



EMS LIMITED

(formerly known as EMS Infracon Private Limited)

CIN: L45205DL2010PLC211609

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Corporate Office: C 88, Second Floor, RDC, Raj Nagar, Ghaziabad-201002, Uttar Pradesh

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Email: ems@ems.co.in **Website:** www.ems.co.in

Postal Ballot Notice

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

Dear Member(s),

Notice is hereby given that the Resolution as set out in the Notice is proposed to be passed by the shareholders of EMS Limited (**“the Company”**) by means of Postal Ballot through remote e-voting only pursuant to the provisions of Sections 108 and 110 and all other applicable provisions of the Companies Act, 2013 (**“the Act”**) read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**“the Rules”**) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and in accordance with the Circulars issued by the Ministry of Corporate Affairs (**“MCA”**), vide General Circulars No. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated 25th September, 2023 (**“MCA Circulars”**), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), Secretarial Standard – 2 on General Meetings (**“SS-2”**), issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any.

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 resolution proposed in this Postal Ballot Notice is also attached.

In compliance with the aforesaid provisions and the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to all its shareholders whose email addresses are registered with the Depositories as on Friday, September 13, 2024 (**“cut-off date”**) and the communication to assent/dissent of the shareholders on the resolution proposed in this Notice will only take place through the remote e-voting system. If your email address is not registered with the Depositories, please follow the process provided in the notes to this Notice.

Further, in compliance with the requirements of the aforesaid MCA Circulars, physical copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the shareholders for this Postal Ballot.

Pursuant to Rule 22(5) of Companies (Management & Administration) Rules, 2014, the Board of Directors of the Company has appointed Mr. Debabrata Deb Nath, Partner of M/s R & D Company Secretaries, Practising Company Secretary (Membership Number: 7775; COP:8612) as the scrutinizer for conducting the postal

ballot through e-voting process in a fair and transparent manner and required consent for such appointment has been received.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) to provide remote e-voting facility to all its shareholders. Members are requested to read the instructions given in the Notes to this Postal Ballot Notice so as to cast their vote electronically. The votes can be cast during the following voting period:

Commencement of Remote e-voting:	9:00 a.m. (IST) on Friday, September 27, 2024
End of Remote e-voting:	5:00 p.m. (IST) on Saturday, October 26, 2024

The Notice is also available on the website of the Company at www.ems.co.in.

SPECIAL BUSINESS

1. To approve the proposal of Raising of Funds in one or more tranches by way of issuance of equity shares through Qualified Institutions Placement (“QIP”) for an amount aggregating upto Rs. 400 Crore.

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

“RESOLVED THAT pursuant to the provisions of Section 23, 42, 62(1)(c),179 and other applicable provisions of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, and other rules and regulations made thereunder (including any amendment(s), statutory modification(s), or re-enactment(s) thereof for the time being in force) and in accordance with the provisions of the memorandum of association and articles of association of the Company, relevant provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (**“SEBI ICDR Regulations”**), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (**“SEBI Listing Regulations”**) and the provisions of the Foreign Exchange Management Act, 1999, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, or the rules, regulations, circulars or notifications issued thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the current Consolidated FDI Policy issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited where the equity shares of face value of Rs. 10/- each of the Company are listed (Stock Exchanges”, and such equity shares, the “Equity Shares”), and other applicable statutes, laws, regulations, rules, notifications or circulars or guidelines issued from time to time by the Ministry of Finance, Ministry of Corporate Affairs (**“MCA”**), Reserve Bank of India (**“RBI”**), Securities and Exchange Board of India (**“SEBI”**), Stock Exchanges, Registrar of Companies, at NCT of Delhi and Haryana, (**“ROC”**), the Government of India (**“GOI”**) and such other governmental/ statutory/regulatory authorities in India or abroad, to the extent applicable and

