



EMKAY TAPS AND CUTTING TOOLS LTD.

Registered Office & factory Address: B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 (India)

CIN: L29220MH1995PLC091091

Telephone Nos.91-07104-232040, 237584 E-mail: emkaytools@gmail.com

NOTICE OF 21st AGM TO MEMBER'S

NOTICE is hereby given that **Annual General Meeting** of the Members of Emkay Taps And Cutting Tools Limited will be held on Saturday September 10, 2016 at 12:30 p.m. at the Registered Office of the Company i.e. "Plot no. B-27/B-27/1, M.I.D.C. Hingna, Industrial Estate, Nagpur-440016, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors' thereon.
2. To consider re-appointment of Mrs. Alka Ajayprakash Kanoria (DIN: 00041346), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment;
3. To ratify the appointment of the auditors of the Company, and to fix their remuneration and pass the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, and rules made there under, as amended from time to time and in consideration of the recommendation of the audit committee of the Board of Directors, the appointment of M/s. Vijay Agarwal & Co., Chartered Accountants, (FRN No. 138350W), who were appointed as Statutory Auditors of the company at the 19th Annual General Meeting held on 30th September, 2014, to hold office from conclusion of 19th AGM until conclusion of 24th AGM be and is hereby ratified and confirmed from the conclusion of 21st AGM till the conclusion of 23rd AGM and that the Board of Directors be and is hereby authorised to fix their remuneration for the Financial Year 2016-17, as may be determined by the audit committee in consultation with Auditors."

SPECIAL BUSINESS:

4. Appointment of Mr. P. Ramachandran as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modifications the following Resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. P. Ramachandran (holding DIN: 07575222), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 10, 2016 and whose office shall not be liable to determination by retirement of directors by rotation.

Date: August 8, 2016

Place: Nagpur



By the Order of Board
For EMKAY TAPS AND CUTTING TOOLS LIMITED

S. Sohane
Shruti Sohane
Company Secretary & Compliance Officer



EMKAY TAPS AND CUTTING TOOLS LTD.

Registered Office & factory Address: B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 (India)

CIN: L29220MH1995PLC091091

Telephone Nos.91-07104-232040, 237584 E-mail: emkaytools@gmail.com

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER.
2. Proxy form, in order to be effective, must be received at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting.
3. For attendance & proxy form please refer page no. of this Annual Report.
4. Corporate members intended to send their authorized representatives to attend the meeting are requested to send the Company a certified copy of Board resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members/Proxy holders are requested to bring their copy of Annual Report and Attendance slip sent herewith, duly filled-in for attending the Annual General Meeting.
6. In accordance with the provisions of section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company will remain close from September 7, 2016 to September 10, 2016 (both days inclusive).
7. The Shareholders are requested to notify changes of their address immediately to the Registrars & Transfer Agent **Bigshare Services Pvt. Ltd.** The Company or its registrar will not act on any request received directly from the shareholder holding shares in electronic form for any change of bank particulars or bank mandate. Such changes are to be advised only to the Depository Participant by the Shareholders.
8. Members are requested to intimate their Email IDs for correspondence and quicker response to their queries.
9. Brief resume of Directors seeking appointment/reappointment including nature of their expertise in specific functional areas and names of companies in which they hold directorship and membership /chairmanship of Board Committees, as stipulated under clause 52 of the Listing Agreement with the Stock Exchanges, is given in "Annexure I"
10. Explanatory Statement containing brief profile of Mr. P. Ramachandran, the candidature to be appointed as director is given in "Annexure II".
11. Map for AGM venue is given below:





