



**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

## **28<sup>th</sup> Annual General Meeting Schedule**

Company Name	EMKAY TAPS AND CUTTING TOOLS LIMITED
Cut-off date for identifying shareholders entitled to receive copy of Annual Report along with Notice of 28 <sup>th</sup> AGM	August 25, 2023
Cut - off date for completion of dispatch of 28 <sup>th</sup> AGM notice	August 26, 2023
Type of Meeting	*AGM * Financial Year: 2022-23
AGM Date	SEPTEMBER 18, 2023 AGM Time :11.30 AM
Mode of Voting	Voting by Poll has been suggested by the Board of Directors and M/s H. Roshan & Associates, Practicing Company Secretaries from Nagpur has been duly appointed as the Scrutinizer to conduct and scrutinize the voting at the 28 <sup>th</sup> AGM.
E-voting Agency	-NA-
Book Closure Date for 28 <sup>th</sup> AGM	*From: September 15, 2023 * To: September 18, 2023
Laptop Require	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Staff Require For AGM	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Address	Plot No. B-27 & B-27/1, M.I.D.C. Hingna, Industrial Estate, Nagpur.
City	Nagpur * Pin code - 440016
State	Maharashtra
Country	India

Copy To:

Bigshare Services Pvt. Ltd., Registrar and Transfer Agent:  
[shwet@bigshareonline.com](mailto:shwet@bigshareonline.com), [jibu@bigshareonline.com](mailto:jibu@bigshareonline.com);



**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 [www.etctl.com](http://www.etctl.com)

## **NOTICE OF 28<sup>th</sup> ANNUAL GENERAL MEETING**

Dear Member(s),

**Notice** is hereby given that the twenty-eighth Annual General Meeting of the Members of Emkay Taps and Cutting Tools Limited is scheduled to be held on Monday September 18, 2023 at 11.30 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 business(s):

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors' thereon.
2. To consider re-appointment of Mr. Ajayprakash Kanoria (DIN: 00041279), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment. For details of Director seeking re-appointment at the Annual General Meeting please refer Annexure - IB to the Notice.
3. To appoint Statutory Auditors of the Company and to fix their remuneration; For Brief Profile of the Auditor recommended by the Board refer Annexure - IC.

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, M/s P.S. Thakare & Co., Peer Reviewed Chartered Accountants from Nagpur be and is hereby appointed as the Statutory Auditor for 2<sup>nd</sup> term of five financial years starting from F.Y. 2023-24 TO F.Y. 2027-28 i.e. from the conclusion of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> 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, Managing Director & CEO 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."

### **SPECIAL BUSINESS:**

4. Re-Appointment of Mr. Ajayprakash Kanoria as Managing Director of the Company; For Brief Profile of Managing Director refer Annexure - ID.

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, 2024 to March 31, 2029 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







**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 [www.etctl.com](http://www.etctl.com)

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."

5. Re-Appointment of Mrs. Alka Ajayprakash Kanoria as Whole Time Director of The Company; For Brief Profile of Whole-time Director refer Annexure - ID.

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

Nagpur Friday August 25, 2023

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, 2024 to March 31, 2029 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."

