

EMF INNOVATIONS PRIVATE LIMITED

[CIN: U29309TZ2016PTC027538]

Regd. Off.: 2/209 to 2/212 Shasti Building,
Rajiv Gandhi Nagar, Mylampatti Village, Neelambur,
Coimbatore – 641 062, Tamil Nadu

Website: www.emf-i.com; **Email:** sankari@emf-i.com

Tel. No.: +91 98949 04486

NOTICE

The 7th Annual General Meeting of the Company will be held on Tuesday, 4th July 2023 at 11:00 A.M. Indian Standard Time ("IST") through Video Conferencing/Other Audio-Visual Means ("VC/ OAVM") to transact the following business: -

ORDINARY BUSINESS

1. To consider and adopt the annual financial statements of the Company for the financial year ended March 31, 2023 and the Report of the Board and Auditors thereon.
2. To appoint a Director in place of Mr. Hang Xue Yi (DIN 07060360), who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Krishnakumar Srinivasan (DIN 00692717), who retires by rotation and being eligible, offers himself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification(s), the following resolution, as an **Ordinary Resolution** for the appointment of Statutory Auditors: -

"RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm's Registration No. 001076N/N500013) who have confirmed their eligibility for appointment of Statutory Auditors in terms of Section 141 of the Companies Act, 2013 and applicable Rules be and are hereby appointed as Statutory Auditors of the Company to hold office for a period of 5 years, commencing from the conclusion of 7th Annual General Meeting (AGM) till the conclusion of 12th AGM to be held in 2028, on such remuneration as may be approved by the Board of Directors of the Company in addition to applicable taxes and reimbursement of out of pocket expenses incurred by them.

RESOLVED FURTHER THAT the Board of Directors thereof, be and are hereby severally authorised to decide and finalise the terms and conditions of appointment, including the remuneration of the Statutory Auditors."

SPECIAL BUSINESS

5. To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as **Special Resolution** for an increase in borrowing power in terms of section 180(1)(c) of the Companies Act, 2013

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and the Article of Association of the Company, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (herewith referred to as the “Board” which expression shall also include a Committee thereof), to borrow money exceeding the paid-up share capital of the Company, its free reserves, and securities premium (if any), provided that the total amount up to which monies may be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company’s Bankers in the ordinary course of business) shall not exceed, at any time, the sum of Rs. 20 Crore on such terms and conditions as the Board may deem fit from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper or incidental for the purpose of giving effect to this resolution”.

6. To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as **Special Resolution** for approval to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company in terms of section 180 (1)(a) of the Companies Act, 2013:

“RESOLVED THAT pursuant to Section 180(1) (a) and other applicable provisions, if any of the Companies Act 2013, and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), as amended from time to time, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any committee thereof for the time being exercising the powers conferred on the Board by this resolution) to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including creation, mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may determine, to or in favour of any financial institution, investment institutions and their subsidiaries, banks, mutual funds, other bodies corporate or any other entities and trustees for the holders of debentures/bonds and/or other instruments which may be issued on private placement basis or otherwise, to secure loans, debentures, bonds working capital facilities and other instruments in any currency, together with the interest thereon at the agreed rates, further interest liquidated damages, premium on pre-payment or on redemption, costs charges, expenses and all other moneys payable by the Company in relation to such loans, debentures, bonds, working capital facilities and other instruments.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, desirable and expedient in its absolute discretion and as may be deemed necessary in this regard and to give, from time to time, such directions as may be necessary, expedient, usual or proper or incidental for the purpose of giving effect to this resolution".

7. To consider and, if thought fit, to pass, with or without modification(s), the following Resolutions as **Special Resolution** for an increase in the threshold of giving loans/ guarantees, providing securities and making investments in securities under section 186 of the Companies Act, 2013:

"RESOLVED THAT pursuant to provisions of Section 186 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modifications or re-enactments thereof for the time being in force), as amended from time to time, the consent of the Members be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

1. give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person(s), body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any Body Corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate

in excess of the limits prescribed under Section 186 of the Act but subject to a maximum limit which should not exceed at any time an aggregate sum of Rs. 20 Crore.

RESOLVED FURTHER THAT Board of Directors of the company be and is hereby authorized to negotiate and finalize the terms and conditions of the said investments, loans, guarantees, and provision of security on behalf of the Company as it may deem fit in the interest of the Company, to take all such actions and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications and such investments, loans, guarantees and provisions of the security and generally to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution."

