



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

August 20, 2019

To,
National Stock Exchange of India Limited
5th Floor, Exchange Plaza,
Bandra (East),
Mumbai - 400 051
Maharashtra, India.

Series: SM
Symbol: EMKAYTOOLS

Dear Sirs,

Sub: Regulation 30 and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Proceedings and details of voting results of the 24th Annual General Meeting

Pursuant to Regulation 30 of the Listing Regulations, we are submitting herewith the details regarding the proceedings of the 24th Annual General Meeting ("AGM") of the Company held on Monday August 19, 2019 at 11:00 am at the registered office of the company situated at plot no. B-27 and B-27/1, MIDC Hingna Industrial Estate Nagpur -440016 Maharashtra.

Further, pursuant to Regulation 44 (3) of the Listing Regulations, we are submitting herewith the details regarding the voting results of the business transacted at the AGM in the prescribed format.

We are also enclosing the consolidated report of the Scrutinizer on remote e-voting and Poll conducted at the AGM. The above are also being uploaded on the Company's website www.emkaytapsandtools.com and on the website of Central Depository Services (India) Limited <https://www.evotingindia.com>.

Thanking You,

For **EMKAY TAPS AND CUTTING TOOLS LIMITED**

S. Sohane

Shruti Sohane
Company Secretary and Compliance Officer



Encl: As mentioned above



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A. DETAILS OF THE PROCEEDINGS OF ANNUAL GENERAL MEETING

(Under Reg.30 of SEBI (LODR) Regulation 2015)

+ Date of the AGM	: AUGUST 19, 2019
+ Total number of shareholders on cut-off date(19.07.2019)	: 98
+ No. of Shareholders present in the meeting either in person or through proxy	
(a) Promoters and Promoter Group	: 3
(b) Public	: 2
+ No. of Shareholders attended the meeting through Video Conferencing	
(a) Promoters and Promoter Group	: Nil
(b) Public	: Nil
+ No. of Directors present physically	: 4
+ No. of Directors present through video conferencing	: Nil
+ In Attendance	: 5

Sr. No.	Name	Member representing the firm	Designation/Reason for Attendance
1.	M/s P. S. Thakare & Co., Chartered Accountants	Mr. B. S. Thakare	Statutory Auditor
2.	M/s H. Roshan & Associates, Practising Company Secretaries	Mr. Roshan Harde	Secretarial Auditor, Scrutinizer
3.	Mr. Vishnu Sontakke	--	Chief Financial Officer
4.	Mr. Sumit Gaidhane	--	Internal Auditor
5.	Ms. Shruti Sohane	--	Company Secretary

+ **Type of Voting** : E-voting and Poll at AGM





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B. Details of the Agenda/ Business Transacted : as given below

Sr. No.	Business Transacted	Mode of Voting	Remarks
❖ Ordinary Business requiring ordinary resolution			
1.	To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors' thereon.	Remote e-voting and Poll at AGM	Passed with requisite majority
2.	To consider declaration of Final Dividend as recommended by the Board for F.Y. 2018-19 of Rs. 0.50/- per share.	Remote e-voting and Poll at AGM	Passed with requisite majority
3.	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 herself for re-appointment.	Remote e-voting and Poll at AGM	Passed with requisite majority
❖ Special Business requiring Special resolution			
5.	To re-appoint Mr. Mahesh Mor (DIN: 07151767) as an Independent Director and if thought fit, pass the following resolution as a Special Resolution.	Remote e-voting and Poll at AGM	Passed with requisite majority
6.	To re-appoint Mr. Ravindra Loiya (DIN: 07158487) as an Independent Director and if thought fit, pass the following resolution as a Special Resolution.	Remote e-voting and Poll at AGM	Passed with requisite majority

C. Resolution-wise Details of Voting Results Attached Herewith In Annexure I

(Pursuant to Regulation 44(3) Of SEBI (LODR) Regulation, 2015 in the prescribed format)

Note: In Annexure I;

1. Entries marked with " ^ " are voting by shareholders on the agenda items in which they were interested.
2. Entries marked with " * " are voting by shareholders by both ways hence voting by Poll considered invalid.