subject to all approvals, permissions, consents, and/or sanctions as may be necessary or required from SEBI, the Stock Exchanges, RBI, MCA, GOI, ROC, or any other concerned governmental/statutory/regulatory authority in India or abroad (“Appropriate Authorities”), and subject to such terms, conditions, or modifications as may be prescribed or imposed while granting such approvals, permissions, consents, and/or sanctions by any of the aforesaid authorities, which may be agreed to by the Board of Directors of the Company (**“Board”**, which term shall include any committee of the Board of Directors of the Company duly constituted by the Board to exercise its powers, including the powers conferred by this resolution), and subject to any other alterations, modifications, conditions, changes and variations that may be decided by the Board in its absolute discretion, the approval of the shareholders be and is hereby accorded to the Board in its absolute discretion, to create, issue, offer and allot such number of, Equity Shares, for cash, in one or more tranches, in terms of the applicable regulations and as permitted under the applicable laws, in such manner in consultation with the book running lead manager(s) (**“BRLM(s)”**) and/or other advisor(s) or otherwise, for an aggregate amount upto and not exceeding Rs. 400 Crore (Rupees Four Hundred Crore only), (inclusive of such premium to market price or prices permitted under applicable law), through one or more qualified institutions placement (**“QIP”**) in accordance with the provisions of Chapter VI of SEBI ICDR Regulation to eligible qualified institutional buyers (**“QIB”**) as defined in the SEBI ICDR Regulations through an a private placement offer letter and/ or such other documents/writings/ circulars/ memoranda in such a manner, in such tranche or tranches, by way of an issue of Equity Shares with or without premium, to be subscribed by QIBs as per extant regulations/guidelines on such other terms and conditions as may be mentioned in the placement document and/or private placement offer letter (along with the application form), and/or such other documents/writings/ circulars/ memoranda to be issued by the Company in respect of the proposed issue, as permitted under applicable laws and regulations, in such manner, and on such terms and conditions as may be deemed appropriate by the Board in its absolute discretion, considering the prevailing market conditions and other relevant factors wherever necessary, in consultation with the Book Running lead manager and/or other advisors appointed by the Company, and the terms of the issuance as may be permitted by the Appropriate Authorities, including issue of Equity Shares and on such terms and conditions as may be determined and deemed appropriate by the Board in its absolute discretion, so as to enable the Company to list the Equity Shares on any stock exchange in India.

RESOLVED FURTHER THAT pursuant to the above-mentioned resolution:

1. QIP to be undertaken pursuant to the special resolution passed at meeting of the shareholders of the Company;
2. the allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution of the shareholders of the Company or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations and other relevant laws/guidelines, from time to time;
3. The Equity Shares created, offered, issued and allotted under QIP in terms of this resolution shall rank Pari-passu with the existing Equity Shares in all

respects including with respect to entitlement to dividend, voting rights or otherwise;

4. The Equity Shares which are proposed to be allotted through QIP have been listed on a stock exchange for a period of at least one year, calculated on a date prior to issuance of this notice to shareholders of the Company
5. The Equity Shares to be offered and allotted under the QIP shall be in dematerialized form and shall be allotted on fully paid-up basis;
6. No single allottee shall be allotted more than 50% of the proposed issue size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that QIBs belonging to the same group or who are under same control shall be deemed to be a single allottee;
7. The “relevant date” in accordance with Regulation 171(b) of the SEBI ICDR Regulations for the purpose of pricing of the Equity Shares to be issued, shall be the date of the meeting in which the Board or the committee of directors authorised by the Board decides to open the proposed issue in accordance with Regulation 171(b) (i) of the SEBI ICDR Regulations and other applicable law.
8. Issue and allotment of Equity Shares made by way of a QIP shall be made at such price which is not less than the price determined in accordance with pricing formula provided under Regulation 176(1) under Chapter VI of the SEBI ICDR Regulations (“**QIP Floor Price**”) and the price determined for the QIP shall be subject to appropriate adjustments as per the provisions of the applicable laws, including SEBI ICDR Regulations. The Board, or a duly constituted committee thereof, may, however, at its absolute discretion in consultation with the book running lead managers, issue Securities at a discount of not more than five percent (5%) or such other discount as may be permitted under applicable regulations to the QIP Floor Price;
9. The allotment shall not be made, either directly or indirectly, to any QIB who is a promoter, or any person related to the promoters of the Company;
10. The Company shall not undertake any subsequent QIP until the expiry of two weeks or such other time as may be prescribed by the SEBI, from the date of QIP to be undertaken pursuant to this Special Resolution;
11. In accordance with Regulation 179 of the SEBI ICDR Regulations, a minimum of 10% of the Eligible Securities shall be allotted to mutual funds and if mutual funds do not subscribe to the aforesaid minimum percentage or part thereof, such minimum portion may be allotted to other QIBs;
12. The Securities allotted in the QIP shall not be eligible for sale by the respective allottees, for a period of one year from the date of allotment, except on a recognized stock exchange or except as may be permitted from time to time by the SEBI ICDR Regulations.

