

Consolidated Scrutinizer's Report

[Pursuant to Section 108 and 109 of Companies Act, 2013 and Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Rule 21 of Companies (Management and Administration) Rules, 2014]

To,
The Chairperson
EMA India Limited
C-37, Panki Industrial Area,
P. O. Udyog Nagar,
Kanpur – 208022

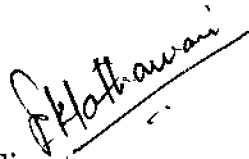
Reg: 46th Annual General Meeting of EMA INDIA LIMITED held on Monday, 25th day of September, 2017 at 11:00 A.M. at the Registered Office of the Company at C-37, Panki Industrial Area, P. O. Udyog Nagar, Kanpur – 208022

I, **Saket Sharma**, Partner GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of Scrutinizing the remote e-voting and voting at the Annual General Meeting on resolutions contained in the Notice dated 08th August, 2017 of EMA India Limited (hereinafter referred to as the Company), held on 25th day of September, 2017 at the Registered Office of the Company at C-37, Panki Industrial Area, P. O. Udyog Nagar, Kanpur – 208022, submit my report as under:

- (i) The members of the Company as on the cut-off date i.e. 16th September, 2017 were entitled to vote on the resolutions (Ordinary Businesses being Item Nos. 1 to 3 and Special Businesses being Item Nos. 4 to 5 as set out in the Notice of 46th Annual General Meeting of the Company).
- (ii) The remote e-voting period remained open from 22nd September, 2017 (09:00 A.M.) upto 24th September, 2017 (05:00 P.M.). Further, the company provided the facility of voting by poll for the members attending the meeting and who have not exercised their right to vote through remote e-voting.
- (iii) After the conclusion of the Annual General Meeting, the locked ballot box was subsequently opened in the presence of 2 witnesses and poll papers were diligently



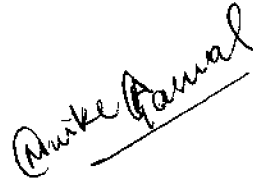
scrutinized. They have signed below in confirmation of the box being opened in their presence.



Signature:

Name: Ekta Thawani

Address: 109/185 B Jawahar Nagar
Kanpur-2080012

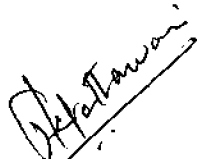


Signature:

Name: Monika Agarwal

Address: 30/71 Etawah Bazar, Kamla
Tower, Kanpur – 208001

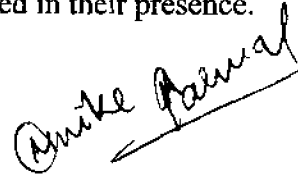
- (iv) The votes cast by remote e-voting were unblocked on 25th September, 2017 at 01:46 p.m. in presence of 2 witnesses, Ms. Ekta Thawani and Ms. Monika Agarwal who are not in the employment of the Company. They have signed below in confirmation of the e-votes being unblocked in their presence.



Signature:

Name: Ekta Thawani

Address: 109/185 B Jawahar Nagar
Kanpur-2080012



Signature:

Name: Monika Agarwal

Address: 30/71 Etawah Bazar, Kamla
Tower, Kanpur – 208001

Below is provided the consolidated summary of results of remote e-voting and voting at Annual General Meeting through poll:

ORDINARY BUSINESS(ES)

Item No. 1:-

Adoption of Annual Accounts for the year ended 31st March, 2017 together with Board Report and Auditors Report thereon.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	0	0	0	-
By Poll	495074	0	0	-
Total	495074	0	0	100



Item No. 2:-

Appointment of M/s. Rishabh & Co., Chartered Accountants as Statutory Auditors.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	0	0	0	-
By Poll	495074	0	0	-
Total	495074	0	0	100

Item No. 3:-

Re-appointment of Ms. Rakshita Bhargava who retires by rotation.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	0	0	0	-
By Poll	423731	0	0	-
Total	423731	0	0	100

SPECIAL BUSINESS(ES)

Item No. 4:-

Re-appointment of Ms. Ranjana Bhargava as a Whole time Director and designate her as CFO of the Company for a period of three years.

Method of voting	Votes in favour of the resolution	Votes against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	0	0	0	-
By Poll	446074	0	0	-
Total	446074	0	0	100



Item No. 5:-

Authorization for making investment

Method of voting	Voted in favour of the resolution	Voted against the resolution	Invalid	Percentage of Total favorable vote cast (valid)
Remote e-voting	0	0	0	-
By Poll	494574	500	0	-
Total	494574	500	0	99.90

I am pleased to submit my report for your appropriate action and doing needful in the matter.

