



EMMBI INDUSTRIES LIMITED

(Formerly known as Emmbi Polyarns Limited)

CIN L17120DN1994PLC000387

Registered Office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 • Tel.:91-0260-320 0948

• Fax: +91 22 6784 5506 • Email: info@emmbi.com • Website: www.fibcindia.com

NOTICE

Notice is hereby given that an Extra-Ordinary General Meeting of the Members of EMMBI INDUSTRIES LIMITED (Formerly known as Emmbi Polyarns Limited), will be held on Monday, 30th March, 2015 at 11.00 am. at the Registered Office of the Company situated at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa 396 230.

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read together with rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or reenactment thereof for the time being in force), that the Resolutions appended below are proposed to be passed as Special Resolutions by the Members by way of electronic voting (e-voting). The explanatory statement pursuant to section 102 of the Act, pertaining to the aforesaid resolutions setting out the material facts concerning each item and the reasons thereof is annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Sanjay R. Dholakia, Practicing Company Secretary (FCS: 2655; CP: 1798), as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item Nos. 1 to 5 of the Notice as mentioned herein below and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 27th March, 2015 to the Chairman of the Company and in turn the Chairman will announce the same on the date of Extra-Ordinary General Meeting.

SPECIAL BUSINESS

Item No. 1: Appointment of Mr. Sanjay R. Rath i as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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) and Clause 49 of the Listing Agreement as may be in force from time to time, Mr. Sanjay R. Rath i (DIN 00022432), a Non-Executive Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013; who is eligible for appointment and who has given a notice in writing under Section 160 of the Companies Act,

2013, signifying his intention as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 30th March, 2015 and whose office shall not be liable to retire by rotation."

Item No. 2: Appointment of Mr. Prashant K. Lohiya as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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) and Clause 49 of the Listing Agreement as may be in force from time to time, Mr. Prashant K. Lohiya (DIN 02990858), a Non-Executive Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013; who is eligible for appointment and who has given a notice in writing under Section 160 of the Companies Act, 2013, signifying his intention as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 30th March, 2015 and whose office shall not be liable to retire by rotation."

Item No. 3: Appointment of Dr. Venkatesh G. Joshi as an Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV 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) and Clause 49 of the Listing Agreement as may be in force from time to time, Dr. Venkatesh G. Joshi (DIN 01234871), a Non-Executive Director of the Company whose period of office is liable to determination by retirement of Directors by rotation (under the erstwhile Companies Act, 1956) who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013; who is eligible for appointment and who has given a notice in writing under Section 160 of the Companies Act, 2013, signifying his intention as a candidate for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from 30th March, 2015 and whose office shall not be liable to retire by rotation."

Item No. 4: Re-Appointment and payment of remuneration to Mr. Makrand M. Appalwar as Chairman and Managing Director of the Company

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

"RESOLVED THAT as recommended by Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and terms of remuneration of Mr. Makrand M. Appalwar (DIN 00171950) as Chairman and Managing Director of the Company for a period of 5 years, with effect from 1st April, 2015 upto 30th March, 2020, upon the terms and conditions and at remuneration of Rs. 78 lakh (Rupees Seventy Eight Lakh only) per annum (being also the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) details of which is as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as may be agreed to between the Board and Mr. Makrand M. Appalwar.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

Item No. 5: Re-Appointment and payment of remuneration to Mrs. Rinku M. Appalwar as an Executive Director and CFO of the Company

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

"RESOLVED THAT as recommended by Nomination and Remuneration Committee and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) thereof for the time being in force), the consent of the Company, be and is hereby accorded to the re-appointment and terms of remuneration of Mrs. Rinku M. Appalwar (DIN 00171976) as an Executive Director and Chief Financial Officer (CFO) of the Company for a period of 5 years, with effect from 1st April, 2015 upto 30th March, 2020, upon the terms and conditions and at remuneration of Rs.72,00,000/- (Rupees Seventy Two Lakh only) (being also the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the aforesaid period) details of which is as set out in the Explanatory Statement annexed to this Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment /remuneration in such manner as may be agreed to between the Board and Mrs. Rinku M. Appalwar.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient and to do any acts, deeds, matters and things to give effect to this resolution."

