



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 as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time:

Dear Member(s),

Notice is hereby given to the shareholders of Emmbi Industries Limited (the “Company”) pursuant to the provisions of Section 110, 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, read with General Circular Nos.14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, and subsequent circulars issued in this regard, the latest being General Circular No. 9/2023 dated September 19, 2024 issued by the Ministry of Corporate Affairs, Government of India (the “MCA Circulars”), and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”) and other applicable provisions, if any, of the Listing Regulations, that the resolutions appended below are 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”).

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the resolutions proposed in this Postal Ballot Notice and additional information as required under the Listing Regulations and circulars issued thereunder is also attached.

The Board has appointed Mr. Sanjay R. Dholakia of M/s. Sanjay Dholakia & Associates, Practising Company Secretary, (Membership No. FCS 2655 & CP 1798), as the scrutinizer (“Scrutinizer”) for conducting the Postal Ballot/e-voting process in a fair and transparent manner. In compliance with Regulation 44 of the Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions are restricted only to e-voting i.e. by casting votes electronically instead of submitting postal ballot forms. Accordingly, the Notice and instructions for e-voting are being sent only through electronic mode only to those Members whose email address is registered with the Company/ Depository Participants(s)/ Datamatics Business Solutions Limited (“RTA”). Those Members who

have not yet registered their e-mail address are requested to register the same by following the procedure set out in this Postal Ballot Notice. The e-voting period commences at 09:00 a.m. (IST) on Sunday, 11th May, 2025 and ends at 05:00 p.m. (IST) on Monday, 9th June, 2025. Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice not later than 5:00 p.m. (IST) on Monday, 9th June, 2025. The e-voting facility will be disabled by National Securities Depository Limited ("NSDL") immediately after that and will not be allowed beyond the said date and time. The Scrutinizer will submit a report to the Chairman of the Company ("the Chairman") or any other person authorized by the Chairman, and the result of the voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of the e-voting. The result declared along with the Scrutinizer's report shall be communicated in the manner provided in this Notice. The Board of Directors of the Company recommends approval of the shareholders for the Resolutions appended below.

Item of Special Business:

1. Appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Independent Director.

To consider and pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Nimesh Ramniklal Mehta (DIN: 01487962), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 21st March, 2025 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and accordingly, is eligible for appointment, and in respect of whom the Company had received a notice in writing in terms of Section 160 of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non- Executive category) of the Company, to hold office for a term of 3 (Three) consecutive years i.e., from 21st March, 2025 till 20th March, 2028 and not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving

effect to this Resolution and for matters connected therewith or incidental there to and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution.”

2. Appointment of Mr. Lalit Surendrakumar Shah (DIN: 01926590) as an Independent Director.

To consider and pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s), amendment(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), as amended from time to time, and as per the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, Mr. Lalit Surendrakumar Shah (DIN: 01926590), who was appointed as an Additional Director in the capacity of a Non-Executive, Independent Director of the Company w.e.f. 29th March, 2025, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations and accordingly, is eligible for appointment, and in respect of whom the Company had received a notice in writing in terms of Section 160 of the Act proposing his candidature for the office of an Independent Director, be and is hereby appointed as an Independent Director (under Non- Executive category) of the Company, to hold office for a term of 3 (Three) consecutive years i.e., from 29th March, 2025 till 28th March, 2028 and not liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental there to and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval there to expressly by the authority of this resolution.”

3. Related party transaction in respect to hold office of place of profit in the Company by Ms. Maithili Makrand Appalwar.

To consider and pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT in pursuance with the provisions of Section 188(1)(f) of the Companies Act, 2013, read with Companies (Meetings of Board and its powers) Rules, 2014 and any other applicable provisions, including any statutory modifications thereto for the time being in force, further pursuant to the Regulation 23 and other applicable regulations of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and as per the recommendation of the Nomination & Remuneration Committee, and further approval of Audit committee and the Board of Directors of the Company, the appointment of Ms. Maithili Makrand Appalwar, daughter of Mr. Makrand Appalwar, Chairman and Managing Director and Mrs. Rinku Appalwar, Executive Director & CFO of the Company, for holding an office or place of profit, as Executive Assistant to Chairman and Managing Director of the Company w.e.f. 12th February 2025 be and is hereby approved at a monthly remuneration of Rs.5,75,000/- (Rupees Five Lakh Seventy-Five Thousand only) per month in addition to the joining bonus of Rs.25,00,000/- (Rupees Twenty-Five Lakh only) for the work done during the induction period commencing from 1st August 2024 till date of formal appointment in Board Meeting held on 12th February 2025.

