



EMA INDIA LIMITED

CINL27201UP1971PLC003408

Wine, Distillation
Heat Insulating &
Working Equipments

EMA/BSE/2016/
September 30, 2016

To
BSE Limited
Rotunda Building, 1st Floor
New Trading Ring, Dalal Street
Mumbai 400 001

Dear Sir,

Sub Regulation -34

Please find attached herewith Annual Report 2015-16 of EMA India Limited as per Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Kindly take the same for your reference and record.

Thanking you,

Yours faithfully,
For EMA INDIA LIMITED

Namita Sabarwal
Company Secretary
M. No.: A35411
Address: 117/H-2/ 107, Pandu Nagar, Kanpur-208005

EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph: 0512-2691210-11, Fax: 0512-2691214

e-mail: emaIndia.cs@gmail.com Website: www.eiltd.info

CIN No. L27201UP1971PLC003408

NOTICE

NOTICE is hereby given that 45th Annual General Meeting of Shareholders of EMA INDIA LIMITED will be held at the Registered Office of the Company at C-37 Panki Industrial Area, P.O. Udyog Nagar, Kanpur -208 022 on Thursday, 29th September 2016 at 11.00 AM to transact the following businesses: -

ORDINARY BUSINESS:

1. To consider and adopt the Audited Balance Sheet of the Company as at 31st March 2016 and the Statement of Profit & Loss for the year ended on that date and Board Report and Auditors' Report thereon.
2. To consider and if thought fit, to pass the following resolution as an Ordinary Resolution:
"RESOLVED THAT pursuant to provisions of Section 139, 141 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, M/s B.C Jain & Co., Chartered Accountants be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2016-17 to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company."
3. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution -
"RESOLVED THAT Mrs. Ranjana Bhargava (DIN: 00234421) who retires as director pursuant to the provisions of Section 152 of the Companies Act, 2013, be and is hereby re-appointed as a Whole Time Director of the Company."

By Order of the Board.

Place: Kanpur
Dated: 20.07.2016

P. K. BHARGAVA
Chairman & Managing Director
DIN No 00268103
R/o: 28-Chandra Vihar,
Lakhanpur, Kanpur

NOTES:

- a) The Register of Members and the Share Transfer books of the Company will remain closed from **22.09.2016 to 29.09.2016** (both days inclusive) for annual closing.
- b) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company.** Proxies in order to be effective should be duly stamped, completed and signed and must reach at the Registered Office of the Company not less than forty eight hours before the time for holding the Annual General Meeting. A proxy form is sent herewith.
- c) Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
- d) Members holding shares in physical form are requested to send request for any change in their

EMA INDIA LIMITED

address immediately to the Company quoting their Folio Nos. and send the details of their Bank Accounts compulsorily. Members, holding shares in Demat form are requested to send the details of change of their address etc. to their concerned Depository Participants. No direct request from the beneficiaries holding shares in Demat form will be entertained by the Company.

- e) Members are requested to bring their copy of the Annual Report to the Annual General Meeting.
- f) Corporate Members intending to send their authorized representatives to attend the Annual General Meeting are advised to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the meeting.
- g) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s Alankit Assignments Limited, Alankit Heights 1E/13, Jhandewalan Extension, New Delhi – 110055 or to the Company.
 - a) Electronic copy of the Annual Report for 2016 is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016 is being sent in the permitted mode.
 - b) Electronic copy of the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 45th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
 - c) Members may also note that the Notice of the 45th Annual General Meeting and the Annual Report for 2016 will also be available on the Company's website www.eiltd.info for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kanpur for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send their requests at Company's investor email id: emaindia.cs@gmail.com.
 - d) To support "Green Initiative", members who have not registered their e-mail addresses are requested to register the same with Depositories.
 - e) Route Map of the venue is attached.
 - f) **Voting through electronic means**

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote at the 45th Annual General Meeting by electronic means and the business may be transacted through e-Voting Services

- provided by National Securities Depository Limited (NSDL)
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - IV. The e-voting period commences on **26th September, 2016 (9:00 am) and ends on 28th September, 2016 (5:00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **21st September, 2016**, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
 - V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i) Open email and open PDF file viz: "EMA India e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
 - (iii) Click on Shareholder - Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of EMA India Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sakelfcs@gmail.com with a copy marked to evoting@nsdl.co.in
 - B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
 - (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (E Voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.
 - VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for

Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990

- VII. If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of **21st September, 2016**.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21st September, 2016, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or emaIndia.cs@gmail.com/rta@alankit.com.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.

- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
- XII. 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 avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. Mr. Saket Sharma (Membership No. F4229) Partner GSK & Associates, Company Secretaries has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of e-voting or Ballot Paper or Polling Paper for all those Members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the meeting and, thereafter, unblock the votes cast through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website www.eiltd.info and on the website of NSDL www.evoting.nsdl.com immediately after the declaration of the result by the Chairman or a person authorized by him in writing and communicated to the Stock Exchange.

Place: Kanpur
Dated: 20.07.2016

By Order of the Board
P. K. BHARGAVA
Chairman & Managing Director
DIN No 00268103
R/o: 28-Chandra Vihar,
Lakhanpur, Kanpur

EMA INDIA LIMITED

Pioneers in Induction Heating & Hardening



**EMA
INDIA
LIMITED**

Annual Report 2015-2016

EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph: 0512-2691210-11, Fax: 0512-2691214

e-mail: emaIndia.cs@gmail.com • Website: www.eiltd.info

CIN No. L27201UP1971PLC003408

BOARD OF DIRECTORS

P.K. BHARGAVA, *Chairman & Managing Director*

RANJANABHARGAVA, *Whole Time Director*

KRISHNADAS GUPTA (IRS – Retired)

MAHABIR PRASAD SHARMA

RAKSHITABHARGAVA

COMPANY SECRETARY & COMPLIANCE OFFICER

NAMITA SABARWAL

STATUTORY AUDITORS

B.C. JAIN & CO.

Chartered Accountants

KANPUR

BANKERS

BANK OF BARODA

UPTRON ESTATE

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

STATE BANK OF INDIA

KFCL BRANCH

PANKI INDUSTRIAL AREA

PANKI SITE I, KANPUR

REGISTERED OFFICE & WORKS

C-37, Panki Industrial Area

P.O. Udyog Nagar

KANPUR – 208022

Phone: 0512-2691210-11

Email: emaIndia@rediffmail.com

emaIndia.cs@gmail.com

Website: www.eiltd.info

REGISTRAR & SHARE TRANSFER AGENT

M/s. Alankit Assignments Ltd

Alankit House

2E/21, Jhandewalan Extension

New Delhi – 110055

E-mail: info@alankit.com

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BOARD REPORT

To The Members:

Your directors have pleasure to present the 45th Annual Report of the company together with the Audited accounts for the year ended on 31st March, 2016.

Financial Results:

Particulars	Current Year for the Period 2015-16 (Rs.)	Previous Year for the Period 2014-15 (Rs.)
Total Income	10562673	15010832
Less-Expenditure during the year	13337776	18636394
Profit/(Loss) before Depreciation, Interest & tax	(2775103)	(3625562)
Less- Depreciation& Amortization expense	1260682	1646892
Less- Interest	100440	35973
Less- Deferred tax	(1394915)	2745017
Net Profit/(Loss)	(2741312)	(2563410)

State of Company's Affairs:

Due to sluggish market conditions, the company is operating at low level. Your directors expect that there will be a turnaround in future.