By Order of the Board of Directors

Place: Mumbai
Date: 2nd March, 2015

Kaushal Patvi
Company Secretary

NOTES:

1. A member entitled to attend and vote at the Extra-Ordinary General Meeting (the "Meeting") is entitled to appoint a proxy to attend and vote on a poll instead of himself/herself and a proxy need not be a member of the company.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.

3. The Explanatory Statement for the proposed Special Resolutions pursuant to Section 102 of the Act setting out material facts are appended to the Notice.

4. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.

5. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Extra-Ordinary General Meeting (EGM), and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting.

6. In case Members cast their vote exercising both the options, i.e., physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

- A. The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for the Meeting. The instructions for e-voting are as under:

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 23rd March, 2015 at 9.00 am. and ends on 25th March, 2015 at 6.00 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 27th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. - In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
 - (ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
 - (xii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 1 to 3:

As per the provisions of Section 149(4) which has come into force with effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of Directors as Independent Directors. Further, Section 149(10) of the Act provides that an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation pursuant to Section 149(13) read with Section 152 of the Act.

Hence it is proposed to appoint Mr. Sanjay R. Rath, Mr. Prashant K. Lohiya and Dr. Venkatesh G. Joshi as Independent Directors for a term of five consecutive years from 30th March 2015, pursuant to the Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and that they shall not be liable to retire by rotation. The Independent Directors have given a declaration to the Board that they meet the criteria of independence as provided under Section 149(6) of the Act. In the opinion of the Board, the above Independent Directors fulfill the conditions specified in the Act and the Rules made thereunder for appointment as Independent Directors and they are independent of the management. In compliance with the provisions of Section 149 read with Schedule IV to the Act, the appointment of the above Directors as Independent Directors is now being placed before the Members in General Meeting for their approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions set out at Item No. 1 to 3 of the Notice. The Board recommends the Resolutions set out at Item No. 1 to 3 of the Notice for approval by the shareholders.

Brief profile of each of the Independent Directors is given below:

1. Mr. Sanjay R. Rath

Mr. Rath, is a Company Secretary and a fellow member of The Institute of Company Secretaries of India (ICSI). He has also done his LL. B (Gen) from Mumbai University and Graduation (B. Com) from Mumbai University, Mumbai. He has worked at different managerial levels and also as consultant for total period of 24 years. Presently he is the Service-Head-Legal & Corporate Governance in Pantaloon Retail (India) Limited. He has good exposure on various corporate structuring as well as merger and amalgamation activities and also overall corporate governance and compliance related activities. Mr. Rath has been on the Company's Board since 22/02/2007 as an Independent Director.

2. Mr. Prashant K. Lohiya

Mr. Lohiya is a Chartered Accountant and a fellow member of The Institute of Chartered Accountants of India (ICAI). He was the Ex Director (Technical) – The Washim Urban Coop. Bank Ltd. Washim a Co-operative bank with 12 branches & Rs. 14,800 lacs Deposit. He was the Secretary (2005-06) &

Vice Chairman (2006-07) - Akola Branch of Western India Regional Council of The Institute of Chartered Accountants of India. He has Presented papers & delivered lectures at various seminars, conferences and lecture meetings, on topics of professional interest, of various Branches of The Institute of Chartered Accountants of India and is also a faculty at Staff Training Programmes for Cooperative Banks. He has done Audits of various Cooperative Banks—size—500 crores deposits every year, Audits of District Central Bank – size 800 crores plus, Audits of Multi State Coop. Bank – (The Akola Janata Commercial Coop. Bank Ltd. Akola) - (Rs. 65000 Lacs Deposits) of H.O. & 34 branches. He has also successfully restructured family owned business houses and business group with turnover of Rs. 17500 lacs. Presently, he is a practicing chartered accountant with wide experience and knowledge in the fields of Accounting, Auditing, Taxation & Planning, Finance, Administration and Management Consultancy. Mr. Lohiya has been on the Company's Board since 31/05/2010 as an Independent Director.

