

**MINUTES OF THE 43<sup>RD</sup> ANNUAL GENERAL MEETING OF EMA INDIA LIMITED HELD AT THE REGISTERED OFFICE OF THE COMPANY AT C37, PANKI INDUSTRIAL AREA, P.O. UDYOG NAGAR, KANPUR AT 11.00 A.M. ON MONDAY, 29<sup>TH</sup> SEPTEMBER 2014**

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**PRESENT IN PERSON**

1. Mr. P.K. Bhargava	Chairman & Managing Director and Shareholder
2. Mr. P.K. Bhargava HUF	Shareholder
3. Mrs. Ranjana Bhargava	Whole-Time Director & Shareholder
4. Ms. Rakshita Bhargava	Director & Shareholder
5. Mr. P.K. Tewari	Representative of DiaTech Tools India Pvt. Ltd.
6. Mr. R.K. Bajpai	Representative of Prasad Holdings Pvt. Ltd.
7. Mr. Mahesh Chandra Nigam	Shareholder
8. Mr. Mohd. Ahsan	Shareholder
9. Mrs. Manju Agarwal	Shareholder
10. Mr. Radhey Shyam Gupta	Shareholder
11. Mrs. Asha Pandey	Shareholder
12. Mr. Shri Niwas	Shareholder
13. Mr. Janardan Pandey	Shareholder
14. Mr. Jawahar Lal Tandon	Shareholder
15. Mr. Sanjay Kumar Pandey	Shareholder
16. Mr. Navin Kumar	Shareholder

**1. CHAIRMAN**

Mr. P K Bhargava, Chairman & Managing Director of the Company was requested to occupy the chair. He then occupied the chair accordingly.

**2. MEETING CALLED TO ORDER**

After having verified the requisite quorum as present, the Chairman declared the meeting properly constituted and opened for transacting the business.

**3. REGISTER OF DIRECTORS' SHAREHOLDING & STATUTORY BOOKS**

The Chairman informed the members that the Register of Directors' Shareholding and other statutory books as permitted under the Companies Act were open for inspection.

**4. NOTICE, AUDITOR'S REPORT & DIRECTOR'S REPORT**

With the consent of the members present, the business as contained in the notice of the meeting, Auditor's Report and Director's Report as already circulated to the members, were taken as read.

**5. VOTING BY POLL**

The Chairman informed the members that under the provisions of the new Companies Act 2013, members have to cast their vote(s) through Ballot which contain item wise resolution.

The Ballot papers were distributed among the members and members were requested to cast their vote and put it into ballot box after duly filling in and signing the ballot papers. The Chairman appointed Mr. P.K. Tewari as scrutinizer and requested him to count the votes together with Scrutinizer Mr. Saket Sharma's report on e-voting.

The Chairman after receiving report from Scrutinizer declared the result. Following item wise resolution were passed with requisite majority.

**6. ITEM NO 1: ADOPTION OF ANNUAL ACCOUNTS & REPORT THEREON**

Passed as an ordinary resolution:

“RESOLVED THAT the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2014 and Statement of Profit & Loss for the year ended on that date, the Director’s Report and Auditor’s Report thereon be and are hereby adopted.”

**7. ITEM NO. 2: APPOINTMENT OF STATUTORY AUDITORS**

Passed as an ordinary resolution:

“RESOLVED THAT pursuant to Section 139(2) of the Companies Act, 2013 and subject to approval of the shareholders, M/s. B.C. Jain & Co., Chartered Accountants (FR No 1099C) who holds the office of the Statutory Auditors of the Company till the conclusion of ensuing Annual General Meeting, be re-appointed as Statutory Auditors of the Company on a remuneration to be fixed by shareholders at their ensuing Annual General Meeting to hold office upto the conclusion of Annual General Meeting of the Company to be held for the financial year 2014-15.”

