

**EMA INDIA LIMITED**

CIN:L27201UP1971PLC003408

Mfrs. of Induction  
Heating and Honing  
Machines & Accessories

22<sup>nd</sup> January, 2026

To,  
The General Manager  
Department of Corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai-400001

**Sub: Submission of minutes of Postal Ballot pursuant to Section 110 and Rules made there under and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including e-voting) conducted as per notice dated November 22<sup>nd</sup>, 2025.**

**Ref: Scrip code: 522027**

Dear Sir / Ma'am,

The Postal Ballot was completed on 23<sup>rd</sup> December, 2025 and Shri Awashesh Dixit of M/s Awashesh Dixit & Associates, Company Secretaries, Scrutinizer has submitted his report on 25<sup>th</sup> December, 2025. As per his report, the Resolutions as sought in the notice of postal ballot have been passed by the members of the Company with requisite majority. Voting result along with the Scrutinizer Report has also been filed to the Stock Exchange accordingly on 25<sup>th</sup> December, 2025. With reference to the above subject, we herewith enclose the copy of the minutes / proceedings held through Postal Ballot for your reference and record.

Kindly take the same on your records.

Thanking you,  
Yours faithfully,

For **EMA INDIA LIMITED**

**SHRUTI**  
**SHARMA**  
Digitally signed  
by SHRUTI  
SHARMA  
Date: 2026.01.22  
18:31:11 +05'30'

**Shruti Sharma**  
**Company Secretary and Compliance Officer**  
**Membership No.: A75000**

*Encl: As Above*



HELD AT \_\_\_\_\_

ON \_\_\_\_\_

TIME \_\_\_\_\_

**MINUTES OF THE MEETING OF THE SHAREHOLDERS OF  
M/S EMA INDIA LIMITED COMPLETED ON 23<sup>RD</sup> DECEMBER,  
2025 HELD THROUGH POSTAL BALLOT VIDE NOTICE  
DATED 22<sup>ND</sup> NOVEMBER, 2025.**

The Board of Directors of EMA India Limited ("Company") had, at their Meeting held on 14<sup>th</sup> November, 2025 accorded their approval to conduct Postal Ballot pursuant to Section 110 of the Companies Act, 2013 to seek approval from shareholders for the matters as specified in the notice dated 22nd November, 2025.

The Board had also provided the facility of E-voting as an additional and alternate mode of voting. The Board had appointed Shri Awashesh Dixit of M/s Awashesh Dixit & Associates, Company Secretaries, as Scrutinizer of the Company for the purpose of scrutinizing the e-voting and Postal Ballot process carried out as per the provisions of Companies Act, 2013 and Rule 20 and 22 of the (Management and Administration) Rules, 2014 in a fair and transparent manner on the resolution mentioned in the Postal Ballot Notice dated 22nd November, 2025.

Following resolutions were put to vote for which electronic voting and voting through postal ballot was started from 24<sup>th</sup> November, 2025, 9:00 AM and was concluded on 23<sup>rd</sup> December, 2025 at 5:00 PM.

**RESOLUTIONS:**

**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

  
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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 8 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:**

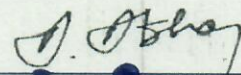
To consider and thought fit, to pass the following resolution, as a Special Resolution:

**“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 i.e. within the jurisdiction of Registrar of Companies, Maharashtra at Mumbai.

**“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, Mumbai, 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.”



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**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, 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 wok 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 and will be valid for 1 (one) year from the date of approval of shareholders;

@ 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 market value.

#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."

  
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**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:

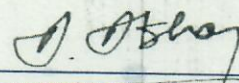
**"RESOLVED THAT** pursuant to the provisions of Section 185 and other applicable provisions, if any of the Companies Act, 2013 ("Act") (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may 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 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) for the financial year 2025-26, 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.



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**“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.**

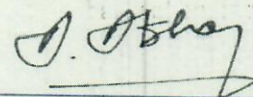
To consider and, if thought fit, to pass the following Resolution(s) as an Ordinary Resolution:

**“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.”



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**9. Appointment of Mr. Rohit Goyal (DIN: 06894223) 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: 06894223), 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 re-appointment of Mr. Akshay Adhalrao (DIN: 00314926) as Managing Director and Key Managerial Personnel of the Company for a period of 5 (Five) years with effect from November 14, 2025 to November 14, 2030 on the terms and conditions including remuneration as set out in

  
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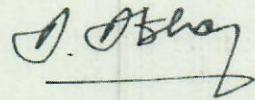
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the explanatory statement annexed to the Notice convening this meeting, with liberty to the Board of Directors to alter and vary the terms and conditions of the said re-appointment including remuneration in such manner as may be agreed between the 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.”



(CHAIRMAN)

DATE: 20.01.2026  
PLACE: MUMBAI