3. Dr. Venkatesh G. Joshi

Dr. Joshi a MD in Ayurveda and is the founder and a Consultant Doctor in SDF Holistic Healthcare & Research Centre Private Limited, the chain of holistic healthcare clinics through Ayurveda. He is also chief trustee of Sidh Dnyan Foundation (SDF), which runs multiple medical centers in Mumbai and suburbs and has cured above 10,000 patients with various diseases specially kidney disorders, heart, lung diseases, cancer, fibrosis, parkinson's, etc. till date. SDF Holistic is one-of-its-kind specialty healthcare, has taken giant strides in the medical field with its breakthrough developments in herbal medicines and treatment. Dr. Joshi has been on the Company's Board since 11/12/2010 as an Independent Director.

The Board commends the Special Resolutions set out at Items Nos. 1 to 3 of the Notice for approval by the Members.

The above Independent Directors are interested in the Resolutions mentioned at Item Nos. 1 to 3 of the Notice with regard to their respective appointments. Other than the above Independent Directors, no other Director, Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, in the Resolutions mentioned at Items Nos. 1 to 3 of the Notice.

ITEM No. 4:

Mr. Makrand M. Appalwar

Mr. Makrand Appalwar was appointed as the Chairman and Managing Director of the Company for a period of 3 years with effect from 01/04/2012 till 31/03/2015. The Board, at its meeting held on 2nd March, 2015, had passed a resolution and re-appointed Mr. Makrand Appalwar as the Chairman and Managing Director of the Company for a further period of 5 years with effect from 1st April, 2015 upto 31st March, 2020.

Mr. Makrand Appalwar completed his engineering graduation in electronics & telecommunication from Maharashtra Institute of

Technology, Pune in the year 1992. He later started his marketing organization with Mrs. Rinku Appalwar to supply woven sacks to fertilizer and other industries. A enthusiast towards his work, he learnt the intricacies of a manufacturing organization and later started a contract manufacturing unit of products. He commenced his own manufacturing operation in Silvassa in the year 1997 with one extrusion line and allied equipments. In the span of twelve years, the company has increased its manufacturing capacity from 540 MT to 5000 MT. He has been awarded with Udhog Ratan Award by Institute of Economic Studies (ies) in the year 2007. He has helped the company in achieving the present manufacturing capacity to 18,200 MTA.

The principal terms and conditions of the re-appointment and remuneration payable to Mr. Makrand M. Appalwar are as follows:

1. Period: For a period of 5 years effective from 1st April, 2015 upto 31st March, 2020.

2. Nature of Duties:

Mr. Makrand M. Appalwar shall devote the whole of his time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to him by the Board. He shall be accorded and shall possess and exercise all such powers as may be required by and be granted to him for the proper performance, discharge and execution of his duties and responsibilities. He shall at all times be subject to the superintendence, control and direction of and shall be responsible and accountable directly to the Board. Mr. Makrand M. Appalwar undertakes to employ the best of his skill and ability to make his utmost endeavors to promote the interests and welfare of the Company and to confirm to and comply with the directions and regulations of the Company and all such orders and directions as may be given to him from time to time by the Board.

3. Remuneration:

Mr. Makrand M. Appalwar shall be entitled to the following emoluments, benefits and perquisites during the period of his employment subject to the ceiling limits laid down in Section 197 and Schedule V of the Companies Act, 2013:

- (i) Salary not exceeding Rs. 6,50,000/- (Rupees Six Lakh Fifty Thousand only) per month, to be fixed by the Board of Directors from time to time.
- (ii) Perquisites:
 - (a) Earned/Privilege Leave: Earned/Privilege leave shall be allowed on which leave shall be on full salary with all benefits and amenities according to the rules of the Company but not more than one month's leave for every 11 months service. However, leave accumulated but not availed off will be allowed to be encashed.
 - (b) Provision of telephone at residence for use on Company's Business will not be considered as perquisites.