RESOLVED FURTHER THAT the Board shall have the authority and power to accept any modification in the proposal as may be required or imposed by SEBI/Stock Exchanges where the shares of the Company are listed or such other appropriate authorities at the time of according/granting their approvals to issue, allotment and listing thereof and as agreed to by the Board.

RESOLVED FURTHER THAT the Equity Shares to be created, issued, allotted and offered in terms of this resolution shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to issue and allot such number of Equity Shares as may be required to be issued and allotted under the Issue in accordance with the terms of the Issue.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorised to do such acts, deeds, matters and take all steps as may be necessary including without limitation, for determining the terms and conditions of the Issue including among other things, the date of opening and closing of the Issue, determination of the number of Equity Shares, tranches, issue price, finalisation and approval of offer document, placement document, preliminary or final, listing, premium/discount, permitted under applicable law (now or hereafter), allotment of Securities, listing of securities at Stock Exchanges and to sign and execute all deeds, documents, undertakings, agreements, papers, declarations and writings as may be required in this regard including without limitation, the private placement offer letter (along with the application form), information memorandum, disclosure documents, the placement document or the offer document, placement agreement, escrow agreement and any other documents as may be required, approve and finalise the bid cum application form and confirmation of allocation notes, seek any consents and approvals as may be required, provide such declarations, affidavits, certificates, consents and/ or authorities as required from time to time, finalize utilisation of the proceeds of the QIP give instructions or directions and/or settle all questions, difficulties or doubts that may arise at any stage from time to time, and give effect to such modifications, changes, variations, alterations, deletions, additions as regards the terms and conditions as may be required by the SEBI, the MCA, the book running lead manager(s), or other authorities or intermediaries involved in or concerned with the Issue and as the Board may in its absolute discretion deem fit and proper in the best interest of the Company without being required to seek any further consent or approval of the Members or otherwise, and that all or any of the powers conferred on the Company and the Board pursuant to this resolution may exercise to that end and intend that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and all actions taken by the Board or any committee constituted by the Board to exercise its powers, in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the approval of the Members of the Company be and is hereby accorded to the Board and the Board be and is hereby authorized to approve, finalise, execute, ratify, and/or amend/ modify agreements and documents,

including any power of attorney, agreements, contracts, memoranda, documents, etc. in connection with the appointment of any intermediaries and/or advisors (including for marketing, obtaining in-principle approvals, listing, trading and appointment of book running lead managers, underwriters, guarantors, depositories, custodians, legal counsel, bankers, trustees, stabilizing agents, advisors, registrars and all such agencies as may be involved or concerned with the Issue) and to remunerate them by way of commission, brokerage, fees, costs, charges and other expenses in connection therewith.

RESOLVED FURTHER THAT the Board or duly constituted committee thereof is authorised by the members of the Company to seek the listing of Equity Shares on any stock exchange(s) submitting the listing applications to such stock exchange(s) and taking all actions that maybe necessary in connection with obtaining such listing approvals (both in-principal and final listing and trading approvals), filing of requisite documents/making declarations with the MCA, RoC, RBI, SEBI and any other statutory/regulatory authority(ies), and any other deed(s), document(s), declaration(s) as may be required under the applicable laws as maybe necessary to give effect to this resolution.

RESOLVED FURTHER THAT the Board or duly constituted committee, thereof is authorised by the members of the Company to open one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board.

