



EMKAY TOOLS

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

Notice of 23rd Annual General Meeting

Dear Member(s),

Notice is hereby given that 23rd Annual General Meeting of the Members of Emkay Taps and Cutting Tools Limited scheduled to be held on Saturday September 15, 2018 at 11.00 am 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 businesses:

ORDINARY BUSINESS

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors' thereon.
2. To consider declaration of Final Dividend as recommended by the Board for F.Y. 2017-18 of Rs. 3/- per share.
3. 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. For details of Director seeking re-appointment at the Annual General Meeting please refer Annexure I to the Notice.
4. To appoint the auditors of the Company, and to fix their remuneration;

Consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, Section 142 and other applicable provisions of the Companies Act, 2013, and rules made there under, as amended from time to time and pursuant to the proposals of the audit committee of the Board and recommendation of the Board, M/s P.S. THAKARE & CO., Peer Reviewed Chartered Accountants from Nagpur be and is hereby appointed as the Statutory Auditor for a term of five financial years starting from F.Y. 2018-2019 TO F.Y. 2022-2023 i.e. from the conclusion of 23rd AGM till the conclusion of 28th AGM of the Company and Directors of the Company be and is hereby authorized to fix their remuneration from time to time in consultation with the Audit Committee of the Board;

RESOLVED FURTHER THAT Mr. Ajayprakash Kanoria, Chairman and Managing Director of the Company be and is hereby authorised to file necessary form with Registrar of Companies and to do all such act, deeds and things as may be considered necessary to give effect to the above said resolution."

For Brief Profile of the Auditor recommended by the Board refer Annexure to the Notice.

SPECIAL BUSINESS

5. To consider increase in Authorised Capital of the Company from Rs. 2 crores to Rs. 12 crores by creation of additional 1,00,00,000 shares of Rs. 10/- and consequent with this increase alteration in clause (V) of the memorandum of association of the Company.





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Consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

“RESOLVED THAT pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013, including any amendment thereto or re-enactment thereof, and the rules framed there under, the consent of the members of Company be and is hereby accorded to increase Authorized Share Capital of the Company from existing Rs. 20,000,000 (Rupees Two Crore only) to Rs. 120,000,000 (Rupees Twelve Crores only) divided into 120,00,000 (One Crore Twenty Lakhs) Equity shares of Rs. 10/- (Rupees Ten each) by creating of an additional 10,000,000 (Rupees One Crore) Equity Shares of Rs. 10/- (Rupees Ten each), ranking pari passu with the existing share capital of the Company;

RESOLVED FURTHER THAT as a result of increase in the Authorized Share Capital of the Company, clause (V) of the Memorandum of Association of the Company be and is hereby altered accordingly.

FURTHER RESOLVED THAT Mr. Ajayprakash Kanoria, the Chairman & Managing Director of the company be and is hereby authorised to do all the acts and deeds as may necessary to give effect to the above resolution.”

6. To consider and make Bonus Issue in the ratio of 5:1 (i.e. 5 equity shares to be issued for every one equity share held) to the existing shareholders as recommended by the Board of Directors.

“RESOLVED THAT pursuant to Section 63 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules made thereunder, Articles 191 to 193 of the Articles of Association of the Company, provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory amendment(s) or modification(s) thereto or enactment(s) or re-enactment(s) thereof for the time being in force, to the extent notified and in effect and subject to such approvals, consents, sanctions, permissions and provisions of other applicable laws, regulations, rules, directions, guidelines and such other regulatory authority(ies) concerned, from time to time, to the extent applicable and on such terms, conditions, stipulations and modifications as may be prescribed, imposed or suggested while granting such approvals, the consent and approval of the members of the company be and is hereby accorded to capitalize a sum not exceeding Rs. 8,89,27,500 crores (Rupees Eight crore eighty nine lakhs twenty seven thousand five hundred only) out of the Free Reserves of the Company, as appropriate, for the Financial year ended March 31, 2018, and accordingly the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any Committee or authorized person(s) which the Board has constituted or appointed to exercise its powers, as the case may be, including the powers, conferred by this Resolution) be and is hereby authorized to appropriate the said sum for distribution to and amongst the members of the Company, whose names appear in the Register of Members maintained by the Registrar and Transfer Agent of the Company and the List of Beneficial Owners as received from the National Securities Depository Limited and Central Depository Services (India) Limited on September 25, 2018 (to be referred as “Record Date”) as fixed in this regard by the Board in accordance with law and to apply the said sum in paying up in full a maximum of 88,92,750 Equity Shares (“the Bonus Shares”) of the Company of Re.10/- each (Rupee Ten only) at par, to be allotted, distributed and credited as fully paid-up to and amongst the members in the proportion of five bonus shares for every One existing fully paid up equity shares held by them respectively as on the Record Date and that the Bonus Shares so distributed, for all purposes, be treated as an increase in the nominal amount in the Capital of the Company by each members.