Thanking You,

Yours' Faithfully

For GSK & Associates

Company Secretaries



Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 26.09.2017

Place: Kanpur

FORM No. MGT-13

Report of Scrutinizer

**[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21 of the Companies
(Management and Administration) Rules, 2014]**

To,
The Chairman
EMA India Limited
C-37, Panki Industrial Area,
P. O. Udyog Nagar,
Kanpur – 208022

**Reg.: 46th Annual General Meeting of EMA INDIA LIMITED held on Monday, 25th day of
September, 2017 at 11:00 A.M. at the Registered Office of the Company at C-37,
Panki Industrial Area, P. O. Udyog Nagar, Kanpur – 208022**

Dear Sir,

I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions, at the 46th Annual General Meeting of EMA India Limited, held on Monday, 25th day of September, 2017 at 11:00 A.M. at the Registered Office of the Company at C-37, Panki Industrial Area, P. O. Udyog Nagar, Kanpur – 208022, submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, 1 (one) ballot box kept for polling was/were locked in my presence with due identification marks placed by me.
2. The locked ballot box was/were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
3. I did not find any poll papers invalid.
4. The result of the poll is as under:



ORDINARY BUSINESS(ES)

I. Resolution No. 1

Adoption of Annual Accounts for the year ended 31st March, 2017 together with Board Report and Auditors Report thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	495074	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

II. Resolution No. 2

Appointment of M/s. Rishabh & Co., Chartered Accountants as Statutory Auditors.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
17	495074	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast



person or by proxy)		
0	0	0

(ii) **Invalid votes:**

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

III. Resolution No. 3

Re-appointment of Ms. Rakshita Bhargava who retires by rotation

(i) **Voted in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	423731	100

(ii) **Voted against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

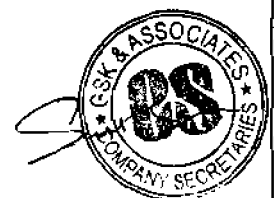
Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

SPECIAL BUSINESS(ES)

IV. Resolution No. 4

Re-appointment of Ms. Ranjana Bhargava as a Whole time Director and designate her as CFO of the Company for a period of three years.

(i) **Voted in favour** of the resolution:



Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	446074	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0

V. Resolution No. 5

Authorization for making investment.

(i) Voted **in favour** of the resolution:

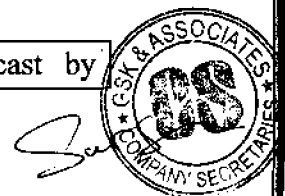
Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
16	494574	99.90

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
1	500	0.10

(iii) **Invalid** votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
0	0



person or by proxy) whose votes were declared invalid	them
0	0

5. A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the board for safe keeping.

**For GSK & Associates
Company Secretaries**

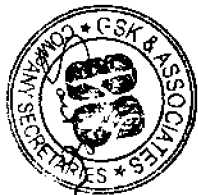


**Saket Sharma
(Partner)
M. No. F4229
C. P. No. 2565**

**Date: 26.09.2017
Place: Kanpur**

Ballot Vote Counting Sheet of EMA INDIA LIMITED - AGM held on 25-09-2017

Ballot No.	Name of Shareholder/ Proxy	Resolution No. 1			Resolution No. 2			Resolution No. 3			Resolution No. 4			Resolution No. 5		
		For	Against	Invalid	For	Against	Invalid	For	Against	Invalid	For	Against	Invalid	For	Against	Invalid
		Adoption of Annual Accounts for the year ended 31st March, 2017			Appointment of M/s. Rishabh & Co., Chartered Accountants as Auditors			Re-appointment of Ms. Rakshita Bhargava who retires by rotation			Re-appointment of Ms. Ranjana Bhargava as a Whole time Director and designate her as CFO of the Company for a period of three years			Authorization for making investment		
1	RANJANA BHARGAVA	49000	0	0	49000	0	0	49000	0	0	0	0	0	49000	0	0
2	RAKSHITA BHARGAVA	71343	0	0	71343	0	0	0	0	0	71343	0	0	71343	0	0
3	DIATECH TOOLS INDIA PRIVATE LIMITED	17300	0	0	17300	0	0	17300	0	0	17300	0	0	17300	0	0
4	PRADIP KUMAR BHARGAVA(HUF)	352906	0	0	352906	0	0	352906	0	0	352906	0	0	352906	0	0
5	PRASAD HOLDINGS PVT LTD	1000	0	0	1000	0	0	1000	0	0	1000	0	0	1000	0	0
6	MR RADHEY SHYAM GUPTA	15	0	0	15	0	0	15	0	0	15	0	0	15	0	0
7	MR SHRI NIWAS	15	0	0	15	0	0	15	0	0	15	0	0	15	0	0
8	KALYANI VIJAY	600	0	0	600	0	0	600	0	0	600	0	0	600	0	0
9	MS USHA BHARGAVA	1600	0	0	1600	0	0	1600	0	0	1600	0	0	1600	0	0
10	MS. ANITA GOEL	100	0	0	100	0	0	100	0	0	100	0	0	100	0	0
11	MR MOHAMMAD AHSAN	100	0	0	100	0	0	100	0	0	100	0	0	100	0	0
12	OM PRAKASH TRIPATHI	100	0	0	100	0	0	100	0	0	100	0	0	100	0	0
13	MR JAVED ALAM ANSARI	30	0	0	30	0	0	30	0	0	30	0	0	30	0	0
14	MR JANARDAN PANDEY	65	0	0	65	0	0	65	0	0	65	0	0	65	0	0
15	MR RAM VILAS GUPTA	500	0	0	500	0	0	500	0	0	500	0	0	0	500	0
16	RAJ KUMAR KHATRI	300	0	0	300	0	0	300	0	0	300	0	0	300	0	0
17	JAGJIT SINGH SALUJA	100	0	0	100	0	0	100	0	0	100	0	0	100	0	0
	TOTAL	495074	0	0	495074	0	0	423731	0	0	446074	0	0	494574	500	0