For EMKAY TAPS AND CUTTING TOOLS LIMITED

S. Sohane

Shruti Sohane
Company Secretary and Compliance Officer





ANNEXURE - I

Agenda-wise disclosure (to be disclosed separately for each agenda item) : Resolution No. 1

Ordinary Business

To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors' thereon.

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes [8]
Promoter and Promoter Group	E-Voting		3356040	42.19	3356040	0	100.00	0	0
	Poll	7954800	1591200	20.00	1591200	0	100.00	0	1591200*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		3356040	42.19	3356040	0	100.00	0	-
Public-Institutional holders	E-Voting		0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total Valid	0	0	0	0	0	0	0	-
Public- others	E-Voting		1556700	57.31	1556700	0	100.00	0	0
	Poll	2716500	1037400	38.19	1037400	0	100.00	0	1037400*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total Valid		1556700	57.31	1556700	0	100.00	0	-
Total	E-Voting		4912740	46.04	4912740	0	100.00	0	0
	Poll	10671300	2628600	24.63	2628600	0	100.00	0	2628600*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total		4912740	46.04	4912740	0	100.00	0	2628600*

SEAL OF THE COMPANY
EMKAY TAPS AND CUTTINGS LTD.
20/03/2019



Agenda- wise disclosure (to be disclosed separately for each agenda item) : Resolution No.2

Ordinary Business

To consider declaration of Final Dividend as recommended by the Board for F.Y. 2018-19 at Rs. 0.50/- per share.

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes [8]
Promoter and Promoter Group	E-Voting		3356040	42.19	3356040	0	100.00	0	0
	Poll	7954800	1591200	20.00	1591200	0	100.00	0	1591200*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		3356040	42.19	3356040	0	100.00	0	-
Public- Institutional holders	E-Voting		0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid	0	0	0	0	0	0	0	-
Public- others	E-Voting		1556700	57.31	1556700	0	100.00	0	0
	Poll	2716500	1037400	38.19	1037400	0	100.00	0	1037400*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid	2716500	1556700	57.31	1556700	0	100.00	0	-
Total	E-Voting		4912740	46.04	4912740	0	100.00	0	0
	Poll	10671300	2628600	24.63	2628600	0	100.00	0	2628600*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total	10671300	4912740	46.04	4912740	0	100.00	0	2628600*





Agenda-wise disclosure (to be disclosed separately for each agenda item) : Resolution No. 3

Ordinary Business

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.

Resolution required: (Ordinary/ Special) : Ordinary

Whether promoter/ promoter group are interested in the agenda/resolution: yes

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes [8]
Promoter and Promoter Group	E-Voting		3356040	42.19	3356040	0	100.00	0	1764840*
	Poll	7954800	1591200	20.00	1591200	0	100.00	0	1591200*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total Valid		3356040	42.19	3356040	0	100.00	0	0
Public-Institutional holders	E-Voting		0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal ballot (if Applicable)	0	0	0	0	0	0	0	0
	Total valid		0	0	0	0	0	0	-
Public-others	E-Voting		1556700	57.31	1556700	0	100.00	0	0
	Poll	2716500	1037400	38.19	1037400	0	100.00	0	1037400*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		1556700	57.31	1556700	0	100.00	0	-
Total	E-Voting		4912740	46.04	4912740	0	100.00	0	1764840*
	Poll	10671300	2628600	24.63	2628600	0	100.00	0	2628600*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total		4912740	46.04	4912740	0	100.00	0	4393440*




Agenda-wise disclosure (to be disclosed separately for each agenda item) : Resolution No. 4
Special Business

To re-appoint Mr. Mahesh Mor (DIN: 027151767) 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. Mahesh Mor (DIN: 027151767), who was appointed as an Independent Director for a term of five (5) consecutive years from 8th April 2015 up to 7th April 2020, 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 8th April 2020 up to 07th April, 2025.”