Subsidiaries, Joint Ventures or Associate Companies:

The company has no subsidiary, joint venture or an associate company. Accordingly, information in prescribed Form AOC-1 is not required.

Material Changes and Commitments:

There are no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report during the year under review, as required under Section 134(3)(l) of the Companies Act, 2013.

Change in the Nature of Business:

During the year, there was no material change in nature of business of the company.

Dividend:

Your Directors are not in a position to recommend dividend as the company is incurring losses for past 8 years.

Reserves & Surplus:

The current year loss of Rs. 2741312 has been given effect under the head Reserves & Surplus of the Balance sheet.

Directors:

During the year, the office of Mr. Gyanesh Narayan Mathur was vacated on 28.05.2015 due to his absence from all the meetings of the Board of Directors for more than 12 months and subsequently, office of Mrs. Ranjana Mathur who was appointed as alternate director to Mr. Gyanesh Narayan Mathur was also vacated on the same day in accordance with the provisions of Companies Act, 2013.

Dr. Atul Kapoor has resigned from directorship of the company on 19.12.2015.

Mrs. Ranjana Bhargava shall retire by rotation at ensuing Annual General Meeting and being eligible offers herself for re-appointment. There is no other change in the composition of Board of Directors.

Deposits:

The company does not have any public deposit.

Particulars of Loans, Guarantees or Investment:

The company has not given any loan or guarantee during the year under review. The investments made during the year are within the limits prescribed under Section 186 of the Companies Act, 2013.

Related Party Transactions:

The company has not entered into any transactions with related party. Accordingly information in prescribed Form AOC-2 is not required.

Comments by Board:

The reports of Statutory Auditors and Secretarial Auditors do not require any comments from directors as there is no qualification, reservation, adverse remark or disclaimer.

Managerial Remuneration:

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year

Name of the director	Designation	DIN	Ratio
Mr. Pradip Kumar Bhargava	Managing Director	00268103	20.86:1
Mrs. Ranjana Bhargava	Whole Time Director	00234421	6.99:1

2. Percentage increase in remuneration of each director and CEO in the financial year

Name of the director/CEO	Designation	DIN/PAN	Percentage Increase
Mr. Pradip Kumar Bhargava	Managing Director	00268103	6.49%
Mrs. Ranjana Bhargava	Whole Time Director	00234421	6.92%

3. Percentage increase in the median remuneration of employees in the financial year: **NIL**
4. Number of permanent employees on the rolls of company: 16
5. The company is giving statutory increase in average remuneration of workers since the company is incurring losses.
6. There is no increase in remuneration of Key Managerial Personnel.
7. There is no variable component in remuneration availed by the directors.
8. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year

Name of the director	Designation	DIN	Ratio
NA	NA	NA	NA

9. We confirm that the remuneration is as per the remuneration policy of the company
10. The Company has no employee including the directors of the company who are in receipt of remuneration in excess of Rs. 5 lacs per month or Rs. 60 lacs per annum.

Directors Responsibility Statement:

In accordance with the provisions of Section 134(5) of the Companies Act, 2013 your directors state that:

- in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of the financial year and of the profit and loss of the company for that period;
- the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- the directors had prepared the annual accounts on a going concern basis;
- the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.



- (f) the directors, had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Declaration by Independent Directors

The Company has received declaration from all independent directors in accordance with the provisions of Section 149(6) of the Act, whose names are as under:

1. Mr. K.D. Gupta
2. Mr. M.P. Sharma

Audit Committee

The audit committee comprises of following directors:

1. Mr. Pradip Kumar Bhargava
2. Mr. K.D. Gupta
3. Ms. Mahabir Prasad Sharma

The recommendations of audit committee have been accepted by the company

Nomination and Remuneration Committee

The Board of Directors have framed a policy which lays down a framework in relation to remuneration of directors, Key Managerial Personnel and Senior Management of the Company.

Risk Management Policy

The Company has Risk Management committee of Directors to have a system of Risk Management, inter alia, to review it periodically

Vigil Mechanism/ Whistle Blower Policy

The Company has formulated Vigil Mechanism /Whistle Blower Policy for employees and Directors to keep high standards of ethical behaviour and provide safeguards to whistle blower.

Disclosure under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

The following is a summary of sexual harassment complaints received and disposed off during the year 2015-16

No. of complaints received	NIL
No. of complaints disposed off	NIL

Corporate Social Responsibility

The provisions of Corporate Social Responsibility under Companies Act, 2013 are not applicable.

Conservation Of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo:

A) Conservation of Energy

The operations of the Company are not energy intensive therefore no capital investment has been made on energy conservation equipments during the year. The company has endeavoured to conserve energy consumption, wherever feasible and has not utilized alternate sources of equipments

B) Technology Absorption

No new technology has been imported during last 3 years as the orders received by the company are gradually declining. However, the technology for Transistorized Converters, other equipments and parts of Induction Heating Machines imported has been fully absorbed.

The Company is working to develop low cost Medium Frequency IGBT Converters for Induction Heating applications and to design & develop special purpose with automation machines for major customers.

Due to the efforts for new developments in electronics systems and Up-gradation of NC/CNC control

machines, new lighter duty designed hardening machines were introduced with cost reduction. Low cost IGBT High Frequency Converters were developed as well as technology was upgraded and delivery time reduced.

C) Foreign Exchange Earnings and Outgo

1. Activities relating to export, initiatives taken to increase exports and development of New Export market
2. Foreign exchange outflows: Rs. 0.60 lacs (previous year Rs. 2.93 lacs)
3. Foreign exchange inflows: Rs. 17.84 lacs (previous year Rs. 10.36 lacs)

Extract of Annual Return

According to the provisions of Section 92(3) the prescribed Form MGT-9 (Extract of Annual Return) is attached as per Annexure 1.

Details of Board Meeting Held during the Year

No. of Board Meetings held during the year: 4

Date of Board Meeting	28.05.2015	29.07.2015	29.10.2015	02.02.2016
No. of directors present	6	5	5	5

Significant And Material Orders Passed By The Regulators Or Courts Or Tribunals Impacting The Going Concern Status And Company's Operations In Future

There are no significant and material orders passed by the Regulators or Courts or Tribunals which may impact the going concern status and company's operations in future.

Place: Kanpur
Date: 24th May, 2016

On behalf of the Board
P.K. Bhargava
Chairman & Managing Director
DIN: 00268103
Address: 28-Chandra Vihar,
Lakhanpur, Kanpur



FORM NO. MGT.9
EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31.03.2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i. CIN: L27201UP1971PLC003408
- ii. Registration Date: 6th May of 1971
- iii. Name of the Company: EMA INDIA LIMITED
- iv. Category / Sub-Category of the Company: Company limited by Shares/ Indian Non-Government Company
- v. Address of the Registered office and contact details: C-37 Panki Industrial Area. P.O. Udyog Nagar, Kanpur – 208022 (U.P.) India
- vi. Whether listed company: Yes / No
- vii. Name, Address and Contact details of Registrar and Transfer Agent, if any
M/s Alankit Assignments Ltd., Alankit House, 2E/21, Jhandewalan Extension, New Delhi 110 055, Ph. 23541234, 42541234

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Tools, spares and upgrading, etc	28299	95%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

The Company does not have any holding, subsidiary and associate company.

