



# 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](mailto:emkaytools@gmail.com)

September 10, 2016

To,  
**National Stock Exchange of India Limited,**  
Exchange Plaza, Bandra Kurla Complex  
Bandra (E), Mumbai-400051

Series: SM  
Symbol: EMKAYTOOLS

**Subject: Updates - Announcement of Event / Information considered material in compliance of Regulation 30 of LODR, 2015**

Respected Madam / Sir,

We hereby inform you that the Company has appointed Mr. P.C. Ramchandran (DIN no. 075075222) as the Independent director on the Board of the Company w.e.f. September 10, 2016 for five years. His appointment is in addition to the existing directors and no other director has resigned/ removed.

Kindly take the same on your records.

Thanking You.

For **EMKAY TAPS AND CUTTING TOOLS LIMITED**

*S. Sohane*

Shruti Sohane

**Company Secretary & Compliance Officer**



*Encl: Appointment letter and brief profile of Mr. P.C. Ramchandran*



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o/c

September 10, 2016

To,  
**Mr. P.C. Ramchandran**  
Plot no. 57/C Flat no. T2/T3,  
Shivam Apartment,  
Near SBI Bank Trimurti nagar  
Ranapratap Nagar  
Nagpur-440022

Dear Sir,

**Sub: Appointment as Independent Director on the Board of the Company**

We are pleased to inform you that your appointment as an Independent Director has been approved by Members of the Company at their 21<sup>st</sup> Annual General Meeting held today i.e. September 10, 2016.

In fulfillment of the requirements of Companies Act, 2013, we are pleased to issue this appointment letter to you. This letter sets out the terms of your appointment and your roles, duties, responsibilities, liability as an Independent Director on the Board of the Company and such other requisite information.

We request you to return the duplicate copy of this letter, and the Terms of Appointment enclosed herewith, duly signed by you as token of acceptance.

We look forward for your continued support and guidance.

Thanking you.

For Emkay Taps and Cutting Tools Limited

Ajayprakash Kanoria

**Chairman & Managing Director**

DIN: 00041279

Address: Kanoria Bhawan, Ghat Road  
Nagpur - 440 018, Maharashtra, India

Encl.: As mentioned above

Received  
10/9/2016



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## **Terms of Appointment:**

On behalf of the Company, I write to confirm your appointment as an Independent Director of our Company as per the provisions of the Companies Act, 2013 read with relevant rules and regulations made there under ("the Act") with effect from September 10, 2016. Set below are the terms of your appointment:

## **Duration of Appointment:**

In accordance with the provisions of the Act, and other applicable laws and relevant rules, you will serve as an Independent Director of the Board of the Company for a period of 5 (five) years i.e. upto September 9, 2021. As an Independent Director, you will not be liable to retire by rotation. Your re-appointment for another consecutive term of 5 (five) years after the current term shall be on the basis of report of performance evaluation and subject to the approval of Shareholders by way of Special Resolution in the General Meeting of the Company.

## **Remuneration & Expenses:**

You will be entitled to a sitting fees for attending each meeting of the Board ₹ 2,500.00/- and Committees ₹ 1,000.00/- to which you are a member respectively. The Board on its discretion has the power to increase the sitting fees from time to time as per the provisions of the Act and Articles of Association of the Company. You will be reimbursed for all approved expenses incurred by you in performance of duties as per the provisions of the Act and in accordance with the Company rules and policy. In addition, should you be requested to perform other work for the Company outside the scope of usual Directors' duties, you may be entitled to additional remuneration as agreed with the Chairman at that time.

## **Commitments:**

### **A. Independent Director**

You will be expected to devote such time as is necessary for the proper performance of your duties and as an Independent Director you will be involved in a number of Board and Committee meetings each year. You should strive to attend all the scheduled quarterly Board Meetings, General Meetings, Committee Board Meetings and other meetings or attendance as necessary.

As an Independent Director, you should be present in at least 1 (one) Board meeting a year, minimum 1 (one) separate meeting that the Independent Directors are required to conduct in a year in addition to the meetings of Committees that they are members thereof.

### **B. The Company**

The Company shall provide you with adequate notice of the dates of proposed Board Meeting, General Meetings, and meetings of Committees. As per the provisions of the Act, the Company is expected to give you an advance notice of minimum 5 (five) to 7 (seven) days of every Board Meeting and committee meetings, except when the same are conducted at shorter notice after complying with the provisions of the Act.