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RESOLVED FURTHER THAT the Bonus Shares so allotted shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company and shall rank pari passu in all respect with the existing fully paid up Equity Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Bonus Shares on the Stock Exchanges where the Equity Shares of the Company are listed, in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable Rules and Regulations;

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things and to give such directions as may be necessary or expedient and to settle any question or difficulty that may arise in relation thereto, decide the exact number of Bonus Shares to be issued based on the Paid up capital of the Company as obtaining on the Record Date and to delegate all such powers granted hereunder to a Committee of Directors and / or Company Secretary or any other officer(s) of the Company, as may deem fit or desirable and their decision shall be final and binding.

7. Re-Appointment of Mr. Ajayprakash Kanoria as Managing Director of the Company;

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other consents and permission as may be necessary, variations as may be approved and acceptable by the Members of the Company, approval be and is hereby accorded for the re-appointment of Mr. Ajayprakash Kanoria (DIN: 00041279) as Managing Director of the Company, for a period of 5 (five) years with effect from April 1, 2019 to March 31, 2024 with existing terms and conditions of remuneration i.e. payment of remuneration of 5% of net profit calculated in accordance with Section 198 of the Act, subject to remuneration of INR 3,00,000.00 (Indian Rupees Three Lakhs Only) per month plus 3% of net profit subject to maximum of 5% of net profit (calculated as per section 198 of the Companies Act, 2013, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mr. Ajayprakash Kanoria, whose office will be liable to determination by retirement by rotation;

RESOLVED FURTHER THAT the Board of Directors, be and is hereby also authorized to take such steps, actions and do things, deeds, matters as may be required or are necessary so as to give effect to this Resolution."

For Brief Profile of Managing Director refer Annexure to the Notice.

8. Re-Appointment of Mrs. Alka Ajayprakash Kanoria as Whole Time Director of The Company;

To Consider and if thought fit, to pass with or without modification(s) the following resolution as an ordinary resolution:

"RESOLVED THAT pursuant to provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act 2013, as amended from time to time thereto and the Articles





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of Association of the Company and all applicable guidelines issued by the Central Government from time to time and subject to such other consents and permission as may be necessary, variations as may be approved and acceptable by the Members of the Company, approval be and is hereby accorded for the re-appointment of Mrs. Alka Ajayprakash Kanoria (DIN: 00041346) as Whole Time Director of the Company, for a period of 5 (five) years with effect from April 1, 2019 to March 31, 2024 with existing terms and conditions of remuneration i.e. payment of remuneration of 5% of net profit calculated in accordance with Section 198 of the Act, subject to remuneration of INR 1,00,000.00 (Indian Rupees One Lakhs Only) per month plus 2% of net profit subject to maximum of 5% of net profit (calculated as per section 198 of the Companies Act, 2013, with authority to the Board of Directors to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board of Directors and Mrs. Alka Ajayprakash Kanoria, whose office will be liable to determination by retirement by rotation;

RESOLVED FURTHER THAT the Board of Directors, be and is hereby also authorized to take such steps, actions and do things, deeds, matters as may be required or are necessary so as to give effect to this Resolution."

For Brief Profile of Whole-time Director refer Annexure to the Notice.