- (c) The Company shall provide and make available to the Managing Director a car of such make, as may from time to time be determined by the Company, and a driver, and shall bear and pay all garage rent, fuel, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car aforesaid by the Managing Director. Provision of a car for use on Company's business will not be considered as perquisites.

- (d) The Managing Director shall be member of the Company's Provident Fund and the rules, regulations and byelaws of this Fund, for the time being in force, shall apply to him. The Managing Director will be member of the Company's Pension Fund Scheme, if any, and shall be entitled to the benefits provided under the said Scheme and the rules, regulations and bye-laws of that Scheme, for the time being in force, shall apply to him. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

- (e) Gratuity - Gratuity payable shall not exceed one half month's salary for each completed year of service, or at the rate as may be modified from time to time as per the payment of the Gratuity Act, 1972.

Where in any financial year, the Company has no profits or its profits are inadequate, the above remuneration shall be payable in accordance with the provisions of Schedule V to the Companies Act 2013, as may be amended from time to time.

4. In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to the Managing Director, subject to obtaining such approvals as may be required.

ITEM No. 5:

Mrs. Rinku M. Appalwar

Mrs. Rinku. Appalwar was appointed as the Executive Director of the Company for a period of 3 years with effect from 01/04/2012 till 31/03/2015. The Board, at its meeting held on 2nd March, 2015, had passed a resolution and re-appointed Mrs. Rinku Appalwar as the Executive Director & CFO of the Company for a further period of 5 years with effect from 1st April, 2015 upto 31st March, 2020.

Mrs. Rinku Appalwar is the first generation entrepreneur. She is BSC. (Chemistry) and has done MBA in Marketing from Mumbai University and had joined Mr. Makrand Appalwar in the manufacturing organization set by him. Presently, she tools full responsibility of finance, accounting, taxation, procurement, logistics, legal, compliance and administration of the company. She also plays an important role by arranging finances to meet the growth plans of the company.

The principal terms and conditions of the re-appointment and remuneration payable to Mrs. Rinku M. Appalwar are as follows:

1. Period: For a period of 5 years effective from 1st April, 2015 upto 31st March, 2020.

2. Nature of Duties:

Mrs. Rinku M. Appalwar shall devote the whole of her time and attention to the business and affairs of the Company and shall perform and discharge all such duties and responsibilities as may from time to time be assigned and entrusted to her by the Board. She shall be accorded and shall possess and exercise all such powers as may be required by and be granted to her for the proper performance, discharge and execution of her duties and responsibilities. She shall at all times be subject to the superintendence, control and direction of and shall be responsible and accountable directly to the Managing Director. Mrs. Rinku M. Appalwar undertakes to employ the best of her skill and ability to make her utmost endeavors to promote the interests and welfare of the Company and to confirm to and comply with the directions and regulations of the Company and all such orders and directions as may be given to her from time to time by the Board.

3. Remuneration:

Mrs. Rinku M. Appalwar shall be entitled to the following emoluments, benefits and perquisites during the period of her employment subject to the ceiling limits laid down in Section 197 and Schedule V of the Companies Act, 2013:

- (i) Salary not exceeding Rs.6,00,000/- (Rupees Six Lakh only) per month, to be fixed by the Board of Directors from time to time.
- (ii) Perquisites:
 - a. Earned/Privilege Leave: Earned/Privilege leave shall be allowed on which leave shall be on full salary with all benefits and amenities according to the rules of the Company but not more than one month's leave for every 11 months service. However, leave accumulated but not availed off will be allowed to be encashed.
 - b. Provision of telephone at residence for use on Company's Business will not be considered as perquisites.
 - c. The Company shall provide and make available to the Executive Director a car of such make, as may from time to time be determined by the Company, and a driver, and shall bear and pay all garage rent, fuel, repairs, maintenance, running and other costs and charges whatsoever, in connection with the use of such car aforesaid by the Executive Director. Provision of a car for use on Company's business will not be considered as perquisites.
 - d. The Executive Director shall be member of the Company's Provident Fund and the rules, regulations and byelaws of this Fund, for the time being in force,