RESOLVED FURTHER THAT any of the Directors or the Company Secretary, be and are hereby severally authorized to do all such acts, deeds and things as may be required for giving effect to the above resolution and filing of necessary e-forms etc. with Ministry of Corporate Affairs.”

By the Order of the Board of Directors

Place: Mumbai
Date: 3rd May, 2025

Rajesh Solanki
Company Secretary
ACS No.:A35937

Registered Office:
99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli,
Silvassa - 396230

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 Resolutions as specified above is annexed hereto.
2. In compliance with Section 108 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended and the relevant MCA Circulars and Regulation 44 of the Listing Regulations, the Company has provided e-voting facility to enable its Members to cast their votes electronically in respect of the resolutions as set out in this Postal Ballot Notice. The Company has engaged the services of NSDL for the purpose of providing an e-voting facility to all its members.
3. The cut-off date for the purpose of ascertaining shareholders entitled for voting through this Postal Ballot is 2nd May, 2025 (hereinafter referred to as the "Cut-off Date"). A person, whose name is recorded in the Register of Members or the Register of Beneficial Owners maintained by the Depositories for fully paid-up shares as on the Cut-off Date only, shall be entitled to vote in this Postal Ballot. A person who is not a shareholder as on the Cut-off Date should treat this Notice for information purpose only. The voting rights of the shareholders shall be in proportion to their shares in the paid-up equity share capital of the Company as of the Cut-off Date.
4. Members may note that this Notice will be available on the Company's website, www.emmbi.com, websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and <https://www.nseindia.com> respectively and on the website of NSDL, at www.evoting.nsdl.com.
5. The Company has appointed Mr. Sanjay R. Dholakia of M/s. Sanjay Dholakia & Associates, Practising Company Secretary, 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.
6. The Scrutinizer will submit his report to the Chairman or any other person authorized by the Chairman after the completion of scrutiny of the e-voting, and the result of the e-voting by Postal Ballot will be announced within 2 (Two) working days from the conclusion of e-voting and will also be displayed on the Company website www.emmbi.com, as well as on the website of NSDL www.evoting.nsdl.com, and communicated to the stock exchanges and RTA.
7. The resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., Monday, 9th June, 2025. Further, resolutions passed by the members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
8. All the documents referred to in this Postal Ballot Notice will be available for inspection electronically without any fee by the members from the date of



circulation of this Postal Ballot Notice until the last date of e-voting. Members seeking to inspect such documents can send an email to info@emmbi.com mentioning his / her / its folio number / DP ID and Client ID.

9. The e-voting period commences at 9:00 a.m. (IST) on Sunday, 11th May, 2025 and ends at 5:00 p.m. (IST) on Monday, 9th June, 2025. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be forthwith disabled by NSDL upon expiry of the aforesaid period.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.

	<p>A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com

	<p>and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and/or Forget Password option available at abovementioned websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is on.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. 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

download section of www.evoting.nsdl.co.in or call on : 022 - 4886 7000 and 022- 24997000 or send a request at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to info@emmbi.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self- attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to (info@emmbi.com). If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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

Item No. 1

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 12th February, 2025 had approved the appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from appointment date i.e. from 21st March, 2025 to 20th March, 2028 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Directors requires approval of the Members.

The Company has received a declaration from Mr. Nimesh Ramniklal Mehta (DIN: 01487962) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Brief Profile:

Mr. Nimesh Mehta is a rank-holder Chartered Accountant and a Cost Accountant with over 30 years of rich experience in the field of Finance, Accounts, Treasury, Taxation, Investor Relations, Secretarial and Legal, and Compliance functions in Companies engaged in Cement, Viscose Staple Fibre, Real Estate, Retail and Manufacturing Sectors. As a CFO, his last assignment was with Lake Shore India Management Private Limited (Asset Manager to Lake Shore India Retail Venture Fund, CAT II AIF, backed by one of the top three largest sovereign fund in the world). He was also on the board of joint venture companies representing AIF and contributed significantly to rolling out ERPs, SOPs, Internal Financial Controls, setting up teams and managing the relationship with investors & JV partners. In his previous roles, he worked with Oberoi Realty Limited as Financial Controller and was a key member of the IPO team. He has also worked with Future Group as CFO of its wholly-owned subsidiary, housing retail formats, such as Ezone & Home Town. He started his career with Aditya Birla Group’s flagship company Grasim Industries Limited and has handled Treasury, Investor Relations and was part of M&A Team.