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

Nagpur, Saturday August 18, 2018



S. Sohane
Shruti Sohane

Company Secretary & Compliance Officer

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 her/him and a proxy need not be a member of the Company.
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. 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.
4. Members, Proxies and Authorised Representatives are requested to bring to the meeting their copy of Annual Report, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
5. The Explanatory Statement as required under the provisions of section 102 of the Companies Act, 2013 is provided with this notice for the special business to be transacted at the meeting.
6. If the Final Dividend, as recommended by the Board of Directors, is approved at the AGM, payment of such dividend will be made on Tuesday, September 25, 2018 to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) as of the close of business hours on Friday September 07, 2018 for the purpose of final dividend declaration and distribution, if any.
7. 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, 2018 to September 15, 2018 (both days inclusive) for the purpose of 23rd AGM and Final dividend for F.Y. 2017-18.
8. If the issue of Bonus shares, as recommended by the Board of Directors, is approved at the AGM, allotment shall be made to all Beneficial Owners in respect of shares held in dematerialized form as per the data as may be made available by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited



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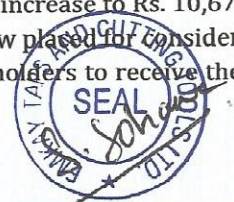
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- (CDSL) as of the close of business hours on Tuesday September 25, 2018 to be called as "Record Date" for the purpose of Issue of Bonus shares, if any.
9. Members wishing to claim dividends for F.Y. 2016-17, which remain unclaimed, are requested to correspond with Bigshare Services Pvt. Ltd. Registrar & Share Transfer Agent. Members are requested to note that dividends not claimed within seven years from the date of the transfer to the Company's Unpaid Dividend Account, will as per Section 124 of the Companies Act, 2013 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education and Protection Fund.
 10. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their depository participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents [Bigshare Services Pvt. Ltd.](#) to provide efficient and better services.
 11. The Notice of the AGM along with the Annual Report 2017-18 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode. Members may note that this Notice and the Annual Report 2017-18 will also be available on the Company's website viz. www.emkaytapsandtools.com
 12. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs and ensure that the same is also updated with their respective demat account(s). The registered e-mail address will be used for sending future communications.
 13. As per Notification issued by Ministry of corporate Affairs dated March 19, 2015 with reference to the Companies (Management and Administration) Rules, 2014, Companies covered under Chapter XB and XC as per SEBI (ICDR) Regulations, 2009 will be exempted from E-voting provisions. Company is covered under Chapter XB and is listed on SME platform of NSE EMERGE. Hence, company is not providing E-voting facility to its shareholders.
 14. As per the Notification issued by SEBI dated September 2, 2015 under SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 the compliance with the corporate Governance Provisions shall not apply in respect of the Listed Entity which has listed its specified securities on the SME Exchange.
 15. Ministry of Corporate Affairs has notified Amendment Companies Act, 2017 on January 3, 2018 and with that though the Ministry from time to time has notified various sections of the Amendment Act 2017 but there is lack of clarity with compliance of some interlinked sections since all the amendment sections are yet to be notified. Thus the Management has opted to comply with the provisions and disclosures as applicable in FY 2016-17 which have been or in process of abolition pursuant to the said notification of amendment Act. Company is always committed to good corporate governance and believes and practice due compliance with the applicable provisions.
 16. Map for 23rd AGM venue is given at the end of this Annual Report.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.5 & 6:

The equity shares of the Company are listed and actively traded on National Stock Exchange of India Limited, EMERGE SME Platform. The operations and performance of the Company has grown notably over the past few years. The market price of the Company's shares has also increased significantly. Over the period of time the Company have created free reserves to a considerable extent out of its distributable profits and the balance in reserves and surplus as on March 31, 2018 is Rs. 102.15 crores. With a view to share a part of the Company's free reserves, the Board of Directors of the Company in their meeting held on August 18, 2018 has recommended issue of bonus shares in the ratio of 5:1 (i.e. 5 equity shares to be issued for every one equity share held), subject to the approval of Shareholders. The issue of bonus shares, by way of capitalizing reserves, is authorized by the Company's Articles of Association. The paid-up capital as on date of ensuing AGM i.e. September 15, 2018 is Rs.1,77,85,500/-. An amount of Rs. 8,89,27,500 crores (Rupees Eight crore eighty nine lakhs twenty seven thousand five hundred only), from the free reserves is required to be capitalized for the issue of bonus shares in the ratio of 5:1 (i.e. 5 equity shares to be issued for every one equity share held). After the bonus issue, the paid-up share capital would increase to Rs. 10,67,13,000 crores. The proposal for capitalization of the said reserves and issue of bonus shares is now placed for consideration and approval of the members. The Record Date for determining the eligibility of the shareholders to receive the said bonus shares