Sl. No.	Name And Address of the Company	CIN/ DIN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
1					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i. Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A Promoters									
(1) Indian									
a. Individual/ HUF	473149	-	473149	47.08	473149	-	473149	47.08	
b. Central Govt.	-	-	-	-	-	-	-	-	
c. State Govt. (s)	-	-	-	-	-	-	-	-	
d. Bodies Corp	17300	-	17300	1.72	17300	-	17300	1.72	
e. Banks/FI	-	-	-	-	-	-	-	-	
f. Any Other	-	-	-	-	-	-	-	-	
Sub-total (A) (1)	490449	-	490449	48.80	490449	-	490449	48.80	
(2) Foreign									
a. NRIs – Individuals	-	-	-	-	-	-	-	-	
b. Other – Individuals	-	-	-	-	-	-	-	-	
c. Bodies Corp	-	-	-	-	-	-	-	-	
d. Banks / FI	-	-	-	-	-	-	-	-	
e. Any Other	-	-	-	-	-	-	-	-	
Sub-total (A)(2)	-	-	-	-	-	-	-	-	
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	490449	-	490449	48.80	490449	-	490449	48.80	

A Public Shareholding										
(1) Institutions										
a	Mutual Funds	-	500	500	0.05	-	500	500	0.05	-
b	Banks/FI	-	200	200	0.02	-	200	200	0.02	-
c	Central Govt	-	-	-	-	-	-	-	-	-
d	State Govt(s)	-	-	-	-	-	-	-	-	-
e	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f	Insurance Companies	-	-	-	-	-	-	-	-	-
g	FII's	-	-	-	-	-	-	-	-	-
h	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i	Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1)		-	700	700	0.07	-	700	700	0.07	-
(2) Non-Institutions										
a	Bodies Corp	-	-	-	-	-	-	-	-	-
i)	Indian	15454	1000	16454	1.64	14627	1000	15627	1.56	-0.08
ii)	Overseas	-	68755	68755	6.84	-	68755	68755	6.84	-
b	Individuals	-	-	-	-	-	-	-	-	-
i)	Individual shareholders holding nominal share capital upto Rs. 1 lakh	319811	79600	399411	39.74	321027	79100	400127	39.81	0.07
ii)	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	28905	-	28905	2.88	28905	-	28905	2.88	-
c	Others (specify) Foreign Individuals/ NRI	226	100	326	0.03	337	100	437	0.04	0.01
Sub-total (B)(2)		364396	149455	513851	51.13	364896	148955	513851	51.13	-
Total Public Shareholding (B) = (B)(1) + (B)(2)		364396	150155	514551	51.20	364896	149655	514551	51.20	-
B Shares held by Custodian for GDRs & ADRs										
Gr. Total (A+B+C)		854845	150155	1005000	100.00	855345	149655	1005000	100.00	-

IV Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged/encumbered to total shares	
1	P.K. Bhargava HUF	352906	35.115	-	352906	35.115	-	-
2	P.K. Bhargava	49720	4.947	-	49720	4.947	-	-
3	Ranjana Bhargava	49000	4.876	-	49000	4.876	-	-
4	Rakshita Bhargava	21523	2.142	-	21523	2.142	-	-
5	Diatech Tools India Pvt. Ltd	17300	1.721	-	17300	1.721	-	-
Total		490449	48.801	-	490449	48.801	-	-

iii. **Change in Promoters' Shareholding (please specify, if there is no change)**

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	490449	48.80	490449	48.80
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment transfer/ bonus / sweat equity etc):				
	At the End of the year	490449	48.80	490449	48.80

iv. **Shareholding Pattern of top 10 Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):**

Sl. No	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	M/S Ema Elektro -Maschinen Schultze GmbH & Co.	68755	6.84	68755	6.84
2	K. Narasimhan.	17100	1.71	17100	1.71
3	Puja Parakh	11805	1.17	11805	1.17
4	Takawale Ramesh	9868	0.98	9868	0.98
5	Worth White Portfolios Pvt Ltd	9677	0.96	9677	0.96
6	Premiata Parakh	8364	0.83	8364	0.83
7	Raichand Sethia HUF	7385	0.73	7385	0.73
8	Kaushal Ashwin Gandhi	5000	0.50	5000	0.50
9	Sushilaben Hashmukhlal Janwala	4500	0.45	4500	0.45
10	Plyush M Shah	4035	0.41	4035	0.41

v. **Shareholding of Directors and Key Managerial Personnel:**

Sl. No	For Each of the Directors and KMP	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	P.K. Bhargava				
	At the beginning of the year	49720	4.947	49720	4.947
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year	49720	4.947	49720	4.947
2	Ranjana Bhargava				
	At the beginning of the year	49000	4.876	49000	4.876
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year	49000	4.876	49000	4.876

3	Rakshita Bhargava				
	At the beginning of the year	21523	2,142	21523	2,142
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)				
	At the End of the year	21523	2,142	21523	2,142

vi. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
• Addition				
• Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)				

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. no.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		MD	WTD	
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	2040000	684000	2724000
	(b) Value of perquisites u/s 17(2) Income -tax Act, 1961			
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	457408	220354	677762
2	Stock Option			
3	Sweat Equity			
4	Commission			
	- as % of profit			
	- others, specify.			
5	Others, please specify			
	Total (A)	2497408	904354	3401762
	Ceiling as per the Act			



A. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors			Total Amount
		K.D. Gupta	M.P. Sharma	Atul Kapoor	
1	Independent Directors				
	• Fee for attending board committee meetings	20000	20000	6000	46000
	• Commission				
	• Others, please specify				
	Total (1)	20000	20000	6000	46000
2	Other Non-Executive Directors				
	• Fee for attending board committee meetings	18000			18000
	• Commission				
	• Others, please specify				
	Total (2)	18000			18000
	Total (B) = (1 + 2)				64000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act				

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary (Namita Sabarwal)	CFO	
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961		120000		120000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income -tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
	- as % of profit				
	- others, specify				
5.	Others, please specify				
	Total		120000		



L. PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/Compounding fees imposed	Authority (RD/NCLT/COU RT)	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

On behalf of the Board

P.K. Bhargava

Chairman & Managing Director

DIN: 00268103

Address: 28 -Chandra Vihar, Lakhanpur, Kanpur

Place: Kanpur

Date: 24th May, 2016



SECRETARIAL AUDIT REPORT

FOR THE YEAR ENDED 31ST MARCH, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule no. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
Ema India Limited
C-37 Pankl Industrial Area
P O Udyog Nagar
Kanpur - 208022

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practice by **EMA INDIA LIMITED (CIN: L27201UP1971PLC003408)** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the year ended on 31st March, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the year ended on 31st March, 2016 according to the provisions of:

- I.
 - The Companies Act, 2013 (the Act) and the rules made thereunder.
 - The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder.
 - The Depositories Act, 1996 and the Regulations and bye-laws framed thereunder.
 - Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings.
 - The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended from time to time;
 - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**Not applicable to the company during the audit period**);
 - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 notified on 28th October, 2014 (**Not applicable to the company during the audit period**);
 - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not applicable to the company during the audit period**);
 - f. The Securities and Exchange Board of India (Registrar to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client.
 - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not applicable to the company during the audit period**); and
 - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not applicable to the company during the audit period**).
 - i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015; as amended from time to time;



During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, etc. mentioned above.

ii.