RESOLVED FURTHER THAT subject to applicable law, the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any director(s), committee(s), executive(s), officer(s) or representatives(s) of the Company or to any other person to do all such acts, deeds, matters and things and also to execute such documents, writings etc., and to represent the Company before any governmental authorities, as may be necessary to give effect to this resolution

RESOLVED FURTHER THAT Mr. Ramveer Singh, Chairman & Director, Mr. Ashish Tomar, Managing Director and Chief Financial Officer of the Company and Mr. Nand Kishore Sharma, Company Secretary & Compliance Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution and be authorised to intimate the above to the stock exchanges and making other statutory and/or regulatory filings, if any on behalf of the Company.”

**By Order of the Board of Directors
For EMS Limited**

**Sd/-
Nand Kishore Sharma
Company Secretary
M.No. A72046**

**Date: 19.09.2024
Place: Ghaziabad**

Notes:

1. **Explanatory 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 resolution mentioned in this Postal Ballot Notice is attached.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those members whose names appear on the register of beneficial owners as on Friday, September 13, 2024 (“Cut-Off Date”) received from the Depositories and whose e-mail address is registered with the Company/ Registrar and Transfer Agent/Depository Participants/Depositories. Physical copies of this Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to members for this Postal Ballot.
3. Members may please note that the Postal Ballot Notice will also be available on the Company’s website at www.ems.co.in, websites of the Stock Exchanges i.e., BSE Limited (BSE) and National Stock Exchange of India Limited (NSE) at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL at www.evoting.nsdl.com.
4. In compliance with the provisions of sections 108, 110 and other applicable provisions, if any, of the Act, and the Companies (Management and Administration) Rules, 2014, as amended, MCA Circulars, SS-2 and Regulation 44 of the Listing Regulations, as amended, Members have been provided with the facility to cast their vote electronically through the e-voting services provided by National Securities Depository Limited (hereinafter referred as “**NSDL**” or “**Service Provider**”) on the resolution set forth in the Notice.
5. The remote e-voting period will commence from Friday, September 27, 2024 (9.00 a.m. IST) and will end on Saturday, October 26, 2024 (5.00 p.m. IST). During this period, Members of the Company, holding shares as on Friday, September 13, 2024, may cast their vote electronically.

The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by NDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he shall not be allowed to change it subsequently.

6. Resolution passed by the Members through Postal Ballot are deemed to have been passed on Saturday October 26, 2024 i.e., the last date specified for receipt of votes through the e-voting process, as if the same has been passed at a General Meeting of the Members.
7. In accordance with the MCA Circulars, the Company has made necessary arrangements for the Members to register their e-mail address. Members who have not registered their e-mail address are requested to register the same with the Depository Participant(s) where they maintain their demat accounts.
8. In compliance with the MCA Circulars, the Notice of postal ballot is being sent by electronic mode to those Members whose names appear in the Register of Beneficial Owners as on cut-off date, i.e., Friday, September 13, 2024 and whose e-mail IDs are registered with the Depositories. For Members who have not registered their e-mail IDs, please follow the instructions given hereunder. Further, the Members whose names appear in the Register of Beneficial Owners as on cut-off date, i.e.

Friday, September 13, 2024 are entitled to vote on the Resolution set forth in this Postal Ballot Notice. Voting shall be in proportion to his/ her/ its shareholding in the paid-up equity shares capital of the Company. A person who is not a member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

9. The result of the voting on resolution passed by Remote e-voting will be declared on or before Monday, October 28, 2024. The Scrutinizer will submit his report to the Chairman of the Company, or any person duly authorized by him after completion of the scrutiny of votes cast. The Chairman or any Director or any other person authorized by the Chairman shall declare the results of the postal ballot as per the statutory timelines. The results of the Postal Ballot along with the Scrutinizer's report will be hosted on the websites of the Company i.e. www.ems.co.in and also shall be communicated to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"), where the Company's Equity Shares are listed and be made available on their respective websites viz. www.bseindia.com and www.nseindia.com. The Company will also display the results at its registered and corporate office. The resolutions will be taken as passed if the results of the Postal Ballots indicate that the requisite majority of the shareholders assented to the Resolutions.
10. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
11. A member cannot exercise his/her vote by proxy on Postal Ballot.
12. Any member who needs assistance regarding e-voting, 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.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com.

