emmbi™
INDUSTRIES LIMITED

Date: 25th February, 2019

To,	To,
Dept. of Corporate Services, BSE Limited, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai- 400001 **Company Code: 533161**	The Listing Department, National Stock Exchange of India Limited, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai- 400051 **Company Code: EMMBI**

Dear Sir,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Please find enclosed herewith a copy of the postal ballot notice dated 25th February, 2019 and postal ballot form. The Postal Ballot Notice, along with other relevant documents, which will be sent to all the shareholders whose names appear in the register of members/ beneficial owners received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited as on 22nd February, 2019 ("Cutoff date"), seeking their approval as set out in the Postal Ballot Notice.

The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The voting through postal ballot and through e-voting will commence from Thursday, 28th February, 2019 (9.00 A.M.) and ends on Friday, 29th March, 2019 (5.00 P.M.). The results of the postal ballot will be announced on or before Saturday, 30th March, 2019.

The above information will also be made available on the website of the Company: www.emmbi.com.

This is for your information and record.

Thanking you,

For Emmbi Industries Limited

EMMBI INDUSTRIES LIMITED (MUMBAI)

Kaushal Patvi
Company Secretary

Encl: As above

Corp. Off.: Valecha Chambers, 3rd Floor, Opp. Infiniti Mall, New Link Road, Andheri (West), Mumbai - 400 053. INDIA Tel: +91 22 6784 5555. Fax: +91 22 6784 5506
Regd. Off.:99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road, Rakholi Village, U. T. Of Dadra & Nagar Haveli, Silvassa - 396 230, INDIA.
Tel: +91 (0260) 320 0948 | CIN : L17120DN1994PLC000387 | E-mail: info@emmbi.com | www.fibcindia.com

EMMBI INDUSTRIES LIMITED

Regd. Off.: 99/2/1& 9, Madhuban Industrial Estate, Madhuban Dam Road,
Rakholi Village, U.T. of Dadra & Nagar Haveli, Silvassa – 396230
CIN: L17120DN1994PLC00387; Tel: +91 (0260) 320 0948; Fax: +91 022 6784 5506
Email: info@emmbi.com; Website: www.emmbi.com

Postal Ballot Notice

Pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section110, and other applicable provisions of the Companies Act, 2013, as amended (the "Act"), read together with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended (the "Management Rules"), including any statutory modification or re-enactment thereof for the time being in force and any other applicable provisions of the Act and the rules made thereunder, that the resolution appended below is proposed to be passed by the members through postal ballot (the "Postal Ballot") / electronic voting ("e-voting"). An Explanatory Statement pertaining to the said resolutions setting out the material facts and the reasons thereof form part of this Postal Ballot notice ("Postal Ballot Notice"), along with a Postal Ballot form (the "Postal Ballot Form").

Item of Special Business:

1. Consent for continuation of Mr. Rama Krishnan as an Independent Director

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended on May 9, 2018 and the applicable provisions of the Companies Act, 2013, if any / Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company, consent of the members be and is hereby accorded for Mr. Rama Krishnan (DIN: 00546256) to continue as an Independent Director of the Company from 1st April, 2019 till the completion of his present term (i.e. up to 30th March, 2023)."

By the Order of the Board of Directors

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 25th February, 2019

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (the Act) read with Section 110 of the Act containing all material facts in respect of the Special Resolutions as specified above is annexed hereto.

2. The Company has appointed Mr. Sanjay R. Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretaries, Membership No. FCS 2655 & CP 1798 to act as the Scrutinizer for conducting the Postal Ballot including e-voting process in a fair and transparent manner.

3. The Resolutions passed by the Members through Postal Ballot is deemed to have been passed effectively at a General Meeting of the Members.

4. This notice is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/ Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice will be available on the Company's website, www.emmbi.com and on the website of CDSL, www.evotingindia.com.

5. The Notice is being sent to all the Members, whose names appear in the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) as on 22nd February, 2019.

