



Trading House recognised by Govt. of India

### NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 ('The Act') read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

To  
The Shareholders  
Emmsons International Limited

Notice is hereby given pursuant to the provisions of the Section 110 and all other applicable provisions of the Companies Act, 2013 (**"the Act"**) read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (**"the Rules"**), and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"the SEBI Listing Regulations"**) (including any statutory modifications or re enactments thereof, for the time being in force), and other applicable laws and regulations, if any, that the resolution set out in this notice, is proposed to be passed by the Shareholders of Emmsons International Limited (**"the Company"**) through postal ballot including voting by electronic means (e-voting).

The Board of Directors of the Company has appointed Mr. Saurabh Agrawal, Partner, M/s Saurabh Agrawal & Co., Company Secretaries as the Scrutinizer in accordance with the provisions of the Act & Rules for conducting the postal ballot/e-voting process in a fair and transparent manner.

The Members who desire to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form and return the same duly completed in the enclosed Postage Prepaid self-addressed Business Reply Envelope. Postal Ballot Form(s), if sent by courier or by registered post / speed post at the expense of the Member(s) shall also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given on the self-addressed Business Reply Envelope. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 PM (IST) on Sunday February 14, 2021 to be eligible for being considered, failing which, it will be treated as if no reply has been received from the Member.

In compliance with Regulation 44 of the SEBI Listing Regulations and the provisions of Section 108 and 110 of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is also providing e-voting facility to its Members to enable them to cast their votes electronically instead of depositing/dispatching Postal Ballot Form(s). Members desiring to opt for e-voting are requested to read the instructions in the Notes under the section "Voting through electronic means". The Company has engaged the services of Link Intime India Private Limited ("LIPL") for the purpose of providing e-voting facility to all its Members. Members have the option to vote either through e-voting or Postal Ballot Form.

Reference to postal ballot(s) in this Postal Ballot Notice ("Notice") also includes, votes received electronically and by way of Postal Ballot Form.

The Scrutinizer shall submit his report to the Chairman or to a person authorised by Chairman after the completion of the scrutiny of the postal ballots. The results of Postal Ballot shall be declared at or before 3:00 P.M (IST) on Monday February 15, 2021 at the Company's Registered Office and shall be communicated to the Stock Exchange where the shares of the Company are listed. The results along with Scrutinizer's Report shall also be hosted on the Company's website at [www.emmsons.com](http://www.emmsons.com) & on LIPL website at <http://www.linkintime.co.in> and displayed at Company's Registered Office.

The Resolution, if passed by requisite majority, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms/e-voting i.e. Sunday February 14, 2021.

The statement pursuant to Section 102(1) of the Act setting out all material facts relating to the resolution mentioned in this Postal Ballot notice is appended to the Notice.

**Registered & Admin Office: Flat Number 301, Plot No. 12, Zamrudpur Community Centre, Kailash Colony, New Delhi**



2001-2002/2009-2010

Address: Off : 404 South Delhi House, 12 Zamrudpur Community Centre, Kailash Colony, New Delhi-110048, India

Tel : 2924 7721-25 Fax : 91 11 2924 7730 e-mail : [corporate@emmsons.com](mailto:corporate@emmsons.com) Visit us : [www.emmsons.com](http://www.emmsons.com)

Regd. Office : 2637 (First Floor), Naya Bazar, Delhi-110006, Tel. : 2392 9341, 2392 2810 Fax : 91 11 2392 4234

CIN No. : L74899DL1993PLC053060



1998-1999



## Resolution

**Appointment of M/s B.B Chaudhary & Co. Chartered Accountants(FRN-001784N) as the Statutory Auditors of the Company to fill the casual vacancy caused by resignation of A N S K & Associates, Chartered Accountants (FRN: 026177N).**

To consider and if though fit, to pass the following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of Section 139,142 and other applicable provisions, if any of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactments thereof for the time being in force) B.B. Chaudhary & Co., Chartered Accountants (FRN: 001784N) be and is hereby appointed as the Statutory Auditors of the Company w.e.f. December 4, 2020 to hold the office till the conclusion of the next Annual General Meeting to fill the casual vacancy caused due to resignation of A N S K & Associates, Chartered Accountants (FRN: 026177N).