- *The Uttar Pradesh Value Added Tax, 2008*
- *Central Sales Tax, 1956 and rules framed thereunder*
- *The Factories Act, 1948 as amended in 1987*
- *Workmen's Compensation Act, 1923*
- *The Employees' State Insurance Act, 1948*
- *The Employees' Provident Fund and Miscellaneous Provisions Act, 1952*
- *The Maternity Benefit Act, 1961 and Rules 1965*
- *The Payment of Wages Act, 1936 and Rules framed thereunder*
- *The Payment of Bonus Act, 1965 and Rules 1975*
- *The Employment Exchange (Compulsory Notification of Vacancies) Rules, 1960*
- *The Central Excise Act, 1944*
- *The Custom Act, 1962*
- *Service Tax Rules, 1994*

During the year under review the Company has filed periodical return and has not received any show cause notice and has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

As per explanation provided by the management, no sector specific laws are applicable to the company.

We have relied on the representation made by the Company and its officers on systems and mechanism formed by the Company for compliance under other Act, Laws and Regulations to the Company.

We have also examined compliance with the applicable clauses of the following:-

- a. Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Central Government
- b. The Listing Agreements entered into by the Company with Stock Exchanges.

During the year under review the Company has complied with the provisions of the Act, Rules, Regulations, etc. mentioned above.

We further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the year under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while there has been no member dissenting from the decisions arrived.

There are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit report the company has not taken any corporate actions having a major bearing on the company's affairs.

For GSK & Associates
(Company Secretaries)
Saket Sharma
Partner
(Membership No. : F4229)
(CP No. : 2565)

Date: 24.05.2016

Place: Kanpur

EMA INDIA LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of EMA INDIA LIMITED Report on the Financial Statements

1. We have audited the accompanying financial statements of EMA INDIA LIMITED, ("the Company"), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The management and Board of Directors of the Company are responsible for the matters stated in Section 134(2) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of Companies (Accounts) Rules, 2014. This responsibility includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements, that give a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's management and Board of Directors, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on financial statements.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at 31st March 2016, its loss and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure-A a statement on the matters specified in paragraphs 3 and 4 of the Order.
8. As required by section 143(3) of the Act, we further report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - The Balance Sheet, the Statement of Profit and Loss and the Cash Flow statement dealt with by this Report are in agreement with the books of account.
 - In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. In respect of recognition of deferred tax assets, we have relied on management view given in Note No. 9.
 - On the basis of the written representations received from the directors as on 31 March 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016, from being appointed as a director in terms of Section 164 (2) of the Act;
 - With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "Annexure B"; and
 - With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 47.1 to the financial statements;
 - The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts – Refer Note 48 to the financial statements;
 - There was no amount which was required to be transferred to the Investor Education and protection fund by the company.

Place: KANPUR
Date: 24.05.2016

For B. C. JAIN & CO.,
Chartered Accountants
F. RN 1099C
CA SHAYAM JI GUPTA
Partner
(M. 416155)

EMA INDIA LIMITED

Annexure A to Auditors Report

Annexure referred to in our report of even date to the members of EMA INDIA LIMITED for the year ended on 31st March 2016

ANNEXURE referred to in paragraph 7 Our Report of even date to the members of EMA INDIA LIMITED on the accounts of the company for the year ended 31st March, 2016

On the basis of such checks as we considered appropriate and according to the information and explanations given to us during the course of our audit, we report that:

- i. In respect to fixed assets
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets
 - b. As explained to us, fixed assets have been physically verified by the management in a phased periodical manner which in our opinion is reasonable, as informed to us no material discrepancies were noticed on such verification;
 - c. As explained to us, The title deed of immovable property is held in the name of Company;
- ii. In respect of its inventories;
 - a. The inventories have been physically verified by the management during the year. In our opinion the frequency of physical verification is reasonable
 - b. In our opinion and according to the information and explanations given to us, the procedure of physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- iii. The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act.
- iv. Company has not given any loan to directors covered under section 185 of Companies Act 2013, and has not made any investment covered under section 186 of Companies Act 201, hence clause is not applicable;
- v. The Company has not accepted any deposits from the public covered under Section 73 to 76 of the Companies Act, 2013
- vi. We have broadly reviewed the books of accounts maintained by the Company pursuant to the Order made by the Central Government under sub-section (1) of Section 148 of the Act for the maintenance of cost records. We are of the opinion that prima facie such accounts and records have been made and maintained, however we have not made a detailed examination of cost records with a view to determine whether they are accurate or complete.
- vii. (a) According to the information and explanations given to us and based on the records of the company examined by us, the company is regular in depositing the undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and other material statutory dues, as applicable, with the appropriate authorities in India ;
- (b) According to the information and explanations given to us and based on the records of the company examined by us, there are no dues of Income Tax, Wealth Tax, Service Tax, Sales Tax, Customs Duty and Excise Duty which have not been deposited on account of any disputes
- viii. According to the records of the company examined by us and as per the information and explanations given to us, the company has not defaulted in any loans from any financial institution or banks and has not issued debentures
- ix. In our opinion, and according to the information and explanations given to us, the Company has not raised money by way of Initial Public Offer (IPO) or further public offer (including debt instrument) during the year. Company is not having any term loan;
- x. In our opinion, and according to the information and explanations given to us, and to the best of our knowledge and belief no fraud by the company or on the company by its officer or employees has been noticed or reported during the course of our audit;
- xi. In our opinion, and according to the information and explanations given to us, Managerial Remuneration has been paid/ provided accordance with requisite approvals as per Companies Act 2013 ;
- xii. Company is not a Nidhi Company;
- xiii. In our opinion, and according to the information and explanations given to us, all transaction with related party are in compliance with section 177 and 188 of Companies Act 2013 where applicable and the details have been disclosed in the Financial Statements, as required by the applicable accounting standarder
- xiv. In our opinion, and according to the information and explanations given to us, The company has not made any preferential allotment or private placement of shares or partly convertible debentures during the year under review
- xv. In our opinion, and according to the information and explanations given to us, company has not entered into any non cash transactions with Directors or person connected with him;
- xvi. The company is not required to be registered with RBI under section 45 IA of Reserve Bank of India.