**By the Order of the Board
For EMF Innovations Pvt. Ltd.**

Place: Coimbatore
Date: 8.5.2023

(ANICODE SHEEJA)
Company Secretary
(Membership No.: A68406)

NOTES TO NOTICE OF MEETING

1. The relevant details of persons seeking appointment/re-appointment relating to Item Nos. 2 & 3 of the Notice are annexed.
2. General Instructions for accessing and participating in the **7th AGM through VC/OAVM and voting through electronic means:** -
 - i) In terms of General Circular Nos. 14/2020, 17/2020, 20/2020, 10/2022 and 11/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 28th December 2022 and 28th December 2022 respectively, issued by the Ministry of Corporate Affairs ("MCA Circulars"), the 7th AGM of the Company is being conducted through VC/OAVM, which does not require physical presence of members at a common venue. The deemed venue for the 7th AGM shall be the Registered Office of the Company i.e. 2/209 to 2/212 Shasti Building, Rajiv Gandhi Nagar Mylapatti Village, Neelambur, Coimbatore – 641 062.
 - ii) Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice.
 - iii) Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting. The details of the Zoom Meeting link to join the AGM will be provided to the registered email id of the Members.
 - iv) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - v) A member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the above circulars through VC/OAVM, the facility for the appointment of proxies by the members will not be available. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members may be appointed for the purpose of voting through remote e-voting or for participation and voting in the meeting held through VC/OAVM.
 - vi) The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, setting out material facts relating to the business at items 5 to 7 of the Notice is annexed hereto.
 - vii) In case of any doubts or clarification, the members are requested to contact Mr. T.P. Sivasankari, Managing Director of the Company, through e-mail: sankari@emf-i.com.

EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

ITEM NO. 5 & 6:

Keeping in view the Company's existing and future financial requirements to support its business operations, the Company needs additional funds. For this purpose, the Company is desirous of raising finance from issuance of NCDs/Private Placement of securities/any other instruments/ obtaining loans from Banks and/or Financial Institutions and/or any other lending institutions and/or Bodies Corporate and/or such other persons/ individuals as may be considered fit.

Therefore, it is proposed to increase the maximum borrowing limits which shall not exceed at any time an aggregate of Rs. 20 Crore. Pursuant to Section 180(1)(c) of the Companies Act, 2013, borrowing more than the aggregate amount of the paid-up capital of the Company, its free reserves and securities premium reserve, if any at any time requires the consent of the members of the Company in a general meeting. In order to facilitate securing the borrowing made by the Company, it would be necessary to create a charge on the assets or whole of the undertaking of the Company in such manner as the Board may determine. The Board at its meeting held on 8.5.2023 has approved to Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013 to Rs. 20 Crore and the Board now seeks Members' approval for the same.

Further, the Board at its meeting held on 8.5.2023 has also approved the authorisation to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company including creation, mortgages, charges and hypothecations as may be necessary on such of the assets of the Company, both present and future, in such manner as the Board may determine and the Board now seek Members' approval for the same.

Accordingly, the Board recommends the proposed resolution set out in Item No. 5 & 6 for the approval of the members by way of Special Resolution.

None of the Directors and their relatives is interested in this resolution.

ITEM NO. 7:

Section 186 of the Companies Act, 2013 permits the Company to invest the funds of the Company in shares and securities of any other body corporates in excess of 60% of the aggregate of the paid-up share capital and free reserves and securities premium account of the Company or 100% of its free reserves and securities premium account of the Company, whichever is more if the same is approved by the members of the Company.

In view of the new investment opportunities which may come up in the near future, it is proposed to increase in the threshold of giving loans/ guarantees, providing securities and making investments in securities under section 186 of the Companies Act, 2013 for an amount that should not exceed Rs. 20 Crore at any point of time.

The Board at its meeting held on 8.5.2023 has approved to increase in the threshold of giving loans/guarantees, providing securities and making investments in securities under section 186 of the Companies Act, 2013 to Rs. 20 Crore and the Board now seeks Members' approval for the same.

Accordingly, the Board recommends the proposed resolution set out in Item No. 7 for the approval of the members by way of Special Resolution.

None of the Directors and their relatives is interested in this resolution.

INSPECTION OF DOCUMENTS

The draft altered Memorandum and Articles of Association of the Company is available for inspection at the registered office of the Company between 9:00 A.M. to 5:00 P.M. on any working day prior to the Meeting.

By the Order of the Board
For **EMF Innovations Pvt. Ltd.**

Place: Coimbatore
Date: 8.5.2023

(ANICODE SHEEJA)
Company Secretary
(Membership No.: A68406)