



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 : L66120MH1995PLC091091

NOTICE OF 1st EXTRA ORDINARY GENERAL MEETING

Dear Member(s),

Notice is hereby given that the first Extra ordinary General Meeting of the Members of Emkay Taps and Cutting Tools Limited is scheduled to be held on **Tuesday June 24, 2025 at 11.00 AM** at the Registered Office of the Company i.e. Plot no. B-28/B-28/1, M.I.D.C. Hingna, Industrial Estate, Nagpur-440016, Maharashtra to transact the following business(s):

SPECIAL BUSINESS:

To consider passing the following resolution(s) as an Special resolution

1. Appointment of Premchand Jain (DIN: 11039801) as an Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mr. Premchand Jain (DIN: 11039801), who was appointed as an Additional Non Executive Independent Director with effect from April 17, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till April 16, 2030, and that he shall not be liable to retire by rotation..

RESOLVED FURTHER THAT pursuant to the provisions of Regulation 17(1A) of the SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015 Mr. Premchand Jain be continued for the notwithstanding that on 4th February 2028 attains age of 75 years during the aforesaid tenure.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. Appointment of Brajkishore Hargovind Agrawal (DIN: 01223894) as an Independent Director of the Company

RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR



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Regulations”) (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Director ,Mr. Brajkishore Hargovind Agrawal (DIN: 01223894) who was appointed as an Additional Non Executive Independent Director with effect from April 17, 2025, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of five years till April 16, 2030, and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers to any committee of directors with power to further delegate to or any other Officer(s) / Authorized Representative(s) of the Company to do all acts, deeds and things and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Nagpur. Friday May 30, 2025

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

Sd/-
✉ **Aditya Vinod Kokil**
Company Secretary & Compliance Officer



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NOTES:

1. The Explanatory statement pursuant to section 102(1) of the Companies Act 2013, with respect to the special business set out in the Notice is annexed
2. Member entitled to attend and vote at the Extra Ordinary 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.
3. 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.
4. 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.
5. Members, Proxies and Authorised Representatives are requested to bring to the meeting their copy of , the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
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 EOGM along with the Attendance Slip and Proxy form 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 will also be available on the Company's website viz.,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. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE 1th EOGM ARE AS UNDER:
 1. Members / shareholders, who will be present in the 1st EOGM 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 1ST EOGM.
 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.



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10. 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.

11. Map for 1th Extra Ordinary General Meeting venue is given below

MAP FOR EXTRA ORDINARY GENERAL MEETING 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 Bhagat chowk**–1.8km- 6 min.
- 📍 Distance from **IC square**- 1.4km-4 min.



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Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013

Item 1.

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on April 17, 2025, appointed Mr Premchand Jain (DIN: 11039801) as an Additional Non Executive Independent Director of the Company for a term of five (5) years with effect from April 17, 2025 to April 16, 2030 (both days inclusive) subject to the approval of the shareholders through special resolution

The Company has received:

(i) consent in writing from Mr. Premchand Jain to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Premchand Jain to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Premchand Jain.

The Nomination and Remuneration Committee ("NRC") had previously finalized the desired attributes for the selection of the Independent Director(s). Basis those attributes, the NRC recommended the candidature of Mr. Premchand Jain. In the opinion of the Board, Mr. Premchand Jain fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

The Board noted that Mr. Premchand Jain's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Premchand Jain is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Premchand Jain is justified due to the following reasons:
– Mr. Premchand Jain has extensive experience in Accounting Auditing and Taxation

Further, Mr. Premchand Jain has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Premchand Jain has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.



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Further Mr. Premchand Jain has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Emkay Taps and Cutting Tools Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Premchand Jain as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 24 June 2025.

The resolution seeks the approval of members for the appointment of Mr. Premchand Jain as an Independent Director of the Company from April 17, 2025 to April 16, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e. 24 June 2025

The profile and specific areas of expertise of Mr. Premchand Jain and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Premchand Jain as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Premchand Jain to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

Item 2.

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on April 17, 2025, appointed Mr. Brajkishore Hargovind Agrawal (DIN: 01223894) as an Additional Non Executive Independent Director of the Company for a term of five (5) years with effect from April 17, 2025 to April 16, 2030 (both days inclusive) subject to the approval of the shareholders through special resolution

The Company has received:

(i) consent in writing from Mr. Brajkishore Hargovind Agrawal to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'),

(ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Brajkishore Hargovind Agrawal to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act, and

(iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.

(iv) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19 dated June 20, 2018, and NSE Circular No. NSE/ CML/2018/24 dated June 20, 2018 that he has not been debarred from holding office of a Director by virtue of any Order passed by the Securities and Exchange Board of India or any other such authority.

(v) A notice in writing by a member proposing his candidature under Section 160(1) of the Act.



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The Board noted that Mr. Brajkishore Hargovind Agrawal's skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Brajkishore Hargovind Agrawal is eligible for appointment as an Independent Director.

The Board was satisfied that the appointment of Mr. Brajkishore Hargovind Agrawal is justified due to the following reasons:

- Mr. Brajkishore Hargovind Agrawal has extensive experience in Accounting Auditing Finance and Taxation.

Further, Mr. Brajkishore Hargovind Agrawal has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Mr. Brajkishore Hargovind Agrawal has confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to his registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Further Mr. Brajkishore Hargovind Agrawal has confirmed that, he had not been a partner of a firm that had transactions during last three financial years with Emkay Taps and Cutting Tools Limited or its subsidiaries amounting to ten percent or more of its gross turnover.

