



SANJAY DHOLAKIA & ASSOCIATES

BCOM LLB FCS

COMPANY SECRETARIES

GP 15, 2nd Floor, Raghuleela Mall, Behind Poincur Bus Depot, Kandivali (West), Mumbai - 400 067.
☎ : 31578826 / 49713233 / 98700 31365 • E-mail : sanjayrd65@gmail.com

REPORT OF SCRUTINIZER

(Pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended)

To,
The Chairman
EMMBI INDUSTRIES LIMITED

Dear Sir,

I, Sanjay R. Dholakia, Proprietor of Sanjay Dholakia & Associates, Company Secretaries, pursuant to the resolution passed by the Board of Directors of **Emmbi Industries Limited** (“**the Company**”) on 12th February, 2025 have been appointed as the Scrutinizer for the purpose of scrutinizing the Postal Ballot process including voting through electronic means (“**e-voting / Remote e-voting**”) in a fair and transparent manner pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 (“**the Act**”), read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 (“**Rules**”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (“**Listing Regulations**”), and other applicable laws and regulations, if any, and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“**MCA**”) for conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021, 20/2021 dated 08th December, 2021, 3/2022 dated 05th May, 2022, 11/2022 dated 28th December, 2022 and 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 (hereinafter referred to as “**MCA Circulars**”) and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force and as amended from time to time), in respect of the Resolutions as set out in the Postal ballot Notice dated 03rd May, 2025 (“**Postal Ballot Notice**”) seeking approval of the shareholders for below mentioned Agenda:

1. Appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Independent Director, for a term of 3 (Three) consecutive years i.e., from 21st March, 2025 till 20th March, 2028 (both days inclusive).
2. Appointment of Mr. Lalit Surendrakumar Shah (DIN: 01926590) as an Independent Director, for a term of 3 (Three) consecutive years i.e., from 29th March, 2025 till 28th March, 2028 (both days inclusive).
3. Related party transaction in respect to hold office of place of profit in the Company by Ms. Maithili Makrand Appalwar.

Responsibility of the Management

The management of the Company is responsible to ensure compliance with the requirements of the Act and the Rules made thereunder in relation to exercising of voting rights through Postal Ballot and electronic means on the Resolution, as set out in the Postal Ballot Notice.



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Responsibility as a Scrutinizer

My responsibility, as a Scrutinizer for the Postal Ballot through Remote E-voting process, is restricted to the preparation of the Scrutinizer's Report on the votes casted "in favour" or "against" the Resolution, as set out in Item No.1, Item No. 2 and Item No.3 of the Postal Ballot Notice, based on the reports generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the Authorized Agency engaged by the Company for providing remote e-voting facilities.

Further in addition to the above, I submit my report as under:

- The Postal Ballot Notice with necessary statement setting out the material facts under Section 102 of the Act were sent through electronic mail to those members whose names appeared in the Register of Members/ List of Beneficiaries as on **02nd May, 2025** ("**cut-off date**") and who had registered their email ID with the Company / RTA / Depositories in compliance with the MCA Circulars. The Company has also placed the notice of the Postal Ballot on the website of the Company.
- The Members of the Company holding shares as on the cut-off date were entitled to vote on the proposed resolution as set out in Item No. 1, Item No.2 and Item No.3 of the Postal Ballot Notice.
- The remote e-voting period remained open from **Sunday, 11th May, 2025, 9:00 A.M. to Monday, 09th June, 2025, 5:00 P.M.** During the said period, the Members of the Company, holding shares as on the cut-off date were entitled to vote on the resolution set out in the Postal Ballot Notice through remote e-voting.
- The e-voting module of NSDL was disabled on Monday, 09th June, 2025, at 5:00 P.M. and I, as the Scrutinizer, unblocked the votes casted, on 09th June, 2025 at 05.03 P.M in the presence two witnesses who are not in employment of the Company.
- I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the e-voting system of NSDL and have maintained a register in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014, as amended.
- Details of E-voting are as under:
 1. **Appointment of Mr. Nimesh Ramniklal Mehta (DIN: 01487962) as an Independent Director, for a term of 3 (Three) consecutive years i.e., from 21st March, 2025 till 20th March, 2028 (both days inclusive).**

a) Voted in favour of Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	106	106
Number of votes cast	1,15,93,395	1,15,93,395
Invalid votes	0	0
% of total number of votes cast	99.99%	99.99%



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b) Voted against the Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	3	3
Number of votes cast	632	632
Invalid votes	0	0
% of total number of votes cast	0.01%	0.00%

2. Appointment of Mr. Lalit Surendrakumar Shah (DIN: 01926590) as an Independent Director, for a term of 3 (Three) consecutive years i.e., from 29th March, 2025 till 28th March, 2028 (both days inclusive).

a) Voted in favour of Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	105	105
Number of votes cast	1,15,93,360	1,15,93,360
Invalid votes	0	0
% of total number of votes cast	99.99%	99.99%

b) Voted against the Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	3	3
Number of votes cast	632	632
Invalid votes	0	0
% of total number of votes cast	0.01%	0.01%

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

a) Voted in favour of Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	92	92
Number of votes cast	2,50,794	2,50,794
Invalid votes	0	0
% of total number of votes cast	99.66%	99.66%

b) Voted against the Resolution:

Particulars	Remote E-Voting	Total
Number of shareholders	4	4
Number of votes cast	862	862
Invalid votes	0	0
% of total number of votes cast	0.34%	0.34%



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- Based on the aforesaid result, I report that the Special Resolution as set out in Item No. 1 and Item No.2 and Ordinary Resolution as set out in Item No.3 of the Postal Ballot Notice have been passed by the members through remote E-voting with requisite majority under the provisions of the Act.
- The electronic data and all other relevant records relating to remote e-voting are handed over to Mohit Premchand Dubey, Company Secretary and Compliance Officer, for safe custody.

You may kindly consider the aforesaid position of the votes cast by the Members, through remote e-voting and declare the result accordingly.

Thanking you.

For SANJAY DHOLAKIA & ASSOCIATES

Sanjay R Dholakia
Practicing Company Secretary
Proprietor

Membership No.: 2655
CP No.:1798
Peer Reviewed Firm No. 2036/2022

Place: Mumbai
Date: 09th June, 2025

UDIN: F002655G000569067