



**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)

August 14, 2021

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

Series: SM  
Symbol: **EMKAYTOOLS**

**SUBJECT: 26<sup>th</sup> AGM 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 26 <sup>th</sup> AGM	August 13, 2021	
Cut - off date for completion of dispatch of 26 <sup>th</sup> AGM notice	August 17, 2021	
Book Closure Date for 26 <sup>th</sup> AGM and Final Dividend	*From: September 03, 2021	* To: September 11, 2021
AGM Date	SEPTEMBER 11, 2021	AGM Time :11.00 AM
E-voting Agency	-NA-	
Type	*AGM	* Financial Year: 2020-21
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,	
City	Nagpur	* Pin code - 440016
State	Maharashtra	
Country	India	

**Copy To:**

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

**For EMKAY TAPS AND CUTTING TOOLS LTD.**

*S. Sohane*  
14/08/2021  
**Company Secretary**



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## **NOTICE OF 26<sup>th</sup> ANNUAL GENERAL MEETING**

Dear Member(s),

Notice is hereby given that the twenty-sixth Annual General Meeting of the Members of Emkay Taps and Cutting Tools Limited is scheduled to be held on **Saturday September 11, 2021 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 business(s):

### **ORDINARY BUSINESS:**

1. To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2021 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 I to the Notice.

### **SPECIAL BUSINESS:**

3. To re-appoint Mr. P.C. Ramchandran (DIN: 07575222) as an Independent Director and if thought fit, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P.C. Ramchandran (DIN: 07575222), who was appointed as an Independent Director for a term of five(5) consecutive years from September 10, 2016 to September 09, 2021, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from September 10, 2021 up to September 09, 2026."

For Explanatory Statement and Brief Profile of Independent Director refer Annexure -II to the Notice.

Nagpur, Saturday August 14, 2021

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

  
  
Shrutti 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. 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



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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 03, 2021 to Saturday September 11, 2021 (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 2020-21 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(s). Also, members are requested to note that this Notice and the Annual Report 2020-21 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 cashed 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. 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 I".
11. Explanatory Statement containing brief profile of Mr. P. C. Ramchandran, the candidature to be appointed as director is given in "Annexure II".
12. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE 26<sup>th</sup> AGM ARE AS UNDER:
  1. Members / shareholders, who will be present in the 26<sup>th</sup> AGM shall be eligible for voting either themselves or through proxy by show of hand, in case poll not demanded by the shareholders/members at the 26<sup>th</sup> AGM.
  2. 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.
14. The Company intends to convene 26<sup>th</sup> Annual General Meeting in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No. 14/2020 dated April 8 and April 13, 2020.
15. Map for 26<sup>th</sup> AGM venue is given at the end of this Annual Report.





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### ANNEXURE I

#### Details of Director seeking re-appointment at the 26<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 64 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 40 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)	614250 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.

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## **↳ Explanatory Statement**

*Pursuant to section 102 (1) of the Companies Act, 2013 annexed to and forming part of the notice*

### ITEM NO. 3

Mr. P. C. Ramchandran has been appointed as Independent Director of the Company on September 10, 2016 for a term of five years pursuant to provisions of Companies Act, 2013. The existing term of appointment of Mr. P. C. Ramchandran, the Independent Director of the Company expires on September 09, 2021. The Board of Directors, at its meeting held on August 14, 2021, subject to the approval of the Members, has considered and approved the re-appointment of Mr. P. C. Ramchandran as Independent Director of the Company, not liable to retire by rotation, for a period of 5 (Five) years with effect from September 10, 2021 to September 09, 2026.

Further based on the result of the performance evaluation and his active participation and contribution as Audit Committee, Nomination and Remuneration committee and Stakeholders Relationship Committee of the Company, the Nomination and Remuneration Committee of the Board has recommended that his continued association as Independent Director, would be of immense benefit to the Company and it is desirable to continue to avail his services as the Independent Director of the Company. Therefore, the Board proposes to seek approval of the Members of the Company.

The Company has, in terms of Section 160(1) of the Act, received in writing a notice from Member(s), proposing his candidature for the office of Directors. The Company has received declaration from Mr. P. C. Ramchandran to the effect that he meet the criteria of independence as provided in Section 149(6) of the Act read with the Rules framed thereunder and as per the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In the opinion of the Board, as Director he fulfills the conditions specified in the Act, Rules and SEBI Listing Regulations for appointment as Independent Director and they are independent of the management of the Company. The terms and conditions of their appointment shall be open for inspection by the Members at the Registered Office of the Company during the normal business hours on any working day and will also be kept open at the venue of the AGM till the conclusion of the AGM.

Approval of Members is solicited for re-appointment of Mr. P. C. Ramchandran, as Independent Director, in terms of applicable provisions of the Act.

The Directors recommend the resolution as set out at Item No. 3 of the accompanying Notice for the approval of Members as a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives except Mr. P. C. Ramchandran or, the appointee, is concerned or interested in the Resolution at Item No. 3 of the accompanying Notice.

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

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## **Profile of Independent Director(s) for re-appointment for 2<sup>nd</sup> term of five years**

Mr. P.C. Ramchandran 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 16 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. Ramchandran for being appointed as an Independent Director of the Company.

Mr. P. Ramchandran 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. He has registered his name in the date bank maintained and managed by Indian Institute of Corporate Affairs vide Registration No – IDDB-DI- 202002-017008.

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## 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.



**EMKAY TOOLS**

**26<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 26<sup>th</sup> Annual General Meeting of the Company being held on Saturday September 11, 2021 at 11.00 a.m. at B-27 7 B-27/1 M.I.D.C. Hingna, Industrial Estate at Nagpur-440016.

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_

Signature of Shareholder / Proxy

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

Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_

Signature: \_\_\_\_\_  
Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email id: \_\_\_\_\_





**EMKAY TOOLS**

**26<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. 07104-237584  
[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: \_\_\_\_\_



**EMKAY TOOLS**

Signature: \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26<sup>th</sup> Annual General Meeting of the Company being held on Saturday September 11, 2021 at 11.00 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, 2021 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.

**SPECIAL BUSINESS:**

3. To re-appoint Mr. P.C. Ramchandran (DIN: 07575222) as an Independent Director and if thought fit, pass the following resolution as a Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. P.C. Ramchandran (DIN: 07575222), who was appointed as an Independent Director for a term of five(5) consecutive years from September 10, 2016 to September 09, 2021, being eligible, be and is hereby re-appointed as a Non - Executive Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of five(5) consecutive years i.e. from September 10, 2021 up to September 09, 2026."

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2021

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.*