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as fixed by the Board is September 25, 2018. The Board of Directors recommend for approval of members the capitalization of reserves and issue of bonus shares as proposed. Presently, the Authorized Share Capital of your Company is Rs.2,00,00,000/- (Rupees Two Crores only) divided into 20,00,000 (Twenty Lakhs Only) Equity Shares of Re. 10/- (Rupee Ten only) each. To implement the issue of bonus shares in the above ratio, the Board of Directors also considered increasing the Authorised Share Capital of the Company from Rs.2 crores to Rs.12 crores by creation of additional 1,00,00,000 (One Crores Only) Equity Shares of Re. 10/- each. In view of the same, it is necessary to amend Clause V of Memorandum of Association to increase the Authorised Share Capital from Rs.2 crores to Rs.12 crores by placing an ordinary resolution for consideration and approval of the members. In terms of the applicable provisions of the Companies Act, 2013, the increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and issue of Bonus shares, require approval of the Members of the Company. Accordingly, the resolutions at item nos. 5 and 6 of the Notice, seeks approval of the Members for increase in Authorised Share Capital and consequential changes in Clause V of the Memorandum of Association of the Company and to issue of Bonus shares in the ratio of 5:1 (i.e. 5 equity shares to be issued for every one equity share held).

The Directors recommend the Resolution(s) at item nos. 5 and 6 of the Notice, for the approval of the Members of the Company by way of Ordinary Resolutions. The relevant documents referred in respect of the said items including draft memorandum of association depicting aforesaid changes in capital clause of memorandum of association are open for inspection by the members at the Registered Office of the Company on all working days during 11 a.m to 01.00 p.m up to the date of the meeting and also at the meeting.

The Directors / Key Managerial Personnel or their relatives are concerned or interested, to the extent of their shareholding in the Company, if any, in the resolutions set out at item nos. 5 and 6 of the notice.

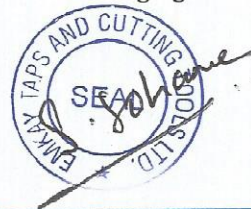
Item No.: 7

Mr. Ajayprakash Kanoria had been appointed as Managing Director of the Company on July 17, 2008 and further his term of appointment as Managing Director had been revised for a period of 5 years with effect from 1st April, 2014 pursuant to provisions of Companies Act, 2013. The existing term of appointment of Mr. Ajayprakash Kanoria, Managing Director of the Company expires on 31st March 2019. The Board of Directors, at its meeting held on August 18, 2018, subject to the approval of the Members, has considered and approved the re-appointment of Mr. Ajayprakash Kanoria as Managing Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from April 1, 2019 to March 31, 2024.

Further based on the result of the performance evaluation and the needs of the Company, the Nomination and Remuneration Committee of the Board has recommended that his continued association as Managing Director, would be of immense benefit to the Company and it is desirable to continue to avail his services as the Managing Director of the Company. Therefore, the Board proposes to seek approval of the Members of the Company, on the following terms and conditions including remuneration:

a. Designation	Managing Director
b. Remuneration	Rs. 3,00,000/- per month plus 3% of the Net Profit subject to maximum of 5% of net profit
c. Revision of remuneration	Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof.

Mr. Ajayprakash Kanoria is not disqualified from being re-appointed as a Managing Director of the Company in terms of Section 164 of the Act.





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Brief profile along with other particulars of Mr. Ajayprakash Kanoria, as required under provisions of Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice.

Mr. Ajayprakash Kanoria is a husband of Mrs. Alka Kanoria, Whole Time Director of the Company.

Approval of Members is solicited for re-appointment and payment of remuneration to Mr. Ajayprakash Kanoria, as Managing Director, in terms of applicable provisions of the Act.

The Directors recommend the resolution as set out at Item No. 7 of the accompanying Notice for the approval of Members.