shall apply to him. The Executive Director will be member of the Company's Pension Fund Scheme, if any, and shall be entitled to the benefits provided under the said Scheme and the rules, regulations and bye-laws of that Scheme, for the time being in force, shall apply to her. Provided that the Company's contribution to the Provident Fund and the Pension Fund will not be included in the computation of the ceiling on perquisites to the extent these either singly or put together are not taxable under the Income-tax Act.

- e. Gratuity - Gratuity payable shall not exceed one half month's salary for each completed year of service, or at the rate as may be modified from time to time as per the payment of the Gratuity Act, 1972.

Where in any financial year, the Company has no profits or its profits are inadequate, the above remuneration shall be payable in accordance with the provisions of Schedule V to the Companies Act 2013, as may be amended from time to time.

4. In the event of any increase in the limits of the emoluments, benefits and perquisites payable in accordance with the laws, policies, rules, regulations or guidelines in force from time to time, the Company may, in its discretion, increase the remuneration payable to the Executive Director, subject to obtaining such approvals as may be required.

The terms and conditions of appointment of Mr. Makrand M. Appalwar and Mrs. Rinku M. Appalwar (hereinafter referred to as "the Appointees") also include, inter-alia, following principal clauses:

- (i) The Appointees shall adhere with the Emmbi Code of Conduct, intellectual property, non-competition, no conflict of interest with the Company and maintenance of confidentiality.
- (ii) The Appointees shall not become interested or otherwise concerned, directly or indirectly through their respective spouse and /or children, in any selling agency of the Company.
- (iii) These appointments may be terminated by the Company or by them by giving six months' notice of such termination to the Company and the Company paying six months' remuneration in lieu of such notice.
- (iv) The terms and conditions of the appointments may be altered or varied from time to time by the Board of Directors, as it may in its discretion deem fit, irrespective of the limits stipulated under Schedule V to the Act, or amendments made hereafter in this regard, in such manner as may be agreed to between the Board and the Appointees, subject to such approvals as may be required.
- (v) In the event the Appointees are not in a position to discharge their official duties due to any physical or mental incapacity, the Board shall be entitled to terminate their contracts on such terms as the Board may consider appropriate in the circumstances.

- (vi) All Personnel Policies of the Company and the related Rules which are applicable to other employees of the Company shall also be applicable to the Appointees unless specifically provided otherwise.

The Board is of the view that the re-appointment of Mr. Makrand M. Appalwar as the Chairman and Managing Director and Mrs. Rinku M. Appalwar as an Executive Director and CFO will greatly benefit the operations of the Company and the remuneration payable to them is commensurate with their abilities and experience.

In compliance with the provisions of Sections 196 & 197 and any other applicable provisions of the Act read with the Schedule V to The Companies Act, 2013, the re-appointment and terms of remuneration specified above of the Appointees are now being placed before the Members for their approval.

The Board commends the Special Resolutions set out at Items Nos. 4 and 5 of the Notice for approval by the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way concerned or interested, in the said Resolutions, except for Mr. Makrand Appalwar and Mrs. Rinku Appalwar, and Mrs. Mitravinda Appalwar being relative, in Resolutions at Item Nos. 4 and 5 of the Notice.