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 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 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">1. 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.2. 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.jsp3. 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. A new screen will open. You will have to enter your User ID (i.e.

	<p>your sixteen digit demat account number hold 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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </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 user 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 evoting is in progress as per the information provided by company. On clicking the evoting 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 evoting 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	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.

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

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.com 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.com 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.
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 rndregular@gmail.com with a copy marked to evoting@nsdl.com. 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.com or call on : 022 - 4886 7000 or send a request to Pallavi Mhatre at evoting@nsdl.com

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 cs@ems.co.in.

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 cs@ems.co.in. 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.com 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

The following Explanatory Statement sets out all the material facts relating to the Special Businesses mentioned in the accompanying Notice:

Item No. 1

The Company has been pursuing opportunities for its growth. This would require additional resources including funds to be available and to be allocated, from time to time. The generation of internal funds might not be adequate to meet all the requirements of the Company's growth plans. It would be therefore, prudent for the Company to have the requisite enabling approvals in place for meeting the fund requirements of the Company towards the organic or inorganic growth opportunities of the Company in its existing area of business or to leverage synergies or to enter into high value order in line with the Company' strategy. This would also help the Company to take quick and effective action to capitalize on the opportunities as and when available.

The Board of Directors at its meeting held on September 19, 2024 has recommended to the shareholders to give their consent through special resolution to the Board of Directors or any Committee of the Board to raise funds through issuance of Equity Shares by way of qualified institutions placement(s), to eligible qualified institutional buyers, at a price to be determined in accordance with the Chapter VI of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirement) Regulations, as amended (the "SEBI ICDR Regulations") or as per other applicable rules and regulations, for raising of the funds aggregating up to Rs. 400 Crore (Rupees Four Hundred Crore only).

The issue price, timing and detailed terms and conditions of issuance etc. shall be finalized by the Board (including any duly authorized committee thereof), in consultation with lead manager/ book running lead manager(s), advisor and such other authorities and intermediaries, as may be required to be consulted by the Company in due considerations of prevailing market conditions and other relevant factors and in the best interest of the Company. Such issue shall be subject to the provisions of the Companies Act, 2013, as amended and rules made there under from time to time, the Memorandum and Articles of Association of the Company, SEBI ICDR Regulations and other applicable laws.

Object of the Issue:

The Company shall utilise the proceeds from the QIP (after adjustment of expenses related to the QIP, if any) ("Net Proceeds") towards meeting its working capital requirements.

The Net Proceeds shall be utilised for the Objects in the manner as specified above, and within such timelines as may be determined by the Board or its duly constituted committee thereof.

Maximum Amount to be raised / total number of Securities to be Issued:

The total amount to be raised, in one or more tranches, by issuance of Equity Shares through QIPs as mentioned in the resolution would be aggregating up to Rs. 400

Crore (Rupees Four Hundred Crore only), (inclusive of such premium to market price or prices permitted under applicable law), its equivalent in any other currency(ies).

The Company is yet to identify the quantum of Equity Shares to be issued and proposed timeline within which the allotment will be completed. Hence, the details of the proposed allottees, percentage of their post Issue shareholding and the shareholding pattern of the Company, timeline of the completion of allotment are not provided. The proposal, therefore, seeks to confer upon the Board/ its duly constituted committee, the absolute discretion and adequate flexibility to determine the terms of the Issue, including but not limited to the identification of the proposed investors in the Issue and quantum of Equity Shares to be issued and allotted to each such investor, in accordance with the provisions of the SEBI ICDR Regulations, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended; the Act; the Foreign Exchange Management Act, 1999 and the regulations made thereunder, including the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, the Consolidated FDI Policy issued by the Department for Promotion of Industry & Internal Trade, Ministry of Commerce and Industry, Government of India from time to time, each as amended; and other applicable law.