Except, Mr. Ajayprakash Kanoria and Mrs. Alka Kanoria, and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution.

Item No.: 8

Mrs. Alka Kanoria had been appointed as Whole Time Director of the Company on and further her term of appointment as whole-time director had been revised for a period of 5 years with effect from 1st April, 2014. The existing term of appointment of Mrs. Alka Kanoria, Whole Time Director of the Company expires on 31st March 2019. The Board of Directors, at its meeting held on August 18, 2018, subject to the approval of the Members, has considered and approved the re-appointment of Mrs. Alka Kanoria as Whole Time Director of the Company, liable to retire by rotation, for a period of 5 (Five) years with effect from April 1, 2019 to March 31, 2024.

Further based on the result of the performance evaluation and the need of the Company, the Nomination and Remuneration Committee of the Board has recommended that her continued association would be of immense benefit to the Company and it is desirable to continue to avail her services as the Whole-time Director of the Company. Therefore, the Board proposes to seek approval of the Members of the Company, on the following terms and conditions including remuneration:

a.	Designation	Whole-time Director
b.	Remuneration	Rs. 1,00,000/- per month plus 2% of the Net Profit subject to maximum of 5% of net profit
c.	Revision of remuneration	Revision may be considered by the Board from time to time subject to limits set out in the Companies Act, 2013 and Schedule V thereof.

Mrs. Alka Kanoria is not disqualified from being re-appointed as a Whole-time Director of the Company in terms of Section 164 of the Act.

Brief profile along with other particulars of Mrs. Alka Kanoria, as required under provisions of Regulation 36(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is attached as annexure to this Notice.

Mr. Alka Kanoria is wife of Mr. Ajayprakash Kanoria, Managing Director of the Company.

Approval of Members is solicited for re-appointment and payment of remuneration to Mrs. Alka Kanoria, as Whole Time Director, in terms of applicable provisions of the Act.





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The Directors recommend the resolution as set out at Item No. 8 of the accompanying Notice for the approval of Members.

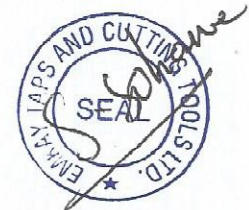
Except, Mrs. Alka Kanoria and Mr. Ajayprakash Kanoria, and their relatives, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution.

ANNEXURES TO NOTICE OF 23RD AGM

Details of Director seeking re-appointment at the 23rd 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 July 17, 2008 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.





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Profile of Managing Director and Whole-time Director for renewal of term for another five years

NAME	AJAYPRAKASH KANORIA, Managing Director
DIN No.	00041279
Date of Birth	May 13, 1957
Appointed on	July 27, 1995*
Qualifications	Bachelor of Commerce, CA(Intermediate)
Brief Profile	Mr. Ajay Kanoria aged about 60 years was born and brought up at Nagpur and he is a commerce graduate and CA Inter by qualification. He is Chairman and managing director in Emkay Taps and Cutting Tools Limited and has an experience of around 38 years. He got his technical experience from his father when he joined his family business. With his strategic planning and strong business development attitude he has contributed a lot towards the growth of company. He functionally handles the overall business affairs of the company. He is very particular about the Quality of product right from beginning which is very well appreciated by all customers.
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)	1,02,375
Relationship with other directors	Husband of Mrs. Alka Kanoria, Whole-time Director of the Company.

NAME	ALKA AJAYPRAKASH KANORIA, Whole-time director
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 Chairman and Managing Director of the Company as on July 17, 2008 and his tenure as Chairman and Managing 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.

*Appointed as Whole-time Director of the Company as on July 17, 2008 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.