By the Order of Board of Director  
FOR EMKAY TAPS AND CUTTING TOOLS LIMITED



*S. Sohane*

Shruti Sohane  
Company Secretary & Compliance Officer





## 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 [www.etctl.com](http://www.etctl.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 her/him and a proxy need not be a member of the Company. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
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. 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 Friday September 15, 2023 to Monday September 18, 2023 (both days inclusive).
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, 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.
7. To support the 'Green Initiative' and pursuant to MCA and SEBI circular the Notice of the AGM along with the Annual Report 2022-23 is being sent by electronic mode only to all the Members whose e-mail addresses are registered with the Company / Depositories. For Members who have not registered their e-mail addresses, may register on <https://www.bigshareonline.com/InvestorRegistration.aspx> and request to get the same on their respective email address(es). Also, members are requested to note that this Notice and the Annual Report 2022-23 will also be available on the Company's website viz., [www.etctl.com](http://www.etctl.com)
8. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website <https://etctl.com/nomination/>. Members are requested to submit the said form to their DP in case the shares are held in electronic form.
9. Members are requested to note that, dividends if not encashed for a consecutive period of 7 years from the date of transfer to Unpaid Dividend Account of the Company, are liable to be transferred to the Investor Education and Protection Fund ("IEPF"). The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, Members/Claimants are requested to claim their dividends from the Company, within the stipulated timeline. The Members, whose unclaimed dividends/shares have been transferred to IEPF, may claim the same by making an application to the IEPF Authority, in Form No. IEPF-5 available on [www.iepf.gov.in](http://www.iepf.gov.in). The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules.
10. Explanatory Statement for special business forms integral part of this notice and is attached herewith.
11. 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 the provisions of SEBI (LODR), Regulations, 2015, is given in "Annexure ID".
12. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE 28<sup>th</sup> AGM ARE AS UNDER:
  1. Members / shareholders, who will be present in the 28<sup>th</sup> AGM shall be eligible for voting either themselves or through proxy by poll as suggested by the Board of Directors.
  2. M/s H. Roshan & Associates, Practicing Company Secretaries from Nagpur has been appointed as the Scrutinizer to conduct and scrutinize the voting at the 28<sup>th</sup> AGM.
  3. 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 IX as per SEBI (ICDR) Regulations, 2018 will be exempted from E-voting provisions. Company is covered under Chapter IX and is listed on SME platform of NSE EMERGE. Hence, company is not providing E-voting facility to its shareholders.
13. 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 under the provisions of SEBI (LODR), Regulations, 2015 shall not apply in respect of the Listed Entity which has listed its specified securities on the SME Exchange, however, the company has voluntarily prepared and presented the annual corporate governance compliance report for F.Y. 2022-23.
14. The Company intends to convene 28<sup>th</sup> Annual General Meeting in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No. General Circular No. 20/2020 dated 05.05.2020 and General circular No. 10/2022 dated 28.12.2022 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 20 and SEBI circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05.01.2023.
15. Map for 28<sup>th</sup> AGM venue is given at the end of this Annual Report.







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

[www.etctl.com](http://www.etctl.com)

ANNEXURE - IA

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

Item No.: 4

Mr. Ajayprakash Kanoria had been appointed as Managing Director of the Company on July 17, 2008 and further his terms had been revised for a period of 5 years with effect from 1<sup>st</sup> April, 2014 pursuant to provisions of Companies Act, 2013. The existing term of appointment of Mr. Ajayprakash Kanoria, Managing Director of the Company which commenced from April 01, 2019 expires on 31<sup>st</sup> March 2024. The Board of Directors, at its meeting held on August 25, 2023, 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, 2024 to March 31, 2029.

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.

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. 4 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.: 5

Mrs. Alka Kanoria had been appointed as Whole Time Director of the Company on and further his terms had been revised for a period of 5 years with effect from 1<sup>st</sup> April, 2014. The existing term of appointment of Mrs. Alka Kanoria, Whole Time Director of the Company which commenced from April 01, 2019 expires on 31<sup>st</sup> March 2024. The Board of Directors, at its meeting held on August 25, 2023, 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, 2024 to March 31, 2029.





**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 [www.etoll.com](http://www.etoll.com)

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.

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 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:

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.

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.

\*\*\*\*







**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 [www.etctl.com](http://www.etctl.com)

## ANNEXURE - IB

Details of Director seeking re-appointment at the 28<sup>th</sup> Annual General Meeting

Name	Ajayprakash Kanoria
DIN No.	00041279
Date of Birth	May 13, 1957
Appointed on	27/07/1995*
Qualifications	Bachelor of Commerce, CA(Intermediate)
Brief Profile	Mr. Ajayprakash Kanoria aged about 66 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 43 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)	6,28,050 shares
Relationship with other directors	Husband of Mrs. Alka Kanoria, Whole-time Director of the Company.

*\*Appointed as Chairman and Managing Director of the Company as on July 17, 2008, also his tenure as Chairman and Managing Director is fixed for further term of 5 Years w.e.f April 1, 2019, appointed as CEO of the Company w.e.f. August 18, 2018 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 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 [www.etctf.com](http://www.etctf.com)  
ANNEXURE - IC

## **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 15<sup>th</sup> May 2023 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 specialise 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**

# 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 [www.etctl.com](http://www.etctl.com)

ANNEXURE - ID

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

NAME	AJAYPRAKASH KANORIA
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 66 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 43 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 )	6,28,050
Relationship with other directors	Husband of Mrs. Alka Kanoria, Whole-time Director of the Company.