Resolution required: (Ordinary/ Special) : Special
Whether promoter/ promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]* 100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes [8]
Promoter and Promoter Group	E-Voting		3356040	42.19	3356040	0	100.00	0	0
	Poll	7954800	1591200	20.00	1591200	0	100.00	0	1591200*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		3356040	42.19	3356040	0	100.00	0	-
Public- Institutional holders	E-Voting		0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal ballot (if Applicable)	0	0	0	0	0	0	0	0
	Total valid	0	0	0	0	0	0	0	-
Public- others	E-Voting		1556700	57.31	1556700	0	100.00	0	0
	Poll	2716500	1037400	38.19	1037400	0	100.00	0	1037400*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		1556700	57.31	1556700	0	100.00	0	-
Total	E-Voting		4912740	46.04	4912740	0	100.00	0	0
	Poll	10671300	2628600	24.63	2628600	0	100.00	0	2628600*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total		4912740	46.04	4912740	0	100.00	0	2628600*




Agenda-wise disclosure (to be disclosed separately for each agenda item) : Resolution No. 5
Special Business

To re-appoint Mr. Ravindra Loiya (DIN: 07158487) 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. Ravindra Loiya (DIN: 07158487), who was appointed as an Independent Director for a term of five(5) consecutive years from 24th April 2015 up to 23rd April 2020, being eligible, he 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 24th April 2020 up to 23rd April, 2025."

Resolution required: (Ordinary/ Special) : Special
Whether promoter / promoter group are interested in the agenda/resolution: No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - In favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100	Invalid Votes [8]
Promoter and Promoter Group	E-Voting		3356040	42.19	3356040	0	100.00	0	0
	Poll	7954800	1591200	20.00	1591200	0	100.00	0	1591200*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		3356040	42.19	3356040	0	100.00	0	-
Public- Institutional holders	E-Voting		0	0	0	0	0	0	0
	Poll	0	0	0	0	0	0	0	0
	Postal ballot (if Applicable)	0	0	0	0	0	0	0	0
	Total valid		0	0	0	0	0	0	-
Public- others	E-Voting		1556700	57.31	1556700	0	100.00	0	0
	Poll	2716500	1037400	38.19	1037400	0	100.00	0	1037400*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total valid		1556700	57.31	1556700	0	100.00	0	-
Total	E-Voting		4912740	46.04	4912740	0	100.00	0	0
	Poll	10671300	2628600	24.63	2628600	0	100.00	0	2628600*
	Postal ballot (if Applicable)		0	0	0	0	0	0	0
	Total		4912740	46.04	4912740	0	100.00	0	2628600*



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H. ROSHAN & ASSOCIATES

COMPANY SECRETARIES

Business Plaza, Ground Floor, 6 Farmland

Central Bazar Road, Near Lokmat Square,

Nagpur-440010.

Phone:2437195, 2438181 FAX: 0712-2435068

SCRUTINIZER REPORT FOR E-VOTING & BALLOT VOTING

To,

Mr. Ajayprakash Kanoria

Chairman

EMKAY TAPS AND CUTTING TOOLS LIMITED

Plot No B-27 and B-27/1, MIDC HINGNA,

INDUSTRIAL ESTATE NAGPUR-440016

NAGPUR MH 440016 IN

Dear sir,

Sub: Passing of Resolution through Electronic Voting & Ballot voting pursuant to Section 108 of the Companies Act 2013 read with Rule No. 20 of Companies (Management and Administration) Rules, 2014

Dear Sir,

I, Roshan Harde, Proprietor of **M/s H. Roshan & Associates**, practicing company secretaries, had been appointed as Scrutinizer by the Board of Directors of **Emkay Taps And Cutting Tools Limited** pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended, to conduct e-voting process and ballot voting in respect of 24th Annual General Meeting of company to be held on August 19, 2019 at 11.00 a.m.

The Company has appointed Central Depository Services Limited (CDSL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company. The Service Provider accordingly had provided the system for recording the votes of the shareholders electronically through e-Voting on all the items of the business of the AGM Notice dated July 20, 2019, sought to be transacted in the AGM of the Company, held on Monday, August 19, 2019. The Company provided e-voting facility to its members through Central Depository Services (India) Limited. The Company had also uploaded the Notice of the Annual General Meeting which forms an integral part of the Annual Report for the FY 2018-19 on the website of the Company i.e. www.emkaytapsandtools.com to facilitate its members to cast their votes through e-Voting.