A copy of the draft letter for the appointment of Mr. Brajkishore Hargovind Agrawal as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to 24 June 2025.

The resolution seeks the approval of members for the appointment of Mr. Brajkishore Hargovind Agrawal as an Independent Director of the Company from April 17, 2025 to April 16, 2030 (both days inclusive) pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting, i.e.

The profile and specific areas of expertise of Mr. Premchand Jain and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as annexure.



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In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mr. Brajkishore Hargovind Agrawal as Independent Director of the Company, as a special resolution as set out above.

No director, key managerial personnel or their relatives except Mr. Brajkishore Hargovind Agrawal to whom the resolution relates is interested in or concerned with the resolution.

The Board recommends the special resolution set forth in this notice for the approval of Members.

Nagpur. Friday May 30, 2025

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

Sd/-

 Aditya Vinod Kokil

Company Secretary & Compliance Officer



Additional information on director recommended for appointment as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and applicable secretarial standards

**1. Premchand Jain
Independent Director**

Mr. Premchand Jain, aged about 71 years, graduated in Commerce from Ravishankar University in the year 1975 and qualified as a Chartered Accountant in 1980. He is a partner of M/s Vinod and Prem Jain Chartered Accountants, with office at Nagpur. He has vast experience in the fields of finance, banking, statutory audit, direct and indirect taxes

Age – 72 years

DIN - 11039801

Brief resume required to mention here

Nature of expertise in specific functional areas finance, banking, statutory audit, direct and indirect taxes

Inter-se relationships with directors and key managerial personnel - Nil

Listed companies (other than Emkay taps and cutting tools Ltd) in which Premchand Jain holds directorship and committee membership: Nil

Shareholding in the Company - Nil

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto Remuneration proposed to be paid and distributed among some or all of the non-executive directors of the Company in a manner decided by the Board. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed from www.etctl.com

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – Appointed on Board on 17th April 2025, no any remuneration drawn apart from sitting fees, and One Board meeting attended since appointment.

Membership (other than Emkay Taps and Cutting Tools Ltd) in the Board committees – Nil

Listed Entities from which he has resigned as Director in past 3 years - Nil

Skills and capabilities required for the role and the manner in which Premchand Jain meets such requirements – please refer to the explanatory statement



2. Brajkishore Hargovind Agrawal Independent Director

Brajkishore Hargovind Agrawal Practicing Chartered Accountant in practice since 1976 Partner at M/s.Agrawal Chhallani & Associates and a Proprietor of M/s. B. K. Agrawal. He is Director in various Companies. He was served as Ex-Treasurer in Nagpur Branch of WIRC Institute of Chartered Accountants of India. He has a Master degree from Nagpur University and qualified Chartered Accountant and Stood 42nd rank in Merit in all India basis in Intermediate Chartered Accountant Exam .He also act as a Trustee with Shri Shyam Mitra Mandal, Nagpur, Shri Geeta Mandir Trust, Nagpur, Nityanand Charitable Trust, Nagpur, Nag Bhusan Award Foundation, Nagpur and Seva Bharti, Nagpur.

Age – 76 years

DIN - 01223894

Nature of expertise in specific functional areas – Accounting, Taxation, Finance

Inter-se relationships with directors and key managerial personnel - Nil

Listed companies (other than Emkay taps and cutting tools Ltd) in which Brajkishore Hargovind Agrawal holds directorship and committee membership: Nil

Shareholding in the Company - Nil

Key terms and conditions of appointment - As per the resolution of this Notice read with the explanatory statement thereto Remuneration proposed to be paid and distributed among some or all of the non-executive directors of the Company in a manner decided by the Board. The detailed criteria is available in the Nomination and Remuneration Policy of the Company. The Policy can be accessed from www.etctl.com

Date of first appointment on Board, last drawn remuneration and number of Board meetings attended – Appointed on Board on 17th April 2025, no any remuneration drawn apart from sitting fees, and One Board meeting attended since appointment.

Membership (other than Emkay Taps and Cutting Tools Ltd) in the Board committees – Nil.

Listed Entities from which he has resigned as Director in past 3 years - Jayaswal Neco Industries Limited

Skills and capabilities required for the role and the manner in which Brajkishore Hargovind Agrawal meets such requirements – please refer to the explanatory statement



EMKAY TOOLS

1st Extra Ordinary General Meeting

ATTENDANCE SLIP

EMKAY TAPS AND CUTTING TOOLS LIMITED

CIN: L66120MH1995PLC091091

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 No. +91-9226071464 Email: 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 **1st Extra Ordinary General Meeting** of the Company being held on **Tuesday June 24, 2025 at 11:00 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 TAPS AND CUTTING TOOLS LIMITED



1st Extra Ordinary 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 : L66120MH1995PLC091091
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. +91-9226071464, Website: 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

EMKAY TAPS AND CUTTING TOOLS LIMITED



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 **1st Extra Ordinary General Meeting of the Company being held on Tuesday June 24 2025 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:

SPECIAL BUSINESS:

To consider passing the following resolution(s) as a special resolution

(i) Appointment of Mr. Premchand Jain (DIN: 11039801) as an Independent Director of the Company

(ii) Appointment of Mr. Brajkishore Hargovind Agrawal (DIN: 01223894) as an Independent Director of the Company

Signed this _____ day of _____ 2025

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

EMKAY TAPS AND CUTTING TOOLS LIMITED