Place: KANPUR
Date : 24.05.2016

For **B. C. JAIN & CO.**,
Chartered Accountants
F RN 1099C
CA SHAYAM JI GUPTA
Partner
(M. 416155)

EMA INDIA LIMITED



Annexure-B to the Auditors Report

Annexure referred to in our report of even date to the members of EMA INDIA LIMITED for the year ended 31 March 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of "EMA INDIA LIMITED" ("the Company") as of 31 March 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: KANPUR
Date: 24.05.2016

For B. C. JAIN & CO.,
Chartered Accountants
F RN 1099C
CA SHAYAM JI GUPTA
Partner
(M 416155)

EMA INDIA LIMITED

BALANCE SHEET AS AT 31.03.2016

Particulars	Note No	As at the 31.03.2016	As at the 31.03.2015
I. EQUITY AND LIABILITIES			
Shareholder's Funds			
(a) Share Capital	1	10050000	10050000
(b) Reserves and Surplus	2	39625263	42366575
SUB TOTAL		49675263	52416575
Current Liabilities			
(a) Short Term Borrowings	3	26116	915511
(b) Trade payables	4	485744	281770
(c) Other current liabilities	5	1522121	1191355
(d) Short-term provisions	6	2370446	2024133
SUB TOTAL		4404426	4412769
TOTAL		54079689	56829344
II. ASSETS			
Non-current assets			
(a) Fixed assets			
(i) Tangible assets	7	5421034	6997034
(b) Non-current investments	8	0	0
(c) Deferred tax assets (Net)	9	23199824	21804909
(d) Long term loans and advances	10	264998	267151
(e) Other non-current assets	11	0	0
SUB TOTAL		28885856	29069094
Current assets			
(a) Current investments	12	9221202	10737575
(b) Inventories	13	10259689	10691985
(c) Trade receivables	14	560152	945863
(d) Cash and Cash Equivalents	15	3163361	3247794
(e) Short-term loans and advances	16	360967	496644
(f) Other current assets	17	1628462	1640389
SUB TOTAL		25193833	27760250
TOTAL		54079690	56829344
SIGNIFICANT ACCOUNTING POLICIES			
NOTES ON FINANCIAL STATEMENTS	1-32		

As per our Report of even date attached.
For B.C. JAIN & CO.
Chartered Accountants
(FR. No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 24.05.2016

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director (DIN : 00268103)*
Ranjana Bhargava *Whole Time Director (DIN : 00234421)*
K.D. Gupta *Director (DIN : 00374379)*
M.P. Sharma *Director (DIN : 06491244)*
Rakshita Bhargava *Director (DIN : 00234224)*

Namita Sabarwal
Company Secretary
(M.No. A35411)

EMA INDIA LIMITED



STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31.03.2016

Particulars	Note No	Current Year	Previous Year
INCOME			
Revenue from operations	18	9814761	14512964
Other Income	19	747912	497868
Total Revenue		10562673	15010832
EXPENDITURE			
Cost of materials consumed	20	3366261	5200272
Changes in inventories of Work-in-Process	21	(677085)	1197783
Employee benefit expense	22	6982619	7023256
Interest on Short Term Bank Borrowings		100441	35973
Depreciation and amortization expense	7	1260682	1646892
Other expenses	23	3665982	5215083
Total Expenses		14698899	20319259
Loss before tax		(4136227)	(5308427)
Deferred tax		1394915	2745017
Total Tax Expense		1394915	2745017
Profit/(Loss) for the year from continuing operations		(2741312)	(2563410)
Earning per Equity Share:			
Basic	28	(2.73)	(2.55)
Diluted		(2.73)	(2.55)
SIGNIFICANT ACCOUNTING POLICIES NOTES ON FINANCIAL STATEMENTS	1-32		

As per our Report of even date attached.

For B.C. JAIN & CO.

Chartered Accountants

(FR. No. 01099C)

(Shyamji Gupta)

Partner

(M.No. 416155)

Place: Kanpur

Date : 24.05.2016

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director (DIN : 00268103)*

Ranjana Bhargava *Whole Time Director (DIN : 00234421)*

K.D. Gupta *Director (DIN : 00374379)*

M.P. Sharma *Director (DIN : 06491244)*

Rakshita Bhargava *Director (DIN : 00234224)*

Namita Sabarwal

Company Secretary

(M.No. A35411)

EMA INDIA LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

	Rupees	Current Year Rupees	Previous Year Rupees
A. CASH FLOW FROM OPERATING ACTIVITIES			
Net Loss before tax and extraordinary items		(4136227)	(5308427)
Adjustment for :			
Depreciation	1260682		1646892
Deferred Revenue Expenses written off	0		0
Interest Expenses	100441		35973
(Profit)/ Loss on Sale of Investments	(483627)		(233497)
Loss on Investment in Shares	0		0
(Profit)on Sale/Disposal of LAND/BUILDINNG	0		0
(Profit)/Loss on Sale/Disposal of Assets	(990893)		(984760)
Interest/Dividend Income	0		0
		(113397)	464608
Operating Loss before working capital changes		(4249623)	(4843819)
Adjustment for :			
Trade and other Receivables	578163		613990
Inventories	432296		2081533
Trade payable and other Liabilities	(8343)		(1050578)
Long-term Loans and Advances	2153		6435
		1004269	1651380
Cash generated from operations		(3245354)	2115988
Direct Taxes Paid (Net)		44849	61689
NET CASH USED IN OPERATING ACTIVITIES		(3290203)	2054299
B. CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of fixed assets	(93699)		(684960)
Sale of fixed assets	1399910		3163222
Sale/(Purchase) of Trade Investments (Net)	2000000		881000
Interest/Dividend Income	0		0
NET CASH FROM INVESTING ACTIVITIES		3306211	3359262
C. CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from long term borrowings	0		0
Interest paid	(100441)		(35973)
NET CASH FROM FINANCING ACTIVITIES		(100441)	(35973)
NET INCREASE IN CASH & CASH EQUIVALENTS (A+B+C)		(84433)	5377588
CASH & CASH EQUIVALENTS			
Opening Balance as at 01.04.2015		3247794	3178634
Closing Balance as at 31.03.2016		3163361	3247794

As per our Report of even date attached
For B.C. JAIN & CO.
 Chartered Accountants
 (FR. No. 01099C)
(Shyamji Gupta)
 Partner
 (M.No. 416155)

Place: Kanpur
 Date : 24.05.2016

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director (DIN : 00268103)*
 Ranjana Bhargava *Whole Time Director (DIN : 00234421)*
 K.D. Gupta *Director (DIN : 00374379)*
 M.P. Sharma *Director (DIN : 06491244)*
 Rakshita Bhargava *Director (DIN : 00234224)*

Namita Sabarwal
 Company Secretary
 (M.No. A35411)

EMA INDIA LIMITED



SIGNIFICANT ACCOUNTING POLICIES

(a) SYSTEM OF ACCOUNTING

The Financial Statements of the Company are prepared under the historical cost convention in accordance with Generally Accepted Accounting Principles and Applicable Accounting Standards as notified by the Central Government of India U/s 133 of the Companies Act, 2013 and other pronouncements of the Institute of Chartered Accountants of India. The Company follows the mercantile system of accounting & recognizes income & expenditure on accrual basis except in respect of following where the exact quantum cannot be ascertained:

- (i) Claims lodged against and / or by the Company;
- (ii) Discounts allowed to customers on confirmation / settlement;
- (iii) Government Taxes and other statutory dues except otherwise specified.

(b) USE OF ESTIMATES

The presentation of financial statements requires estimates and assumptions to be made that affect the reported amount of assets and liabilities on the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which the results are known / materialized.