6. **Voting through Postal Ballot Form:**

a. Members wishing to exercise their vote by physical Postal Ballot are requested to carefully read the instruction printed on the back side of Postal Ballot Form and return the Form duly completed and signed, in the enclosed self-addressed business reply envelope to the Scrutinizer, so that it reaches the Scrutinizer on or before 5.00 p.m. on 29th March, 2019. Postal Ballot Form(s) received after this date will be strictly treated as if the reply from such Member has not been received. Postage will be borne and paid by the Company. However, envelopes containing Postal Ballot Form(s), if deposited in person or sent by Courier or Registered / Speed Post at the expense of the Member will also be accepted.

b. A Member may request for a duplicate Postal Ballot Form, if so required. All such requests should be addressed to the Company (info@emmbi.com) / the Share Transfer Agents, viz., Datamatics Business Solutions Limited, Plot No. B-5, Cross Lane, MIDC, Andheri (East), Mumbai-400093. Tel No.: 022-66712001; Email: investorsqry@dfssl.com; Website: www.datamatics.com.

7. Voting through electronic means:

In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **(the Listing Regulations)**, the Company is pleased to provide voting by electronic means **(e-voting)** facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of Central Depository Services (India) Limited **(CDSL)** to provide e-voting facility to its Members.

The instructions for Members voting electronically are as under:

(i) The voting period begins on Thursday, 28th February, 2019 (9.00 A.M.) and ends on Friday, 29th March, 2019 (5.00 P.M.). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of the Friday, 22nd February, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The Members should log on to the e-voting website www.evotingindia.com.

(iii) Click on Members.

(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 8 digits of the sequence number in the PAN Field.

	• In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/ folio number in the Dividend Bank details field as mentioned in instruction (iv).

(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 <Emmbi Industries Limited> 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 print out 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 changed password then enter the User ID and the image verification code and click on Forgot Password and enter the details as prompted by the system.

(xviii) Note for Non- Individual Members and Custodians

- Non-Individual members (i.e. other than Individuals, HUF, NRI etc.) 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 they should create compliance user using the admin login and password. The Compliance user would be able to link the depository account(s)/folio numbers on which they wish to vote.
- 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 and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

The members of the Company at its Annual General Meeting held on 24th September, 2018 ratified the appointment of Mr. Rama Krishnan as an Independent Director of the Company for a period of 5 (five) years with effect from 31st March, 2018. Mr. Krishnan will complete his present term on 30th March, 2023. In terms of recently notified Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the members is required to be obtained by way of Special Resolution, for continuation of a Non-Executive Director, upon attaining the age of seventy five years. Mr. Rama Krishnan has attained the age of seventy five years on 11th September, 2010.

Mr. Rama Krishnan is the Founder and Past President for three years (1970 to 1973) and also served for two terms of three years as government nominee on the Central Council of the Institute of Company Secretaries of India (ICSI). He is a Fellow Member, Institute of Company Secretaries of India (F.C.S.), Fellow member, Institute of Directors, London and Fellow Member, Chartered Institute for Securities & Investment, London.

Mr. Krishnan is a Member of, LLP Committee of the Ministry of Corporate Affairs. He was the Chairman, of the Core Group on "Draft Rules of the Companies Act 2013" notified by the Ministry of Corporate Affairs. He is a Senior Member of, Corporate Affairs Committee, PHD Chamber of Commerce.

He has been nominated by Ministry of Finance, Government of India as a Member of Corporate Governance Committee and also nominated thrice by Government of India as a Member of the Advisory Committee on Company Law. He had also been part of many Indian Delegations and committees for representing and discussion on company law, corporate governance, VAT, Export Promotion, MRTP Act, etc.

The Nomination & Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') are of the view that given Mr. Rama Krishnan's knowledge, background & experience, it would be appropriate that he continues to serve on the Board till the completion of his present term of appointment as already approved by the members. Accordingly, the Board at the meeting held on 25th February, 2019 on the recommendation of NRC, recommended for the approval of the members, continuation of Mr. Krishnan as an Independent Director of the Company till the completion of his present term (i.e. upto 30th March, 2023), on the existing terms and conditions.