**REPORT OF SCRUTINIZER
[E-VOTING]**

**[Pursuant to Section 108 of Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rule, 2014 as amended by the Companies
(Management and Administration) Amendment Rules, 2015]**

To,
The Chairman
EMA India Limited
C-37, Panki Industrial Area,
P. O. Udyog Nagar,
Kanpur – 208022

**Reg: 46th Annual General Meeting of EMA INDIA LIMITED held on Monday, 25th day of
September, 2017 at 11:00 A.M. at the Registered Office of the Company at C-37, Panki
Industrial Area, P. O. Udyog Nagar, Kanpur – 208022**

Dear Sir,

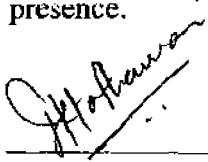
I, **Saket Sharma**, Partner - GSK & Associates, Company Secretaries, appointed as Scrutinizer for the 46th Annual General Meeting of Ema India Limited, held on Monday, 25th day of September, 2017 at 11:00 A.M. at the Registered Office of the Company at C-37, Panki Industrial Area, P. O. Udyog Nagar, Kanpur – 208022 for the purpose of scrutinizing the remote E-Voting Process in a fair and transparent manner and ascertaining the requisite majority on remote E-voting carried out as per the provisions of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 on the below mentioned resolutions, submit my report as under:

1. The remote E-Voting period remained open from 22nd September, 2017 at 09:00 a.m. and ended on 24th September, 2017 at 05:00 p.m.
2. The shareholders holding shares either in physical form or in dematerialised form as on the "cut-off" date, i.e. 16th September, 2017 were entitled to vote electronically on the proposed resolutions as mentioned in the Notice of the Annual General Meeting of "EMA India Limited".

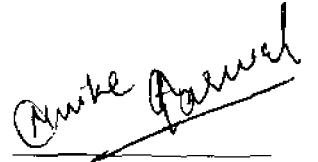


3. The votes were unblocked on 25th September, 2017 at 01:46 p.m in the presence of two witnesses, namely, Ms. Ekta Thawani and Ms. Monika Agarwal who are not in the employment of EMA India Limited.

They have signed below in confirmation of the votes being unblocked in their presence.



(Ekta Thawani)



(Monika Agarwal)

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were downloaded from E-voting website of National Securities Depository Limited (<https://www.evoting.nsdl.com>).
5. The result of the poll through remote e-voting is as under (the percentage in decimal has been rounded off):

ORDINARY BUSINESS(ES)

(a) **Resolution No.1**

Adoption of Annual Accounts for the year ended 31st March, 2017 together with Board Report and Auditors Report thereon.

(i) **Voted in favour** of the resolution:

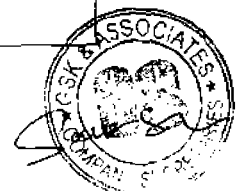
Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) **Voted against** the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) **Invalid votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



(b) Resolution No. 2

Appointment of M/s. Rishabh & Co., Chartered Accountants as Statutory Auditors.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(c) Resolution No. 3

Re-appointment of Ms. Rakshita Bhargava who retires by rotation

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

SPECIAL BUSINESS(ES)

(d) Resolution No.4

Re-appointment of Ms. Ranjana Bhargava as a Whole time Director and designate her as CFO of the Company for a period of three years.

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

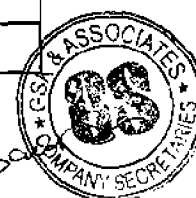
Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

(e) Resolution No. 5

Authorization for making investment

(i) Voted in favour of the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0



(ii) Voted against the resolution:

Number of members	Number of votes cast by them	% of total number of valid votes cast
0	0	0

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company.

Thanking you,

Yours faithfully,

For GSK & Associates,
Company Secretaries




Saket Sharma

(Partner)

M. No.: F4229

C. P. No.: 2565

Date: 26.09.2017

Place: Kanpur