Pricing

The issue of Equity Shares may be consummated in one or more tranches, at such time or times, at such price, at a discount or premium to market price in such manner and on such terms and conditions as the Board may in its absolute discretion decide taking into consideration prevailing market conditions and other relevant factors and wherever necessary in consultation with the book running lead manager(s) and other agencies and subject to the SEBI ICDR Regulations and other applicable laws, regulations, rules and guidelines. The price at which the Equity Shares shall be allotted in the Issue shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares of the same class quoted on the stock exchange during the two weeks preceding the Relevant Date. Provided that the Board or a duly constituted Committee thereof may offer a discount of not more than five per cent on the price so calculated in accordance with the SEBI ICDR Regulations.

Relevant Date

The relevant date for determining the issue price of the Equity Shares by way of QIP shall, subject to and in accordance with the Regulation 171(b)(i) of SEBI ICDR Regulations.

the “relevant date” means the date of the meeting in which the Board or a duly authorised committee decides to open the proposed QIP as provided under the SEBI ICDR Regulations.

Class and Classes of persons to whom the Securities will be offered

The Equity shares will be offered and allotted to such Investors, being QIBs as defined under the SEBI ICDR Regulations, who are eligible to acquire such Securities in accordance with the applicable laws, rules regulations and guidelines.

Intention of the Promoters, Directors, or Key Managerial Personnel to subscribe to the QIP:

The Promoter, member of the Promoter group, Directors and Key Managerial Personnel or Senior Management will not subscribe to the Equity Shares offered through QIP.

Proposed time within which the allotment shall be completed

The allotment of the Equity Shares shall be completed within 365 days from the date of passing of the special resolution or such other time as may be allowed under the Companies Act, 2013 and/or SEBI ICDR Regulations, from time to time. Further, the allotment shall be completed within a period of sixty days from the date of receipt of subscription money from the proposed allottee(s).;

No single allottee shall be allotted more than 50% of the QIP size and the minimum number of allottees shall be in accordance with the SEBI ICDR Regulations. It is clarified that qualified institutional buyers belonging to the same group or who are under same control shall be deemed to be a single allottee.

Change in control

There would be no change in control pursuant to the said issue of Equity Shares. The Equity Shares will be offered and issued to such Investors who are eligible to acquire such Securities in accordance with the applicable laws, rules, regulations and guidelines. Equity Shares allotted pursuant to QIP shall not be eligible to be sold for a period of one year from the date of allotment, except on the recognized Stock Exchanges, or except as may be permitted under the SEBI ICDR Regulations from time to time.

Other Disclosures

The Equity Shares to be allotted would be listed on the Stock Exchanges. The offer/issue/allotment would be subject to the availability of the regulatory approvals, if any.

Further, Section 62(1)(c) of the Companies Act, 2013 provides, inter alia, that when it is proposed to increase the issued capital of a company by allotment of further equity shares, such further equity shares shall be offered to the existing members of such company and to any persons other than the existing members of the company by way of a special resolution. Since the special resolution proposed in the business of the notice may result in the issuance of Equity Shares of the Company to the existing members of the Company and to persons other than existing members of the Company, approval of the members of the Company is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Act as well as applicable rules notified by the Ministry of Corporate Affairs and in terms of the provisions of ICDR Regulations.

In terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, a company can make a private placement of its securities under the Companies Act, 2013 only after receipt of prior approval of its members by way of a Special Resolution. Consent of the members would therefore be necessary pursuant to the aforementioned provisions of the Companies Act, 2013 read with applicable provisions of the SEBI ICDR Regulations and the Securities and Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), for issuance of Securities.

The Board of Directors of the Company recommend the Resolution, to be passed by the Members as a **Special Resolution**.

None of the Directors or Key Managerial Personnel or their relatives (to the extent of their shareholding in the Company, if any) are in any way concerned with or interested, financially or otherwise in the resolution of the accompanying notice.

**By Order of the Board of Directors
For EMS Limited**

**Date: 19.09.2024
Place: Ghaziabad**

**Sd/-
Nand Kishore Sharma
Company Secretary
M.No. A72046**