By Order of the Board of Directors

Place : Mumbai
Date : 2nd March, 2015

Kaushal Patvi
Company Secretary

In pursuance of Clause 49 (IV)(G) of the Listing Agreement, the details of Directors seeking re-appointment at the ensuing Extra-Ordinary General Meeting are as follows:

Name of Director	Mr. Sanjay R. Rath	Mr. Prashant K. Lohiya	Dr. Venkatesh G. Joshi	Mr. Makrand M. Appalwar	Mrs. Rinku M. Appalwar
Date of Birth	06/05/1965	22/09/1970	01/07/1956	21/11/1969	19/08/1971
Date of Appointment	22/02/2007	31/05/2010	11/12/2010	29/11/1994	29/11/1994
Number of Shares held	2,100	6,250	Nil	41,58,100	21,18,950
Number of Warrants held	Nil	Nil	Nil	Nil	Nil
Qualifications	B.Com, LLB, FCS	B.Com, FCA	M.D. (Ayurveda)	B.E. (Elect. & Tele.)	B.Sc.(Chem.), D.M.M. & D.A.M.
Experience in special functional Area.	Wide experience in the field of Corporate Governance, Corporate Strategy & Structuring, Merger & Acquisitions and Compliance related activities.	Wide experience in Audits of Multi State Co-operative Banks and District Central Banks along with wide experience in the fields of Accounting, Auditing, Taxation and Finance.	Wide experience in General Management and Personnel Department.	Wide experience and knowledge in the field of Strategy & Business Development, Development of Production Systems, Production Planning, Product Development, Quality Management, Marketing and Manufacturing related activities.	Wide experience and knowledge in the field of Corporate Finance, Accounts, Forex Management and Risk management.
Directorship held in other Public Companies as on (March 31, 2014)	Nil	Nil	Nil	Nil	Nil



(Formerly known as Emmbi Polyarns Limited)

CIN L17120DN1994PLC000387

Registered Office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 • Tel.:91-0260-320 0948

• Fax: +91 22 6784 5506 • Email: info@emmbi.com • Website: www.fibcindia.com

ATTENDANCE SLIP

Joint shareholders may obtain additional slip at the venue of the meeting.

DP ID		Folio No.	
Client ID		No. of Shares	

Extra-Ordinary General Meeting of EMMBI INDUSTRIES LIMITED will be held on 30th March, 2015 at 11.00 a.m.

I/We record my/our presence at the Extra-Ordinary General Meeting to be held on 30th March, 2015 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 11.00 a.m.

Name of the Shareholder / Proxy (In Block Letters)	
Signature of the Shareholder / Proxy	

NOTE: You are requested to sign and handover this slip at the entrance of the meeting venue.

Tear Here



(Formerly known as Emmbi Polyarns Limited)

CIN L17120DN1994PLC000387

Registered Office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 • Tel.:91-0260-320 0948

• Fax: +91 22 6784 5506 • Email: info@emmbi.com • Website: www.fibcindia.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	CIN L17120DN1994PLC000387		
Name of the company	EMMBI INDUSTRIES LIMITED (Formerly known as Emmbi Polyarns Limited)		
Registered office	99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230.		
Name of the member (s)			
Registered address			
E-mail Id			
Folio No/ Client Id		DP ID	

I/We, being the member (s) of shares of the above named company, hereby appoint

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

OR FAILING HIM

Name			
Address			
E-mail Id		Signature	

----- Tear Here -----

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra-Ordinary General Meeting to be held on 30th March, 2015 at 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396 230 at 11.00 a. m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolutions	For *	Against*
1. Appointment of Mr. Sanjay R. Rathi as an Independent Director of the Company.		
2. Appointment of Mr. Prashant K. Lohiya as an Independent Director of the Company.		
3. Appointment of Dr. Venkatesh G. Joshi as an Independent Director of the Company.		
4. Re-Appointment and revision in remuneration of Mr. Makrand M. Appalwar as Chairman and Managing Director of the Company.		
5. Re-Appointment and revision in remuneration of Mrs. Rinku M. Appalwar as an Executive Director and CFO of the Company.		

Signed this..... day of..... 2015

Signature of Shareholder: /

Signature of Proxy holder(s):

Affix
Revenue
Stamp

Notes:

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. A proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- * 4. Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. In the case of jointholders, the signature of any one holder will be sufficient, but names of all the jointholders should be stated.