In view of this, the Board of Directors recommends resolution as set out in item no. 1 for approval of the members of the Company by way of a Special Resolution. Mr. Rama Krishnan and his relatives are interested in the resolution set out in item no. 1 of the Notice. None of the

other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

By the Order of the Board of Directors

Kaushal Patvi
Company Secretary

Place: Mumbai
Date: 25th February, 2019

Enclosures:

1. Postal Ballot Form

2. Postage pre-paid self-addressed envelope

EMMBI INDUSTRIES LIMITED

Registered Office: 99/2/1 & 9, Madhuban Industrial Estate, Madhuban Dam Road,
Rakholi Village, U. T. of Dadra & Nagar Haveli, Silvassa 396 230
CIN: L17120DN1994PLC000387, Tel: 91-0260-3200948, Fax: +91 22 6784 5555
E-mail: info@emmbi.com, Website: www.emmbi.com

POSTAL BALLOT FORM

[Please read the instructions printed overleaf carefully before completing this form]

Serial No.:

1	Name and Registered address of the Sole/first named Member (in block letters)	
2	Name(s) of Joint holder(s), if any (in block letters)	
3	Registered Folio No./ DP ID-Client ID No.* (*Applicable to members holding share(s) in dematerialized form)	
4	Number of equity share(s) held	

I/We hereby exercise my/our vote in respect of the Special Resolutions to be passed through Postal Ballot for the businesses stated in the Notice dated 25th February, 2019 of Emmbi Industries Limited ('the Company') by conveying my/our assent or dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description	No. of equity shares(s)	I/We assent to the Resolution [FOR]	I/We dissent to the Resolution [AGAINST]
1.	Consent for continuation of Mr. Rama Krishnan as an Independent Director of the Company			

Place:
Date:

Signature of Member

ELECTRONIC VOTING PARTICULARS		
EVEN (Electronic Voting Event Number)	**User ID**	**Password/PIN**

Instructions

1. Member desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed postage pre-paid self-addressed envelope. Postage will be borne by the Company. However, envelopes containing Postal Ballots, if sent by courier at the expense of the registered member will also be accepted. \

2. The consent must be accorded by recording the assent in the column 'FOR' and dissent in the column 'AGAINST' by placing a tick mark (√) in the appropriate column.

3. This Form should be completed and signed by the member. In case of joint holding, this Form should be completed and signed (as per the specimen signature registered/recorded with the Company/Depository Participant) by the first named member and in his absence, by the next named member.

4. Unsigned or incomplete or incorrectly filled Postal Ballot Form will be rejected.

5. Where the Postal Ballot Form has been signed by an authorized representative of Institutional members (i.e. other than individuals, HUF, NRI etc.), a certified copy of the relevant authorization to vote on the Postal Ballot should accompany the Postal Ballot Form. Where the form has been signed by the representative of the President of India or of the Governor of a State, a certified copy of the nomination should accompany the Postal Ballot Form. A member may sign the form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Postal Ballot Form.

6. The postage pre-paid self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company. Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5.00 p.m. (IST) on 29th March, 2019. Postal Ballot Forms received after this date shall be strictly treated as invalid.

7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the members as on Friday, 22nd February, 2019.

8. A member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date and time specified herein above.

9. A member may choose not to use all his votes for voting. He also may choose not to cast all his votes towards either assent or dissent.

10. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed postage pre-paid self-addressed envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.

11. The Scrutinizer's decision on the validity of the Postal Ballot will be final and binding.

12. E-Voting: The Company is pleased to provide e-voting facility as an alternative for members of the Company to enable them to cast their votes electronically instead of dispatching physical Postal Ballot. E-voting is optional. In case a member has voted through e-voting facility, he is not required to send the physical Postal Ballot Form. In case a member votes through e-voting facility as well as send his vote through physical Postal Ballot Form, the vote casted through e-voting shall only be considered as valid and the voting through physical Postal Ballot Form shall be considered as invalid. Members are requested to refer to the Notice of Postal Ballot for detailed instructions with respect to e-voting.