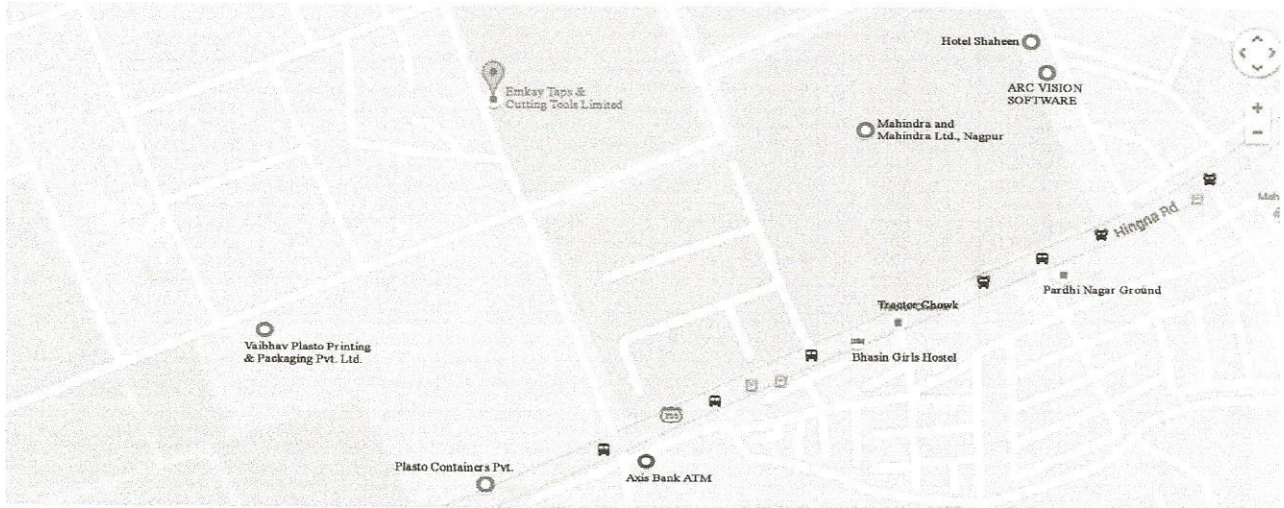
EMKAY TAPS AND CUTTING TOOLS LTD.

Registered Office & factory Address: B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 (India)

CIN: L29220MH1995PLC091091

Telephone Nos.91-07104-232040, 237584 E-mail: emkaytools@gmail.com

MAP FOR AGM VENUE



Emkay Taps & Cutting Tools Limited





EMKAY TAPS AND CUTTING TOOLS LTD.

Registered Office & factory Address: B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 (India)

CIN: L29220MH1995PLC091091

Telephone Nos.91-07104-232040, 237584 E-mail: emkaytools@gmail.com

ANNEXURE I

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING

Name	Alka Ajayprakash Kanoria
DIN No.	00041346
Date of Birth	August 04, 1959
Appointed on	15/12/2000*
Qualifications	Bachelor's Degree of Science
Brief Profile	Mrs. Alka Ajayprakash Kanoria presently designated as the Whole-time Director of the Company. With her strong management skills, she handles the administrative office in a very planned and systematic manner. She was appointed as the Director of our Company on December 15, 2000 and designated at current position w.e.f. July 17, 2008.
Directorship held in other Public (excluding private companies)	None
Membership/ Chairmanship Of Committees in other Companies	None
No of Shares held in the Company (as on date)	1,87,365
Relationship with other directors	Wife of Mr. Ajayprakash Kanoria, Chairman & Managing Director of the Company.

*Appointed as Whole-time Director of the Company as on December 12, 2000 and her tenure as Whole-time Director is fixed for 5 Years w.e.f April 1, 2014 and as per the Articles of Association of the Company is liable to retire by rotation under Section 152(6) of the Companies Act, 2013.





EMKAY TAPS AND CUTTING TOOLS LTD.

Registered Office & factory Address: B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 (India)

CIN: L29220MH1995PLC091091

Telephone Nos.91-07104-232040, 237584 E-mail: emkaytools@gmail.com

ANNEXURE II

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF THE NOTICE:

ITEM NO. 4

Mr. P.C. Ramachandran has done Diploma in Mechanical Engineering in 1962 from Government Polytechnic College, Kannur, kerala state.

He has very wide experience in Machine Tool Industry. He has worked in HMT for about 16 years and thereafter was a freelance Machine Tool Service Consultant for more than 9 years.

Presently he is engaged in marketing of various machine tools and representing companies like BFW-Bangalore, Gee Dee Weiler - Coimbatore, PSG Coimbatore, etc.

He has got vast experience in selection of machines and maintenance of various taps on machine tools.

The Company has received a notice under Section 160 of Companies Act, 2013 along with requisite deposit from Mr. Ajayprakash Kanoria signifying his intention to propose candidature of Mr. P. Ramachandran for being appointed as an Independent Director of the Company.

Mr. P. Ramachandran is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Independent Director.

In the opinion of the Board, he fulfills the conditions specified in Section 149(6) of Companies Act, 2013 and rules made thereunder for his appointment as Independent Director of the Company and is Independent of the Management of the Company. Copy of draft letter for appointment of Mr. P. Ramachandran setting out the terms and conditions would be available for inspection without any fee by the Members at the Registered Office of the Company during normal business hours on any working day.

The Board recommends the Resolution at Item No. 4 of the accompanying Notice for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. P. Ramachandran, the appointee, is concerned or interested in the Resolution at Item No. 4 of the accompanying Notice.

Date: July 30, 2016

Place: Nagpur



By the Order of Board
For EMKAY TAPS AND CUTTING TOOLS LIMITED

S. Sohane

Shruti Sohane
Company Secretary & Compliance Officer