(c) OWNED FIXED ASSETS

Tangible assets are stated at cost net of tax/duty credit availed, if any, less accumulated depreciation. Cost represents cost of acquisition inclusive of inward freight and incidental expenses related to acquisition and adjustments arising from foreign exchange rate variations, if any. Intangible assets (Technical know how) are stated at cost of acquisition less accumulated amortization.

(d) DEPRECIATION & AMORTISATION

Leasehold Land is amortized over the period of lease. Depreciation on other Tangible Assets is provided for on straight-line method as per their useful lives specified in Schedule II of the Companies Act, 2013

(e) INVESTMENTS

Long Term Investments are accounted for at Cost. Any decline other than temporary in the value of long-term investment is adjusted in the carrying cost of such investment.

(f) INVENTORIES

Inventories are valued at Lower of Cost or Net Realizable Value. Cost of raw material & components and stores & spare parts are determined on weighted average basis. Cost of material is arrived at after adjustment of, where applicable, any duty / VAT credit availed or to be availed. Work in process are valued at direct cost. Finished goods are valued at lower of cost or net realizable value. Cost includes related overhead and excise duty Payable for such goods wherever applicable.

(g) SALES

Revenue from sales is recognized upon despatch to customers. Sales (net of returns) are inclusive of packing charges and exchange variations arising out of export sales transactions but excluding Sales Tax/VAT.

(h) RESEARCH AND DEVELOPMENT

Expenditure related to capital items is debited to fixed assets and depreciated at applicable rates. Revenue expenditure is charged to Profit and Loss Account of the year in which they are incurred.

(i) FOREIGN CURRENCY TRANSACTIONS

Monetary assets and liabilities related to foreign currency transactions remaining unsettled at the end of the year are translated at year end rates. The difference in translation of monetary assets & liabilities and realized gains & losses on foreign exchange transactions other than those relating to fixed assets are recognized in the Profit and Loss Account. Exchange differences in respect of liabilities incurred to acquire fixed assets are adjusted in the cost of such fixed assets.

(j) EMPLOYEE BENEFITS

(i) Short Term Employee Benefits are recognized as an expense at the undiscounted amount in the Profit & Loss A/c of the year in which the related service is rendered.

(ii) Short term liability for accumulated earned leave encashment Payable to employees at the end of the year provided for.

(iii) Post retirement and other long term benefits are recognized as an expense in the Profit & Loss A/c for the year in which Employee has rendered services. The expense is recognized at the present value of amount Payable determine using actuarial valuation.

(k) BORROWING COSTS

Borrowing costs attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for intended use. All other borrowing costs are charged to revenue.

(l) DEFERRED REVENUE EXPENDITURE

(i) The design and development cost paid is treated as Deferred Revenue Expenditure to be written off in six equal installments.

(ii) Compensation paid to employees taking voluntary retirement is treated as Deferred Revenue Expenditure to be written off in five equal installments.

(m) PROVISION FOR CURRENT & DEFERRED TAX

Provision for current tax is made after taking into consideration benefits admissible under the provisions of the Income Tax Act, 1961 and based on the expected outcome of assessments / appeals in Company's cases. Deferred tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates & laws that have been enacted or substantively enacted as on the Balance Sheet date. The deferred tax asset is recognized and carried forward only to the extent that there is a reasonable certainty that the assets will be realized in future. The effect of tax rate change is considered in the Profit & Loss Account of the respective year of change.

(n) PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of the obligation can be made. Contingent liabilities (if material) are disclosed by way of Notes to Accounts. Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized.

EMA INDIA LIMITED

NOTES ON FINANCIAL STATEMENTS

	As at 31.03.2016	As at 31.03.2015
1 SHARE CAPITAL		
AUTHORISED		
17,50,000 Equity Shares of Rs. 10/- each	17500000	17500000
25,000 Preference Shares of Rs 100/- each	2500000	2500000
	20000000	20000000
ISSUED, SUBSCRIBED & FULLY PAID UP		
10,05,000 Equity Shares of Rs. 10/- each	10050000	10050000
TOTAL	10050000	10050000
Shareholders holding more than 5% in the company	Nos	Nos
Pradip Kumar Bhargava HUF	352906	352906
EMA Electro MaschinenSchultze GmbH & Co	68755	68755
TOTAL	421661	421661
Change in the Share Capital	NIL	NIL
Change in Shareholders holding more than 5%	NIL	NIL
Equity shares allotted as fully paid up pursuant to a contract without payment being received in cash for the period of five years immediately preceding the date of Balance Sheet	NIL	NIL
Equity shares allotted as fully paid up by way of bonus shares by capitalization of General Reserve for the period of five years immediately preceding the date of Balance Sheet	NIL	NIL
2 RESERVES & SURPLUS	31.03.2016	31.03.2015
CAPITAL RESERVE		
Capital Investment Subsidy - As per last Balance Sheet	2500000	2500000
SECURITY PREMIUM ACCOUNT		
Premium received on issue of Equity Shares - As per last Balance Sheet	2750000	2750000
GENERAL RESERVE		
Balance at the beginning of the year	37116575	42259587
(Less) : Shortfall in depreciation consequent upon changes in useful life of assets provided	0	(2579603)
(Less) : Transferred to current year Statement of Profit & Loss	(2741312)	(2563410)
Balance at the end of the year	34375263	37116575
PROFIT & LOSS ACCOUNT		
Balance at the beginning of the year	0	0
Add / (Less) : Profit / (Loss) for the year	(2741312)	(2563410)
Transferred from General Reserve	(2741312)	(2563410)
Balance at the end of the year	0	0
TOTAL	39625263	42366575

EMA INDIA LIMITED



3	SHORT TERM BORROWINGS	31.03.2016	31.03.2015
	FROM STATE BANK OF INDIA - SECURED	26116	915511
	Overdraft is secured against pledge of fixed deposit of the company.		
4	TRADE Payables		
	SUNDRY CREDITORS		
	Due to Micro, Small & Medium Enterprises (less than six months)	45494	34520
	Due to Others	440250	247250
	TOTAL	485744	281770
5	OTHER CURRENT LIABILITIES		
	Advances from Customers	876530	349238
	Salaries & Benefits Payable	204727	386107
	Bonus Payable	48413	68878
	Tax deducted at source Payable	995	1304
	Central Sales Tax / Vat Payable	0	30388
	Provisions for expenses	136579	57980
	Creditors for services	254878	297460
	TOTAL	1522121	1191355
6	SHORT TERM PROVISIONS		
	Provision for Employee Benefits		
	ESI Payable	1399	2082
	PF Payable	39981	41031
	Leave encashment Payable	2329066	1981020
	TOTAL	2370446	2024133
7	TANGIBLE ASSETS		
	As separately given	5421034	6987034
8	NON CURRENT INVESTMENTS		
	TOTAL	0	0
9	DEFERRED TAX ASSETS	31.03.2016	31.03.2015
	The Company estimates the deferred tax credit / (charge) using the applicable rate of tax based on the impact of timing differences between financial statements and estimated taxable income for the current year. The Deferred Tax assets comprise of the following:		
	(a) Deferred Tax Assets - OPENING	21804909	19059892
	(b) ADD-CURRENT PERIOD	1394915	2745017
	NET DEFERRED TAX ASSETS	23199824	21804909

Deferred Tax Assets (Net) in respect of brought forward losses and unabsorbed depreciation has been recognized and carried forward to the next year on the basis of prudence and virtual certainty that at least so much of future taxable capital gain shall be available against which such deferred tax assets can be realised.

