expertise in specific functional area	Seasoned finance and corporate governance professional with over 27 years of experience, including 21 years in diverse corporate leadership roles and over 6 years in professional practice as a Chartered Accountant. Possesses deep and hands-on exposure to board-level financial oversight, statutory and regulatory compliance, risk management, internal controls, audit supervision, and strategic decision support specific to MSME entities.
Date of first appointment on the Board of the Company	13/02/2026

Name(s) of the other Companies in which Directorship held	NA
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	1 (One)
Relationship with other directors, Manager, and key managerial personnel of the Company	NIL
Terms and conditions of appointment (if any)	The tenure of his appointment is five years and he shall not be liable to retire by rotation
Listed entity from which the Director has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirement	Mr. Senapati's brings with him financial discipline, proficiency in working capital, financial management, and compliances.

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