**8. ITEM NO. 3: APPOINTMENT OF MR. K.D. GUPTA AS INDEPENDENT DIRECTOR**

Passed as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Mr. K.D. Gupta (holding DIN 00374379) Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto to 28th September 2019.”

**9. ITEM NO. 4: APPOINTMENT OF DR. ATUL KAPOOR AS INDEPENDENT DIRECTOR**

Passed as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, Dr. Atul Kapoor (DIN 01449229), Director of the Company who retires by rotation at the Annual General Meeting, be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto to 28th September 2019.”

**10. ITEM NO. 5: APPOINTMENT OF MR. M.P. SHARMA AS ADDITIONAL DIRECTOR**

Passed as an ordinary resolution:

“RESOLVED that pursuant to the provisions of Section 149, 150 & 152 and all applicable provisions of Companies Act 2013 and Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act 2013 Mr. Mahabir Prasad Sharma who was appointed as Additional Director of the company by Board of Directors and in respect of whom the company has received a notice in writing from a member proposing his

candidature for the office of Director, be and is hereby appointed as Independent Director of the Company for a term of 5 years w.e.f. 29.09.2014 upto 28<sup>th</sup> September 2019."

**11. ITEM NO. 6: APPOINTMENT OF COST AUDITOR**

Passed as an ordinary resolution:

"RESOLVED that pursuant to the provisions of Section 148 of the Companies Act, 2013 and subject to the applicability of Companies (Cost Records & Audit) Rules 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) issued by Ministry of Companies Affairs, approval be and is hereby accorded to the payment of remuneration of Rs.10,000/- plus service tax to the Cost Auditor M/s Rakesh Misra & Co."

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

**12. ITEM NO. 7: APPOINTMENT OF MR. P.K. BHARGAVA AS CHAIRMAN & MANAGING DIRECTOR**

Passed as a ordinary resolution:

"RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (as amended or to be amended from time to time) and Rules made there under read with Article 121 of the Article of Association of the Company, Mr. P.K. Bhargava be and is hereby re-appointed as Chairman & Managing Director of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April 2014 on remuneration and perquisites as set out in the Explanatory Statement appended to the Notice convening this Annual General Meeting."

**I - SALARY** – Rs. 1,60,000/- p.m. with an annual increment of Rs. 10,000/- p.m.

**II - PERQUISITES**

Perquisites as listed below shall payable to him subject to maximum of Annual Salary:

**Category – A**

- a. Expenditure incurred by the Company on gas, electricity, water, furnishings & domestic help shall be valued as per Income Tax Rules 1962.
- b. Reimbursement of actual medical expenses incurred for him and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- c. Medical insurance premium against Mediclaim Policy.
- d. Fees of any two clubs provided that no admission or life membership fee is paid.
- e. Free use of Company's car with driver for the company's business and free telephone & fax facilities at residence shall not be considered as perquisites.

For the purpose of calculation of above ceiling, the perquisites shall be valued as per Income Tax Rules wherever applicable and in the absence of such rules, they shall be valued at actual cost to the Company.

**Category – B**

- a. Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites as aforesaid to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b. Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of amount permissible under Income Tax Rules 1962.
- c. One month's leave with full pay & allowances for every completed eleven months of service. However leaves accumulated but not availed of during his tenure may be allowed to be encashed at the time of his retirement as per the rules of the company.

In addition to salary and perquisites, Commission based on net profit of the Company in a particular year shall be subject to overall ceilings laid down in Section 196 and 197 of the Companies Act, 2013 to be allocated between the Managing Director and Whole Time Director by the Board.

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

Mrs. Ranjana Bhargava & Ms. Rakshita Bhargava, being related to Mr. P.K. Bhargava, disclosed their interest in the aforesaid resolution.