The Notice contained the detailed procedure (both through email and physical) to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of Companies (Management and Administration) Rules, 2014.



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The Cut-off date for the purposes of identifying the shareholders who will be entitled to vote on the resolutions placed for approval of the shareholders was Friday July 19, 2019.

The voting period for remote E-Voting commenced on Monday August 12, 2019 (9:00 a.m. IST) and ends on Sunday, August 18, 2019 (5:00 p.m. IST) (both days inclusive) and e-voting portal of CDSL was blocked thereafter.

On August 19, 2019, i.e after conclusion of the Annual General Meeting, the votes cast through e-Voting facility and ballot voting was duly unblocked by me as a Scrutinizer in the presence of two witnesses who were not in the employment of the Company.

I have scrutinised and reviewed the remote e-voting and votes tendered therein based on the data downloaded from CDSL e-voting systems and ballot voting at the AGM.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting. My responsibility as scrutinizer for the remote e-voting and the voting conducted through ballot paper at the venue of the meeting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting and ballot voting at the AGM in respect of the said resolutions.

<u>ORDINARY BUSINESS</u>					
Item No. 1 of the Notice (As an Ordinary resolution)	To consider and adopt the Audited financial statements of the Company for the year ended March 31, 2019 together with the Reports of the Board of Directors and Auditors' thereon.				
Manner of voting	In Favour Of the Resolution	%	Against the Resolution	%	Abstained/ invalid
1. E-voting	49,12,740	100	0	0	0
2. Ballot paper	26,28,600	100	0	0	26,28,600
Total	75,41,340	100	0	0	26,28,600



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Item No. 2 of the Notice (As an Ordinary resolution)	To consider declaration of Final Dividend as recommended by the Board for F.Y. 2018-19 at Rs. 0.50/- per share.				
Manner of voting	In Favour Of the Resolution	%	Against the Resolution	%	Abstained/ invalid
1. E-voting	49,12,740	100	0	0	0
2. Ballot paper	26,28,600	100	0	0	26,28,600
Total	75,41,340	100	0	0	26,28,600
Item No. 3 of the Notice (As an Ordinary resolution)	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.				
Manner of voting	In Favour Of the Resolution	%	Against the Resolution	%	Abstained/ invalid
1. E-voting	49,12,740	100	0	0	17,64,840
2. Ballot paper	26,28,600	100	0	0	26,28,600
Total	75,41,340	100	0	0	26,28,600
<u>SPECIAL BUSINESS</u>					
Item No. 4 of the Notice (As an Special resolution)	To re-appoint Mr. Mahesh Mor (DIN: 07151767) as an Independent Director				
Manner of voting	In Favour Of the Resolution	%	Against the Resolution	%	Abstained/ invalid
1. E-voting	49,12,740	100	0	0	0
2. Ballot paper	26,28,600	100	0	0	26,28,600
Total	75,41,340	100	0	0	26,28,600



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H. ROSHAN & ASSOCIATES

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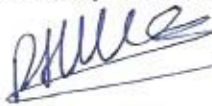
Nagpur-440010.

Phone:2437195, 2438181 FAX: 0712-2435068

Item No. 5 of the Notice (As an Special resolution)	To re-appoint Mr. Ravindra Loiya (DIN: 07158487) as an Independent Director				
	Manner of voting	In Favour Of the Resolution	%	Against the Resolution	%
1. E-voting	49,12,740	100	0	0	0
2. Ballot paper	26,28,600	100	0	0	26,28,600
Total	75,41,340	100	0	0	26,28,600

FOR H. ROSHAN & ASSOCIATES

Company Secretaries



Roshan Harde

Proprietor

Membership No.: 34630

C.P. No: 13138

Place: Nagpur

Date: 20/08/2019

Witness 1:



Akash Rodkan

For EMKAY TAPS AND CUTTING TOOLS LIMITED

Witness 2:



SUNIL O. JAWADE



Shruti Sohane
Company Secretary