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Brief Profile of the Audit Firm recommended by the Board for appointment as the Statutory Auditor

(For Appointment as Statutory Auditor of Listed Company under the Provisions of Companies Act, 2013 and SEBI (LODR) Reg., 2015)

1. Name of Auditor Firm: P S Thakare & Co.
2. Address of the Auditor's Firm: Indo Unique Plaza, Opp. Bole Petrol Pump, VIP Road, Civil Lines, Nagpur 440001
3. Category of Auditor: Partnership Firm
4. Membership number of Auditor's Firm's Registration number: 128572W
5. Whether the appointment of auditor is within the limits of twenty companies as specified in sub Section 3(g) of Section 141: Yes
6. Whether the auditor/auditor firm is eligible under Sec. 141 of the CA, 2013: Yes
(Eligibility and consent for appointment as statutory auditor dated 10th May 2018 given to the Board.)
7. Whether the auditor or auditor firm has been subject to peer review examination of ICAI, Delhi: Yes
8. Brief profile of the Firm:

Founded in 1982 by Late CA P. S. Thakare, P. S. Thakare & Co. has grown to become one of Maharashtra's leading firms of Chartered Accountants. Located in Mumbai and Nagpur, our offices are easy to access and thrive in the most active business areas. We are committed to creating value for clients by delivering exceptional services, building strong relationships, and providing valuable advice.

Our services include consultancy for State and Central Government subsidies, audit, accounting, tax, internal audit, company secretarial, business consultancy and corporate finance. Our client base spans across several large sized multinational companies, small to medium sized companies and even proprietor owned businesses. Our clientele represents industry sectors such as steel and power, cement, textile, technology, food processing, defence, consumer appliances, automobiles, aluminium, industrial machinery, and healthcare. We specialize in advising clients about availing State and Central Government subsidies to new and expansion units in Maharashtra. We boast an extremely strong portfolio of clients who have availed our services across Maharashtra.





EMKAY TOOLS

23rd Annual General Meeting

ATTENDANCE SLIP

EMKAY TAPS AND CUTTING TOOLS LIMITED

CIN: L29220MH1995PLC091091

Address of the registered office and contact details: Plot No B-27 and B-27/1, MIDC HINGNA, INDUSTRIAL ESTATE, NAGPUR-440016 MH IN
Tel Ph.: 07104-237584 Email: investors@emkaytapsandtools.com

DP ID: _____

Client ID: _____

Registered Folio No.: _____

No. of Shares: _____

Name(s) and Address of the Shareholder/Proxy in full:

I certify that I am a shareholder / proxy of the shareholder of the Company. I/We hereby record my/our presence at the 23rd Annual General Meeting of the Company being held on Saturday September 15, 2018 at 11.00 am at B-27 7 B-27/1 M.I.D.C. Hingna, Industrial Estate at Nagpur-440016.

Signature of Shareholder / Proxy

Note: Please fill in Attendance Slip and hand it over at the Entrance of the Hall.



EMKAY TOOLS

23rd Annual General Meeting

FORM NO. MGT-11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L29220MH1995PLC091091
 Name of the company: : **EMKAY TAPS AND CUTTING TOOLS LIMITED**
 Registered office: : B-27 7 B-27/1 M.I.D.C. Hingna,
 Industrial Estate, Nagpur-440016.
 Tel. No. 07104-237584
 www.emkaytapsandtools.com

Name of the Member(s) :

Registered Address :

Email id :

Folio No/ DP Id/Client Id :

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____
 Address: _____
 Email Id: _____

Signature: _____ or failing him/her

2. Name: _____
 Address: _____
 Email Id: _____

Signature: _____ or failing him/her

3. Name: _____
 Address: _____
 Email Id: _____

Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 23rd Annual General Meeting of the Company being held on **Saturday September 15, 2018 at 11.00 am** at The Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:



EMKAY TOOLS

ORDINARY BUSINESS

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2018 together with the Reports of the Board of Directors and Auditors' thereon.
2. To consider declaration of Final Dividend as recommended by the Board for F.Y. 2017-18 of Rs. 3/- per share.
3. 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.
4. To appoint the auditors of the Company, and to fix their remuneration;

SPECIAL BUSINESS

5. To consider increase in Authorised Capital of the Company from Rs. 2 crores to Rs. 12 crores by creation of additional 1,00,00,000 shares of Rs. 10/- and consequent with this increase alteration in clause (V) of the memorandum of association of the Company.
6. To consider and make Bonus Issue in the ratio of 5:1 (i.e. 5 equity shares to be issued for every one equity share held) to the existing shareholders as recommended by the Board of Directors.
7. Re-Appointment of Mr. Ajayprakash Kanoria as Managing Director of the Company;
8. Re-Appointment of Mrs. Alka Ajayprakash Kanoria as Whole Time Director of The Company;