10 LONG TERM LOANS & ADVANCES

VAT recoverable	168	8755
Security Deposits	264830	264830
Inter Corporate Deposit - Considered Doubtful	5550000	5550000
Less: Provision for doubtful deposit	(5550000)	(5550000)
TOTAL	264998	273585

In case of winding up petition filed by the Company before Hon'ble High Court of Allahabad for recovery of Inter Corporate Deposit against M/s Trackparts of India Ltd., the Company is following up the case for balance dues of Rs. 55.50 lacs. Full provision in respect of above was made in financial year 2003-04. Another case under Negotiable Instruments Act is also pending in local court at Kanpur.

11 OTHER NON CURRENT ASSETS

	0	0
TOTAL	0	0

12 CURRENT INVESTMENTS**TRADE INVESTMENTS****(i) Birla Sunlife Dynamic Bond Fund**

	4483527	5999900
Nos. of Units	235103	314617
Cost - Rupees	4483527	5999900
Market Value - Rupees	6192795	7690053

(ii) Birla Sunlife Equity Fund Growth Fund

	4737675	4737675
Nos. of Units	11188	11188
Cost - Rupees	4737675	4737675
Market Value - Rupees	5190576	5449025

TOTAL Cost - Rupees

	9221202	10737575
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TOTAL Market Value - Rupees

	11383372	13139078
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13 INVENTORIES (As certified by the management)

Stores and Spares	488058	477990
Raw Materials and Components	7871437	8990886
Work-in-Process	1900194	1223109
TOTAL	10259689	10691985

14 TRADE RECEIVABLES (Unsecured):

Other Debts-Considered Good	560152	945863
TOTAL	560152	945863

15 CASH & CASH EQUIVALENTS

(i) Balance with Banks in Current Accounts	334335	534193
(ii) Cash in hand	5370	86757
(iii) Fixed Deposits with Bank	2823657	2626844
TOTAL	3163361	3247794

16 SHORT TERM LOANS & ADVANCES (Unsecured, considered good)

Advances to Suppliers	858	0
Other Advances	360109	496644
TOTAL	360967	496644

17 OTHER CURRENT ASSETS

Advance Income Tax (Net of Provisions)	1563202	1572642
Balance with Statutory / Government authorities	11477	10280
Prepaid Expenses	53784	57467

TOTAL	1628462	1640389
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18 REVENUE FROM OPERATIONS

31.03.2016	31.03.2015
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18.1 SALE OF PRODUCTS

Induction Heating Equipments produced & sold - Numbers	0	3
Sale Value of Equipments - Rupees	0	3969102
Tools, Spares & Upgrading etc (in lot) - Rupees	10165275	10801373
Gross Sale	10165275	14770475
Less: Excise Duty & Cess Realised	891940	1312553

NET SALES	9273335	13457922
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There is no opening or closing stock of goods produced.

18.2 SALE OF SERVICES

Technical Assistance & Process Support Charges	541426	1055042
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TOTAL	9814761	14512964
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19 OTHER INCOME

Duty Draw Back Received	26375	6005
Short Term Capital Gain on Redemption of Investments	483627	233497
Interest on Income Tax Refund	4781	0
Exchange Fluctuations	14447	26525
Interest on Deposits with Scheduled Banks (Tax Deducted at source Rs 21869 / - Previous year Rs. 22972/-)	218682	231841

TOTAL	747912	497868
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20 COST OF RAW MATERIAL CONSUMED

31.03.2016	31.03.2015
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PARTICULARS

Imported (in Rupees)	1117776	1117776
(in percentage)		
Indigenous (in Rupees)	2248485	4082496
(in percentage)		

TOTAL IN RUPEES	3366261	5200272
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It is not practical to furnish detailed item wise information of raw materials & components consumed in view of the large number of items which differ in size & nature, each being less than ten percent in value of the total value

21 DECREASE IN INVENTORY OF WORK IN PROCESS

Opening Stock	1223109	2420892
Less ; Closing Stock	1900194	1223109

TOTAL	(677085)	1197783
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EMA INDIA LIMITED

22 EMPLOYEE BENEFIT EXPENSES

Salaries, Wages and Bonus etc.	6213646	6149132
Contribution to Provident and other Funds (Refer Note No 29)	607676	713108
Employees Welfare Expenses	161297	161016
TOTAL	6982619	7023256

23 OTHER EXPENSES

	31.03.2016	31.03.2015
Stores and Spares Consumed (100% Indigenous)	402889	350829
Power and Electrical Charges	1105369	1086500
Repairs to Building	4202	113915
Repairs to Plant and Machinery	81205	34698
Rates and Taxes	65206	64857
Insurance	66857	71207
Machining charges	7600	143330
Packing, Forwarding & Freight	222044	178032
Travelling Expenses	465821	1507075
AUDITORS' REMUNERATION	30000	30000
Director Sitting Fees	64000	58000
Loss/(Profit) on Sale / Disposal of other Fixed Assets (Net)	(990893)	(984760)
Professional Fees & Expenses	527637	739840
Security Service Charges	527642	556574
Other Miscellaneous Expenses	1086403	1264985
TOTAL	3665982	5215083

24 CONTINGENT LIABILITIES & COMMITMENTS

(i) Claims against the Company for demands raised by ESI Corporation till 2001 not acknowledged as debts – Rs. 571813/- (Previous year Rs. 571813/-) out of which Rs. 460109/- (Previous year Rs. 460109/-) has been deposited under protest. Further the company has also disputed the calculation of demand raised by the department. Since the ESI Corporation has not acknowledged the basis of their demand, the difference has not been deposited.

(ii) Claim against the company for various labour cases filed, not acknowledged as debt since the amount is not ascertainable.

25 C.I.F. VALUE**31.03.2016** **31.03.2015****RAW MATERIAL IMPORTED**

130404 901241

26 EXPENDITURE IN FOREIGN CURRENCY**31.03.2016** **31.03.2015**

Foreign Bank Charges

6686 10801

Travelling

0 292100

TOTAL**6686** **292901****27 EARNINGS IN FOREIGN CURRENCY****31.03.2016** **31.03.2015****Export of Goods on F.O.B. Basis**

1783903 1036213

28 EARNING PER SHARE (EPS)**31.03.2016** **31.03.2015**

(i) Net Profit/(Loss) for Equity shareholders – Rupees

(2741312) (2563410)

(ii) Weighted Average number of Equity Shares

1005000 1005000

(iii) Basic and Diluted Earnings per share of Rs.10 each - Rupees

(2.73) (2.55)

EMA INDIA LIMITED



29 EMPLOYEE BENEFITS – As per Accounting Standard-15 (Revised 2005)

(i) **Gratuity Fund** – Gratuity is administered through Group Gratuity Scheme with LIC and annual premium thereon is paid and accounted for as and when demanded based on actuarial valuation made by LIC as required in Accounting Standard – 15 (revised 2005).