He also served as independent member on the Investment Committee and Risk Committee of CAT III AIF and Fund Management entity providing Portfolio Management Services

Brief detail of Mr. Nimesh Mehta is separately provided in the “Annexure” to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings (“SS-2”), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

An electronic copy of the letter of appointment of Mr. Nimesh Mehta containing the terms and conditions of appointment, is available for inspection.

The Board recommends passing of this Special Resolution as set out at Item No. 1 of this notice, for your approval.

Except Mr. Nimesh Mehta, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 1 of the Notice.

Item No. 2

Based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 (“the Act”) read with the Articles of Association of the Company, the Board of Directors of the Company at their meeting held on 29th March, 2025 had approved the appointment of Mr. Lalit Surendrakumar Shah (DIN- 01926590) as an Additional Director, in the capacity of Non-Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 3 (Three) years with effect from appointment date i.e. from 29th March, 2025 to 28th March, 2028 (both days inclusive).

In accordance with the provisions of Section 149 read with Schedule IV of the Act, the appointment of Independent Directors requires approval of the Members.

The Company has received a declaration from Mr. Lalit Surendrakumar Shah (DIN- 01926590) to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). In terms of Regulation 25(8) of Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He is not disqualified from being appointed as a Director in terms of Section 164 of the Act and he is not debarred from holding the office of director by virtue of any order passed by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority.

Brief Profile:

Mr. Lalit Shah, Founder & CEO, Smartech Global Solutions Ltd. with over 30 years of experience spanning manufacturing and IT, Mr. Lalit Shah is a seasoned professional with expertise in establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), e-commerce, database and logic design, particularly within the IT and plastics industries.

Mr. Lalit holds an M.S. degree from Cornell University, USA, and a B.Tech degree from IIT Bombay. He was also honoured with the prestigious President of India Gold Medal from IIT.

His career includes 13 years of experience in the manufacturing sector, having served as the CEO of Shah Concabs Pvt. Ltd., a Tier-I supplier to the automotive industry. Additionally, Mr. Lalit has over 25 years of experience in the B2B marketplace for the plastics industry, notably through his platform, plastemart.com.

Mr. Lalit's vast expertise also extends to recruitment, where he has contributed to the hiring process for the plastics industry through jobsforplastics.com. Furthermore, he has significant experience in software development, particularly in creating Plast-ERP, a custom-designed ERP software tailored for the plastic manufacturing industry.

Brief detail of Mr. Lalit Shah is separately provided in the "Annexure" to this Notice, in terms of the provisions of (i) Regulation 36(3) of Listing Regulations and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, reimbursement of expenses for participating in the Board and other meetings.

An electronic copy of the letter of appointment of Mr. Lalit Shah containing the terms and conditions of appointment, is available for inspection.

The Board recommends passing of this Special Resolution as set out at Item No. 2 of this notice, for your approval.

Except Mr. Lalit Shah, None of the Directors and/ or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested either directly or indirectly, except to the extent of their respective shareholding in the Company, if any, in the Resolution mentioned at Item No. 2 of the Notice.

Item No. 3

Based on recommendation of Nomination and Remuneration Committee and approval of Audit Committee and under the provisions of section 188(1)(f) of the Companies Act, 2013 the Board of Director at its meeting held on 12th February, 2025, subject to approval of the shareholders, appointed Ms. Maithili Appalwar as Executive Assistant to Chairman and Managing director, at a monthly remuneration of Rs.5,75,000/- (Rupees Five Lakh Seventy-Five Thousand only) per month in

addition to the joining bonus of Rs. 25,00,000/- (Rupees Twenty-Five Lakh only) for the work done during the induction period commencing from 1st August 2024 till date of formal appointment in Board Meeting held on 12th February 2025.

Ms. Maithili Appalwar, daughter of Mr. Makrand Appalwar, Chairman and Managing director and Mrs. Rinku Appalwar, Executive Director & CFO, has completed her Masters in Business Administration from The Wharton School and MA in International Business from The Lauder Institute at University of Pennsylvania, after earlier completing Bachelor of Science in Industrial Engineering; Minor in Industrial-Organizational Psychology from Georgia Institute of Technology. She has been part of the Avana division of the Company as Founder and CEO from 2019-2022 and drove its business to about \$15 million revenue during her first stint and proved her management and business skills before pursuing higher studies.

