



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 THE 4/2015-16 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that an Extra-Ordinary General Meeting of the Shareholders of **EMKAY TAPS & CUTTING TOOLS LIMITED** will be held on Thursday, 21st April, 2016 at 12.00 P.M. at the registered office of the Company to transact the following business:

Special Business:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“**RESOLVED THAT** subject to the approval of the members in the General Meeting by way of special resolution and pursuant to the provisions of Section 180(1) (c) and other applicable provisions, if any, of the Companies Act 2013, the consent of the company be and is hereby accorded to the Board of Directors of the Company to borrow any sum or sums of money from time to time as they may think fit, exceeding/ in excess of the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding borrowings at any time shall not exceed Rs.150.00 crores (Rupees One Hundred Fifty Crores only) on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured.

RESOLVED FURTHER THAT the Board of Directors/Committee of Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and the board is also authorized to delegate the above mentioned powers to any one or more of its members, as it may think fit.”

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

“**RESOLVED THAT** subject to the approval of the members in the General Meeting by way of special resolution and pursuant to the provision of Section 180 (1) (a) of the Companies Act, 2013 the consent of the Company be and is hereby accorded to the Board of Directors of the Company to mortgage, hypothecate, pledge or otherwise dispose off the whole or substantially the whole of the undertaking or any



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property or asset of the Company in such terms and conditions and in such forms and manner, and the Board in its absolute discretion think fit to secure the borrowings and obligations.

RESOLVED FURTHER THAT the Board of Directors /Committee of Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and the board is also authorized to delegate the above mentioned powers to any one or more of its members, as it may think fit.”

Place: Nagpur

Date: 26/03/2016

BY ORDER OF THE BOARD

FOR EMKAY TAPS AND CUTTING TOOLS LIMITED

Sd/-

Shruti Sohane

(Company Secretary & Compliance Officer)

NOTE:

1. A Member who is entitled to attend and vote is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company.
2. The Explanatory Statement pursuant to above, in respect of the Special Resolution is hereunder annexed.
3. The items mentioned as special business in the notice does not require E-voting as the SME listed Entities have been exempted from conducting E-voting in their General Meetings vide Ministry of Corporate Affairs notification dated March 19, 2015.



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

ITEM 1

As per section 180(1) (c) of the Companies Act 2013, it requires the consent of the members in general meeting by way of special resolution for authorizing the board of directors to borrow monies (apart from temporary loans obtain from the company's bankers in the ordinary course of business) in excess of the aggregate of the paid up capital and free reserves of the company.

The resolution proposes to give consent to the Board of Directors to borrow any sum or sums of money which may exceed the aggregate of the paid-up capital of the Company and its free reserves, provided that the total amount up to which the moneys may be borrowed by the Board of Directors and/or the Committee of Directors and outstanding borrowings at any time shall not exceed Rs.150.00 crores (Rupees One Hundred Fifty Crores only)

The Board of Directors recommends the resolution to be passed as a special resolution.

None of the Directors, Managers, Key managerial personnel and their relatives are interested in the Resolution.

ITEM 2

As per section 180 (1) (a) requires the consent of the members in general meeting by way of special resolution for authorizing the board of directors to mortgage, hypothecate, pledge or otherwise dispose of the whole or substantially the whole of the undertaking of the Company.

This resolution proposes to give consent to Board of Directors to create charge on the assets or otherwise dispose of the whole or substantially the whole of the undertaking or any property or asset of the Company.

The Board of Directors recommends the resolution to be passed as a special resolution.

None of the Directors, Managers, Key managerial personnel and their relatives are interested in the Resolution.

Place: Nagpur
DATE: 26/03/2016

BY ORDER OF THE BOARD
FOR EMKAY TAPS AND CUTTING TOOLS LIMITED

Sd/-
Shruti Sohane
(Company Secretary & Compliance Officer)

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, Tel Ph.: 07104-237584

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 **4/2015-16 Extra- Ordinary General Meeting** of the Company being held on Thursday, April 21, 2016 at 12:00 p.m. at B-27 7 B-27/1 M.I.D.C. Hingna, Industrial Estate, Nagpur-440016.

Signature of Shareholder/Proxy

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

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

DP Id:

Folio No/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 **4/2015-16 Extra-Ordinary General Meeting** of the Company, to be held on Thursday, April 21, 2016 at 12:00 p.m. at the

Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

Special Business:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

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RESOLVED FURTHER THAT the Board of Directors/Committee of Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and the board is also authorized to delegate the above mentioned powers to any one or more of its members, as it may think fit.”

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as a special resolution:

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RESOLVED FURTHER THAT the Board of Directors /Committee of Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution and the board is also authorized to delegate the above mentioned powers to any one or more of its members, as it may think fit.”

Signed this _____ day of _____ 2016

Affix Revenue
Stamp

Signature of shareholder _____ 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.