\*Appointed as Chairman and Managing Director of the Company as on July 17, 2008, also his tenure as Chairman and Managing Director is fixed for 5 Years w.e.f April 1, 2019, appointed as CEO of the Company w.e.f. August 18, 2018 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.

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)	11,24,190
Relationship with other directors	Wife of Mr. Ajayprakash Kanoria, Chairman, Managing Director & CEO 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, 2019 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.

\*\*\*





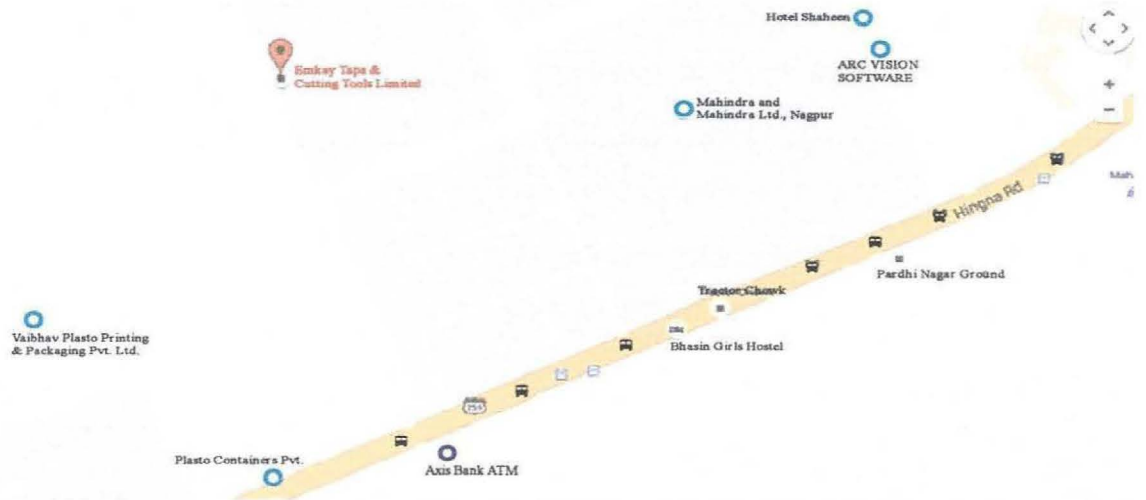
**EMKAY TOOLS**

# 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 [www.etcfl.com](http://www.etcfl.com)

## MAP FOR AGM VENUE



### Emkay Taps & Cutting Tools Limited

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







## 28<sup>TH</sup> 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@etctl.com](mailto:investors@etctl.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 28<sup>th</sup> Annual General Meeting of the Company being held on Monday September 18, 2023 at 11.30 a.m. 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**

**28<sup>TH</sup> 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. +19226071464  
[www.etctl.com](http://www.etctl.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: \_\_\_\_\_

**EMKAY TAPS AND CUTTING TOOLS LIMITED**





## EMKAY TOOLS

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28<sup>th</sup> Annual General Meeting of the Company being held on Monday September 18, 2023 at 11.30 a.m. at The Registered Office of the Company and at any adjournment thereof in respect of such resolutions as are indicated below:

### ORDINARY BUSINESS:

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2023 together with the Reports of the Board of Directors and Auditors' thereon.
2. To consider re-appointment of Mr. Ajayprakash Kanoria (DIN: 00041279), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers himself for re-appointment. For details of Director seeking re-appointment at the Annual General Meeting please refer Annexure - IB to the Notice.
3. To appoint Statutory Auditors of the Company and to fix their remuneration; For Brief Profile of the Auditor recommended by the Board refer Annexure - IC.

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, M/s P.S. Thakare & Co., Peer Reviewed Chartered Accountants from Nagpur be and is hereby appointed as the Statutory Auditor for 2<sup>nd</sup> term of five financial years starting from F.Y. 2023-24 TO F.Y. 2027-28 i.e. from the conclusion of 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> 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, Managing Director & CEO 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.”

### SPECIAL BUSINESS:

4. Re-Appointment of Mr. Ajayprakash Kanoria as Managing Director of the Company; For Brief Profile of Managing Director refer Annexure - ID.

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, 2024 to March 31, 2029 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.”



EMKAY TOOLS

5. Re-Appointment of Mrs. Alka Ajayprakash Kanoria as Whole Time Director of The Company; For Brief Profile of Whole-time Director refer Annexure - ID.

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 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, 2024 to March 31, 2029 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.”

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2023

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.*