(ii) **Leave Encashment** – Provision for leave encashment has been made by the management.

(iii) **Defined Contribution Plans** – During the financial year ended 31.03.2016, the Company has recognized the following amounts in the Profit & loss account for employee benefits.

Employer's Contribution to

Employee's Provident Fund	345695	388555
Employee's Family Pension Scheme	144576	139794
Employee's State Insurance Fund	51629	86303
Employee's Group Insurance Scheme	32583	44742
Employee's Superannuation Fund	0	0

Gratuity Fund –

Contribution to LIC Group Gratuity Scheme as per demand raised	0	5270
Leave Encashment	0	0

30 RELATED PARTY DISCLOSURES As required under AS - 18 issued by Institute of Chartered Accountants of India

(i) Key Management Personnel & their relatives

- (a) Mr. P.K. Bhargava, Chairman & Managing Director
- (b) Mrs. Ranjana Bhargava, Whole Time Director
- (c) Ms. Rakshita Bhargava, Director

(ii) Summary of Transactions

	31.03.2016	31.03.2015
Key Management Personnel & Relatives		
Remuneration	3401762	3191086
Sitting Fees	18000	16000
Other Directors		
Sitting Fees	46000	42000

31 The Company is engaged in one segment only i.e. Machine Tools for Automotive and other classified industries which are governed by the same set of risk and returns. The said treatment is in accordance with the guiding principle enunciated in the AS-17 on Segment Reporting.

32 Previous year figures have been regrouped / reclassified to conform to this year's classification.

As per our Report of even date attached.

For B.C. JAIN & CO.
Chartered Accountants
(FR No. 01099C)
(Shyamji Gupta)
Partner
(M.No. 416155)

Place: Kanpur
Date : 24.05.2016

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director (DIN : 00268103)*
Ranjana Bhargava *Whole Time Director (DIN : 00234421)*
K.D. Gupta *Director (DIN : 00374379)*
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Rakshita Bhargava *Director (DIN : 00234224)*

Namita Sabarwal
Company Secretary
(M.No. A35411)

EMA INDIA LIMITED



BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

I. Registration Details

CIN L27201UP1971PLC003408 State Code 20
 Balance Sheet Date 31032016

II. Capital Raised during the year

(Amount in Rs. Thousands)

Public Issue NIL Right Issue NIL
 Bonus Issue NIL Private Placement NIL

III. Position of Mobilization and Deployment of Funds

Total Liabilities - - - 54080 Total Assets - - - 54080

Equity & Liabilities

Paid-up Capital - - - 10050 Reserves & Surplus - - - 39625
 Secured Loans - - - - 26 Current Liabilities - - - 4379

Assets

Net Fixed Assets - - - 5421 Non Current Investments - - - - 0
 Current Assets - - - 25194 Deferred Tax Assets - - - 23200
 Long Term Advances - - - - 265

IV. Performance of Company

Turnover (Gross Revenue) - - - 10563 Total Expenditure (Net) - - - 14699
 Loss before Tax - - - (4136) Loss after Tax - - - (2741)
 Earnings per Share (Rs.) (2.73) Dividend Rate % NIL

V. Generic Names of Principal Products/Services of Company

(as per monetary terms)

Item Code No (ITC Code) - - 8514.40

Product Description INDUCTION HEATING EQUIPMENTS

As per our Report of even date attached.

For B.C. JAIN & CO.

Chartered Accountants

(FR. No. 01099C)

(Shyamji Gupta)

Partner

(M.No. 416155)

Place: Kanpur

Date : 24.05.2016

For and on behalf of the Board

P.K. Bhargava *Chairman & Managing Director (DIN : 00268103)*

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Rakshita Bhargava *Director (DIN : 00234224)*

Namita Sabarwal

Company Secretary

(M.No. A35411)

EMA INDIA LIMITED



EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar,
Kanpur – 208022

Ph: 0512-2691210-11, Fax: 0512-2691214

e-mail: emaindia.cs@gmail.com Website: www.eiltd.info

CIN No. L27201UP1971PLC003408

May 24, 2016

Dear Shareholders,

Sub: E-mail address–Green Initiative Corporate Governance–Paperless Communication

Ref: Circular Nos. 17/2011 & 18/2011 dt. April 21, 2011 and April 29, 2011 respectively, issued by the Ministry of Corporate Affairs, Government of India (MCA)

The Ministry of Corporate Affairs has taken "Green Initiative in Corporate Governance" by allowing paperless compliances by the companies by way of dispensing with sending Physical Annual Reports of the Company and in lieu thereof sending the documents by E-Mail to its Members. Accordingly in future the Company proposes to send its notice, annual report, etc., in electronic form to its Members in support of the said Green Initiative of the MCA for which E-mail address of the shareholders is required to be registered with the Company.

Please note that the Annual Report / related documents for financial year 2015-16 has been dispatched to the shareholders in physical form as well as uploaded on the website of the Company viz. www.eiltd.info for the ready reference of its Members. However to enable the company to follow the **Green Initiative In Corporate Governance**, the Members are requested to comply with the following:

- a. Members holding equity shares of the Company in electronic form are requested to register / update their e-mail address with their DP.
- b. Members holding equity shares of the Company in physical form are requested to provide their e-mail address to the Company /RTA urgently.

Please note that as a Member of the Company you are always entitled to receive on request, copy of the said documents, free of cost, in accordance with the provisions of the Companies Act, 2013.

Thanking you for supporting this unique initiative and assuring you of our best attention at all times.

Yours sincerely,

For EMA Indja Ltd.

P.K. Bhargava
Chairman & Managing Director
DIN: 00268103

EMA INDIA LIMITED

EMA INDIA LIMITED

C-37, Panki Industrial Area, P.O. Udyog Nagar, Kanpur – 208022

Ph: 0512-2691210-11, Fax: 0512-2691214

e-mail: emaindia.cs@gmail.com • Website: www.eiltd.info

CIN No. L27201UP1971PLC003408

PROXY FORM

Name of the member(s):

Registered address:

E-mail ID:

Folio/DP ID-Client ID No.:

I/We being the member(s) of _____ shares of the above named Company hereby appoint:

- (1) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (2) Name: _____ address: _____
E-mail ID _____ Signature: _____ or failing him;
- (3) Name: _____ address: _____
E-mail ID _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 45th Annual General Meeting of the Company, to be held on Thursday, 29th September 2016 at 11.00 a.m. the Registered Office of the Company C-37, Panki Industrial Area, Kanpur – 208 022 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	RESOLUTIONS	Optional *	
		For	Against
1	Adoption of Annual Statements for the year ended 31 st March 2016		
2	Re-appointment of M/s. B.C. Jain & Co., Chartered Accountants as Auditors and fix their remuneration		
3	Re-appointment of Mrs. Ranjana Bhargava as whole time Director		

Signed this _____ day of _____ 2016

Signature of Shareholder: _____

Signature of Proxy Holder (s): _____

Affix One
Rupee
Revenue
Stamp

Note:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 45th Annual General Meeting.
3. * It is optional to put a "X" in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

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