Signed this _____ day of _____ 2018

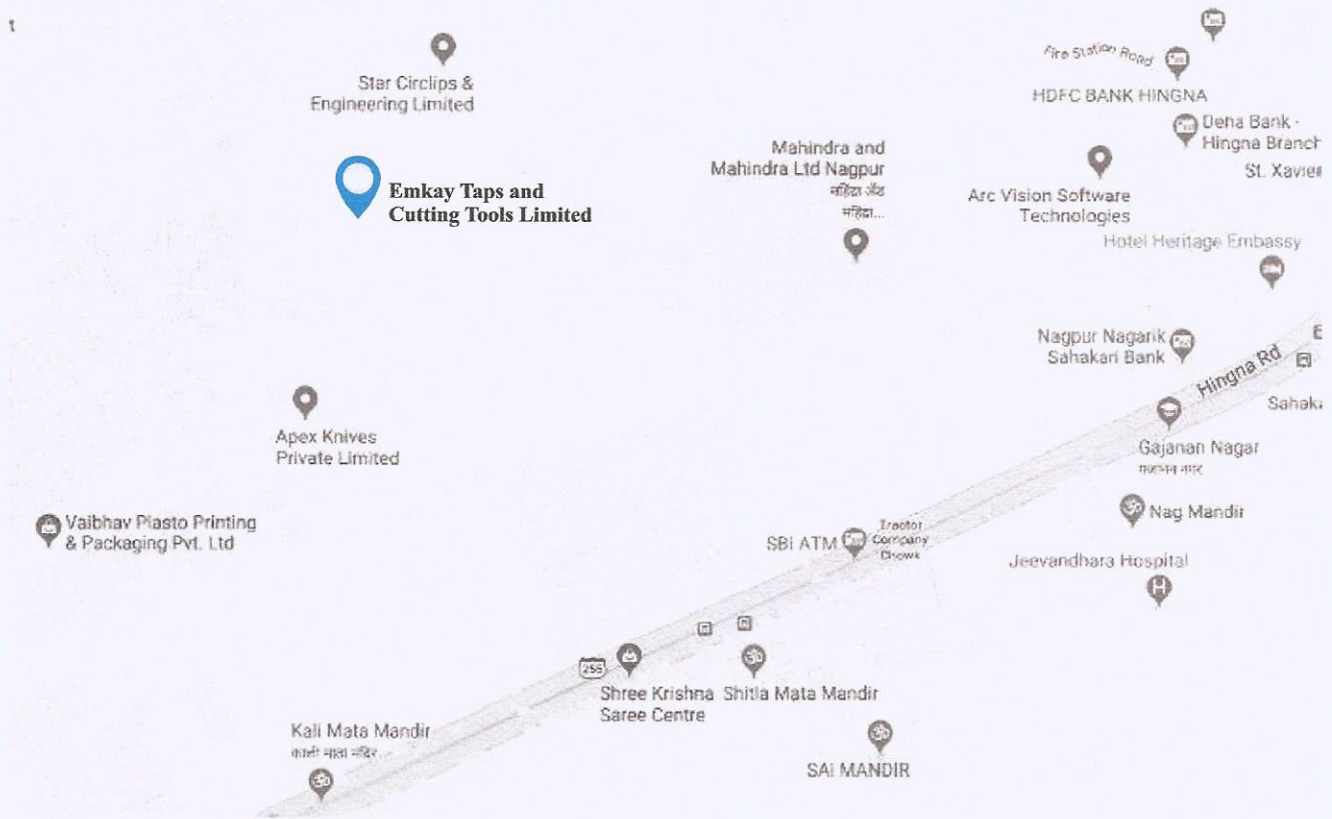
Signature of shareholder _____

Affix
Revenue
Stamp





Signature of Proxy holder(s) _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

MAP FOR AGM VENUE



EMKAY TAPS AND CUTTING TOOLS LTD.

-  Landmark: Mahindra & Mahindra CO. – 600m- 2 min.
-  Distance from Hingna T–Point- 4.5 km – 10 min.
-  Distance from Mascot Honda Bhagat chowk–1.8km- 6 min.
-  Distance from IC square- 1.4km-4 min.