As part of succession planning initiative and induction program, she has been invited to be part of the core management team and work closely with the top management to understand and learn the various commercial and management aspects of the Company after she returned upon completion of her higher studies.

The particulars of the transaction pursuant to Rule 15 of Companies (Meetings of Board and its Powers) Rules, 2014 read with Section 188 of the Companies Act, 2013 are as under:

Name of the related party	Ms. Maithili Makrand Appalwar
Name of the director or key managerial personnel who is related, if any	Mr. Makrand Appalwar, Chairman and Managing director and Mrs. Rinku Appalwar, Executive Director & CFO
Nature of relationship	Mr. Makrand Appalwar (Father) Mrs. Rinku Appalwar (Mother)
Nature, material terms, monetary value and particulars of the contract or arrangement	Appointment as Executive Assistant to Chairman and Managing director at a monthly remuneration of Rs.5,75,000/- (Rupees Five Lakh Seventy-Five Thousand only) per month in addition to the joining bonus of Rs. 25,00,000/- (Rupees Twenty-Five Lakh only) commencing from 1 st August 2024 till date of formal appointment in Board Meeting held on 12 th February 2025.
Any other information relevant or important for the members to take a decision on the proposed resolution	None



The Board of Directors recommends the resolution set out in item No. 3 to be passed as an Ordinary Resolution.

Except Mr. Makrand Appalwar, Chairman and Managing director and Mrs. Rinku Appalwar, Executive Director & CFO being related to Ms. Maithili Appalwar and their respective relatives including Ms. Maithili Appalwar herself, none of the other Directors or Key Managerial Personnel or their relatives are concerned or interested in the nature of, financial or otherwise with respect to Agenda Item No 3, except to the extent of their shareholding in the Company.

By the Order of the Board of Directors

Place: Mumbai
Date: 3rd May, 2025

Rajesh Solanki
Company Secretary

ACS No.:A35937

Registered Office:
99/2/1 & 9, Madhuban Industrial Estate,
Madhuban Dam Road, Rakholi Village,
U.T. of Dadra & Nagar Haveli,
Silvassa - 396230

Particulars of the Directors seeking Appointment / re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended and Secretarial Standards on the General Meeting (SS-2):

Particulars	Details	Details
Name of the Director	Nimesh Ramniklal Mehta	Lalit Surendrakumar Shah
Director Identification Number	01487962	01926590
Designation	Non-Executive - Independent Director	Non-Executive - Independent Director
Date of Birth	18/12/1968	27/08/1964
Age	56 years	60 years
Nationality	Indian	Indian
Date of first appointment on the Board	21 st March, 2025	29 th March, 2025
Date of re- appointment by the Members	Not Applicable	Not Applicable
Qualifications	B.Com., C.M.A and C.A	B. Tech and M. S.Degree
Expertise in functional area	Rich experience in the field of Finance, Accounts, Taxation, Secretarial and Legal functions in Companies engaged in Cement, VSF, Real Estate, Retail and Manufacturing Sectors.	Establishing quality systems, modular manufacturing concepts, business process reengineering (BPR), e-commerce, database and logic design, particularly within the IT and plastics industries
Number of Equity Shares held in the Company as on 31 st March, 2025	Nil	2000 shares
Directorships on other Board as on 31 st March, 2025	Nil	Smartech Global Solutions Limited
Listed entities from which the Director has resigned in the past 3 (three) years	Nil	Nil
Committee Membership of other Board as on 31 st December, 2024	Nil	Nil
Number of Board Meetings attended during the Financial Year 2024-25	1(One)	1 (One)
Relationship with other Directors, Manager and Key Managerial Personnel	There is no inter-se relationship between Mr. Nimesh Mehta and other Directors /Manager/ Key Managerial Personnel of the Company.	There is no inter-se relationship between Mr. Lalit Shah and other Directors /Manager/ Key Managerial Personnel of the Company.

Particulars	Details	Details
Remuneration Last drawn	Not Applicable	Not Applicable
Terms and conditions of appointment	Appointed as a Non-Executive, Independent Director, of the Company for 3 years, not liable to retire by rotation.	Appointed as a Non-Executive, Independent Director, of the Company for 3 years, not liable to retire by rotation.
Remuneration proposed to be paid	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.	He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings.
Any material pecuniary relationship with the Company, its holding, subsidiary or associate company, or their promoters, or directors, during the three immediately preceding financial years or during the current financial year.	No material pecuniary relationship.	No material pecuniary relationship.