**RESOLVED FURTHER THAT**the Board of Directors of the Company be and is hereby authorized to fix the remuneration of Statutory Auditors as may be mutually agreed upon in addition to taxes and re-imbursement of out of pocket expenses incurred by them in connection with the audit of the accounts of the Company in line with the prevailing rules and regulations made in this regard.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

By the Order of the Board

For Emmsons International Limited



Anil Kumar Monga

Chairman and Managing Director

DIN: 00249410

Date: 11.01.2021

## NOTES

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) setting out all material facts and reasons for the proposed resolution is annexed hereto and forms part of this notice.
2. The Postal Ballot Notice is being sent to the Members whose names appear in the Register of Members / List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on the cut-off date i.e. on Friday, January 8, 2021. A person who is not a member as on cut-off date shall treat this notice for information purpose only. The Postal Ballot Notice is being sent to Members in electronic form on the e-mail addresses registered with their Depository Participants (in case of electronic shareholding). For Members whose e-mail IDs are not registered, physical copies of the Postal Ballot Notice are being sent by permitted mode along with a postage prepaid self addressed Business Reply Envelope.
3. Members whose names appear in the Register of Members / List of Beneficial Owners as on Friday, January 8, 2021 will be considered for the purpose of voting (including e-voting/ postal ballot). Resolution passed by the Members through Postal Ballot is deemed to have been duly passed as if it has been passed at a General Meeting of the Members.
4. The Members can opt for only one mode of voting, i.e. either by postal ballot or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid.
5. In case a Member is desirous of obtaining a printed postal ballot form or a duplicate, he or she may send an e-mail to delhi@linkintime.co.in or bhalendra.singh@emmsons.com. The Registrar and Share Transfer



Agent / Company shall forward the same along with postage prepaid self-addressed Business Reply Envelope to the Member.

6. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for Postal ballot instead of e-voting are also required to send certified true copy of the Board Resolution / Power of Attorney/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the [delhi@linkintime.co.in](mailto:delhi@linkintime.co.in) or [bhalendra.singh@emmsons.com](mailto:bhalendra.singh@emmsons.com) along with the Postal Ballot Form.
7. A Member cannot exercise his/her vote by proxy on Postal Ballot Form.
8. Material documents referred to in the explanatory statement, if any, shall be available for inspection at Registered Office of the Company during office hours on all working days (Monday to Friday), up to and including the last date of voting through e-voting and receipt of postal ballot form.
9. Voting through electronic means:  
The e-voting period commences on Saturday, January 16, 2021 at 9:00 a.m. (IST) and ends on Sunday, February 14, 2021 at 5:00 p.m. (IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Friday, January 8, 2021 ("the cut-off date") may cast their vote electronically. The e-voting module shall be disabled by LIPL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently. The voting rights of the Members shall be in proportion to the paid-up value of their shares in the equity capital of the Company as on the cut-off date and a person who is not a Member as on the cut-off date should treat this Postal Ballot Notice for information purpose only.

#### 10. PROCEDURE AND INSTRUCTION FOR E VOTING

Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>

**Those who are first time users of LIPL e-voting platform or holding shares in physical mode have to mandatorily generate their own Password, as under:**

► Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details: -

**A. User ID:** Enter your User ID

- Shareholders/members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID

• Shareholders/members holding shares in physical form shall provide Event No + Folio Number registered with the Company

**B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

**C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

**D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

- Shareholders/members holding shares in CDSL demat account shall provide either 'C' or 'D', above
- Shareholders/members holding shares in NSDL demat account shall provide 'D', above
- Shareholders/members holding shares in physical form but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above

► Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

► Click "confirm" (Your password is now generated).

NOTE: If Shareholders/members are holding shares in demat form and have registered on to e-Voting system of LIPL: <https://instavote.linkintime.co.in>, and/or voted on an earlier event of any company then they can use their existing password to login.





2. Click on 'Login' under '**SHARE HOLDER**' tab.
3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.
4. After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
5. E-voting page will appear.
6. Refer the Resolution description and cast your vote by selecting your desired option '**Favour / Against**' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).
7. After selecting the desired option i.e. Favour / Against, click on '**Submit**'. A confirmation box will be displayed. If you wish to confirm your vote, click on '**Yes**', else to change your vote, click on '**No**' and accordingly modify your vote.
8. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as '**Custodian / Mutual Fund / Corporate Body**'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the '**Custodian / Mutual Fund / Corporate Body**' login for the Scrutinizer to verify the same.

**If you have forgotten the password:**

- Click on '**Login**' under '**SHARE HOLDER**' tab and further Click '**forgot password?**'
- Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on '**Submit**'.

- In case shareholders/members is having valid email address, Password will be sent to his / her registered e-mail address.
- Shareholders/members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
- The password should contain minimum 8 characters, at least one special character(@!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

For shareholders/members holding shares in physical form, the details can be used only for voting on the resolutions contained in the Notice.

During the voting period, shareholders/members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Shareholders/members holding multiple folios/demat account shall choose the voting process separately for each of the folios/demat account.

In case shareholders/members have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

**Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act"):**

The Shareholders of the Company in their 24<sup>th</sup> Annual General Meeting held on May 24, 2018 had appointed A N S K & Associates (formerly known as Akhil Mehta & Co.), Chartered Accountants (FRN: 026177N) as the Statutory Auditors of the Company for a period of five years from the conclusion of 24<sup>th</sup> Annual General Meeting until the conclusion of the 29<sup>th</sup> Annual General Meeting.