**13. ITEM NO. 8: APPOINTMENT OF MRS. RANJANA BHARGAVA AS WHOLE TIME DIRECTOR**

Passed as a ordinary resolution:

“RESOLVED THAT pursuant to Section 196, 197 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (as amended or to be amended from time to time) and Rules made there under read with Article 121 of the Article of Association of the Company, Mrs. Ranjana Bhargava be and is hereby re-appointed as Whole Time Director and also designated as Chief Financial Officer (in terms of Companies Act 2013) of the Company for a period of 3 years w.e.f. 1<sup>st</sup> April 2014 on remuneration and perquisites as set out in the Explanatory Statement appended to the Notice convening this Annual General Meeting.”

**I - SALARY** – Rs. 54,000/- p.m. with an annual increment of Rs. 3,000/- p.m.

**II - PERQUISITES**

Perquisites as listed below shall be payable to her subject to maximum of Annual Salary:

**Category – A**

- a. Expenditure incurred by the Company on gas, electricity, water, furnishings & domestic help shall be valued as per Income Tax Rules 1962.
- b. Reimbursement of actual medical expenses incurred for him and his family subject to a ceiling of one month's salary in a year or three month's salary over a period of three years.
- c. Medical insurance premium against Mediclaim Policy.
- d. Fees of any two clubs provided that no admission or life membership fee is paid.
- e. Free use of Company's car with driver for the company's business and free telephone & fax facilities at residence shall not be considered as perquisites.

For the purpose of calculation of above ceiling, the perquisites shall be valued as per Income Tax Rules wherever applicable and in the absence of such rules, they shall be valued at actual cost to the Company.

**Category – B**

- a) Contribution to Provident Fund will not be included in the computation of the ceiling on perquisites as aforesaid to the extent these either singly or put together are not taxable under the Income Tax Act, 1961.
- b) Gratuity not exceeding half month's salary for each completed year of service subject to a ceiling of amount permissible under Income Tax Rules 1962.
- c) One month's leave with full pay & allowances for every completed eleven months of service. However leaves accumulated but not availed of during her tenure may be allowed to be encashed at the time of her retirement as per the rules of the company.

In addition to salary and perquisites, Commission based on net profit of the Company in a particular year shall be subject to overall ceilings laid down in Section 196 and 197 of the Companies Act, 2013 to be allocated between the Managing Director and Whole Time Director by the Board.

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

Mr. P.K. Bhargava & Ms. Rakshita Bhargava, being related to Mrs. Ranjana Bhargava, disclosed their interest in the aforesaid resolution.

**14. ITEM NO. 9: AUTHORIZATION OF BOARD OF DIRECTORS TO DEAL WITH THE UNDERTAKING OF THE COMPANY**

Passed as an special resolution:

“RESOLVED that the consent of the Company be and is hereby accorded in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 (as amended or to be amended from time to time) and Rules made there under to mortgage and / or charge by the Board of Directors of the Company, on all or any of the immovable and movable properties of the Company in favour of the lender(s), to secure the loans not exceeding Rs. 200 lacs sanctioned by lender(s) to the Company together with interest, further interest, penal interest, costs, charges, expenses and all other monies payable by the Company to the lenders on such terms and conditions as may be accepted by the Company in respect of the said loan.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to finalize with lenders the documents for creating aforesaid mortgage and/or the charge and to do all such acts and things as may be necessary for giving effect to the above resolution.”

**15. ITEM NO. 10: AUTHORIZATION OF BOARD OF DIRECTORS TO BORROW MONEY**

Passed as an special resolution:

“RESOLVED that the consent of the Company be and is hereby accorded to the Board of Directors under Section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with the moneys already borrowed by the Company, may exceed aggregate of its paid-up capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs 200 lacs.”

“RESOLVED FURTHER that the Board of Directors of the Company be and are hereby authorized to do all such acts and things as may be necessary for giving effect to the above resolution.”

**VOTE OF THANKS**

There being no other business on the agenda, meeting ended with a vote of thanks to the Chairman by Ms. Rakshita Bhargava.

Date: *September 29, 2014*

Place: Kanpur

*P. K. B.*  
CHAIRMAN