A N S K & Associates, vide their letter dated September 9, 2020 have informed the Company that due to commercial reasons, they will not be able to continue as the Statutory Auditors of the Company and would like to resign as the Statutory Auditors of the Company w.e.f. September 9, 2020 which has resulted into a casual vacancy in the office of the Statutory Auditors of the Company.





A N S K & Associates have issued their limited review reports on the Company's results for the quarter and half-year ended September 30, 2020.

In view of the above, pursuant to the provisions of Section 139 of the Companies Act, 2013 ("the Act"), the Board of Directors of the Company, on the recommendation of the Audit Committee, at their meeting held on Friday December 4, 2020 approved the appointment of B.B Chaudhary & Co. Chartered Accountants (FRN: 001784N) as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of A N S K & Associates, till the conclusion of next Annual General Meeting of the Company, subject to the approval of the shareholders at such remuneration plus out of pocket expenses and applicable taxes, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

B.B Chaudhary & Co., Chartered Accountants, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the requisite confirmation that, their appointment, if made by the shareholders, will be within the limits prescribed under the Companies Act, 2013. B.B Chaudhary & Co. is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. The Audit firm has valid Peer Review Certificate.

The Board of Directors recommends Ordinary Resolution set out in Notice for approval by the shareholders of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out in the Notice.



**EMMSONS INTERNATIONAL Limited**

**Registered office:** Flat No. 301, Plot No. 12, Zamrudpur Community Centre, Kailash Colony, Delhi - 110048  
(CIN -L74899DL1993PLC053060)

Email id: bhalendra.singh@emmsons.com; Website: www.emmsons.com

**Tel.: +91-9910693324**

**POSTAL BALLOT FORM****Sr. No:**

1	Name & Registered address of the Sole/ First named Member	
2	Name(s) Joint holders, (if any)	
3	Registered Folio No./ DPID No./ Client ID No.	
4	Number of Equity Share(s) held	

I/We hereby exercise my/our vote in respect of the following Special Resolution(s) to be passed through Postal Ballot for the Ordinary business stated in Notice dated 11<sup>th</sup> January, 2021 by sending my/our assent or dissent to the said Resolution by placing the tick mark(✓) in the appropriate box below:

Sl. No.	Item	No. of Shares held	I/We assent to the Resolution Please tick (✓)	I/We dissent to the Resolution Please tick (✓)
1	<b>ORDINARY RESOLUTION:</b> Approval for appointment of M/s B.B Chaudhary & Co., Chartered Accountant (FRN: 001784N) as the statutory auditors of the Company to fill the casual vacancy caused by the Resignation of M/s A N S K & Associates, Chartered Accountant (FRN: 026177N)			

Place:

Date:

(Signature of Member)

(Must be as per specimen signature registered  
With Company/Depository Participant)

**Electronic Voting Particulars**

EVENT NO.	USER ID	PAN/ Sequence Number*

**Note:** Please read the instructions printed overleaf carefully before filling this Form and for e-voting Please refer to the instructions for voting through electronic means provided in the Postal Ballot Notice sent herewith.

\* Applicable to those members who have not updated their PAN with the Company / Depository Participant.



**PLEASE READ THE INSTRUCTIONS CAREFULLY**

1. A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, in the enclosed Postage-Prepaid self-addressed Envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Member will also be accepted.
2. This Form should be completed and signed by the Member (as per the specimen signature registered with the Company/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his absence, by the next named Member.
3. The votes should be cast either in favour or against the resolution (s) by putting the tick (✓) mark in the column provided for assent or dissent. Postal ballot form containing bearing (✓) in both the column will render the form invalid. Duly completed Postal Ballot Form should reach the Scrutinizer **not later than close of working hours i.e. 5.00 p.m. on Sunday February 14, 2021**. All Postal Ballot Forms received after this date will be treated as if reply from such Member(s) has not been received
4. There will be only one Postal Ballot Form for every Folio/Client ID irrespective of the number of Joint Member(s).
5. In case of shares held by companies, trusts, societies, institutional shareholders etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of the Board Resolution/Authority, with the signatures of authorized signatory (ies) duly attested Letter.
6. A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly completed duplicate Postal Ballot Form should reach the Scrutinizer not later than the last date of receipt of Postal Ballot Form, **i.e. 5.00 p.m. on Sunday February 14, 2021**.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members as on cut-off date i.e. **Friday, January 8, 2021**.
8. Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed Postage-Prepaid self-addressed Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
9. The Scrutinizer's decision on the validity of a Postal Ballot will be final and binding.
10. Incomplete, unsigned or incorrect Postal Ballot Forms will be rejected.
11. The e-voting facility will be available from **Saturday January 16, 2021, (09:00 A.M., IST) to Sunday February 14, 2021 (05:00 P.M., IST)**. Please read the instructions of e-voting in the notice of the Postal Ballot.
12. The result of the Postal Ballot will be displayed on the website of the Company: [www.emmsons.com](http://www.emmsons.com) and also published in the newspaper(s) for the information of the Members.