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

August 31, 2026

To,
National Stock Exchange of India Limited
Exchange Plaza, C-1, Block G, Bandra Kurla
Complex, Bandra (East)
Mumbai – 400051

NSE Symbol: EMKAYTOOLS
ISIN: INE332S01011

Sub: Notice convening 31st Annual General Meeting (AGM) for the financial year 2024-25.

Dear Sir/ Madam,

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') please find enclosed herewith Notice convening 31st Annual General Meeting (AGM) of the Company for the Financial year 2025-26, which is being dispatched to the members of the Company by permitted mode(s).

The AGM will be held on **Friday, 25 September, 2026 at 11:45 a.m.** (IST) at the registered office of the Company situated at "Plot No B-27 and B-27/1, MIDC Hingna, Industrial Estate, Nagpur, Maharashtra, India, 440016".

The Notice of AGM along with the Annual Report for the financial year 2025-26 is also being made available on the website of the Company at www.etctl.com.

You are requested to kindly take the above information on your record.

Thanking You.

FOR EMKAY TAPS AND CUTTING TOOLS LIMITED

Siddiquee

FAUZIYA FAZAL SIDDIQUEE

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Date: 2026.08.31 13:02:26 +05'30'

Emkay Taps and Cutting Tools Ltd. SEAL NAGPUR

CS Fauziya Fazal Siddiquee
Company Secretary & Compliance Officer
Membership No. A77486

NOTICE OF 31st ANNUAL GENERAL MEETING

Dear Member(s)

Notice is hereby given that the 31st Annual General Meeting of the Members of Emkay Taps and Cutting Tools Limited is scheduled to be held on Friday September 25, 2026 at 11.45 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, India to transact the following business(s):

ORDINARY BUSINESS :

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

I) To consider and adopt the Audited financial statement of the Company for the year ended on March 31, 2026 together with the report of Board of Directors and Auditors thereon.

ii) To consider re-appointment of Mrs. Alka Ajayprakash Kanoria (DIN: 00041346) who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible offers herself for re-appointment

SPECIAL BUSINESS

iII) Appointment of Mr. Sachin Damodhar Dhannawat (DIN: 11907350) as an Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and as per regulation 25 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. Sachin Damodhar Dhannawat (DIN: 11907350) , who was appointed as an Additional Non Executive Independent Director with effect from 31/08/2026, 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 effective from 31/08/2026 till 30/08/2031 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."

By the Order of Board of Directors

For EMKAY TAPS AND CUTTING TOOLS LIMITED

Nagpur, Monday, August 31, 2026

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Date: 2026.08.31 13:03:11 +05'30'

FAUZIYA FAZAL SIDDIQUEE

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 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 Saturday 19th September, 2026 to Friday 25th September, 2026 (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 2025-26 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 2025-26 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. 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. The Members/Claimants can file only one consolidated claim in a financial year as per the IEPF Rules
10. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE 31st AGM ARE AS UNDER:

1. Members / shareholders, who will be present in the 31st AGM shall be eligible for voting either themselves or through proxy by show of hand, in case a poll not demanded by the shareholders/members at the 31st 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.

11. 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.
12. After completing the scrutiny of the poll votes cast during the Annual General Meeting (AGM) via Poll papers (MGT-12), the Scrutinizer is required to submit their report to the Chairman of the Company or to an authorized representative designated by the Chairman. The Scrutinizer require to submit his report to the chairman within two working days following the conclusion of the AGM. Once the Scrutinizer's report is finalized and the results are declared, the information will be communicated to the stock exchange. Additionally, the results and the Scrutinizer's report will be made available on the Company's official website, www.etctl.com.
13. Map for 31st AGM venue is given below of this Annual Report..

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

Item No.3

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on August 31, 2026, appointed Mr. Sachin Damodhar Dhannawat (DIN: 11907350) as an Additional Non Executive Independent Director of the Company for a term of five (5) years with effect from 31/08/2026 till 30/08/2031 (both days inclusive) subject to the approval of the shareholders through special resolution:

The Company has received:

(i) consent in writing from Mr. Sachin Damodhar Dhannawat 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. Sachin Damodhar Dhannawat 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. Sachin Damodhar Dhannawat. In the opinion of the Board, Mr. Sachin Damodhar Dhannawat 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. Sachin Damodhar Dhannawat skills, background and experience are aligned to the role and capabilities identified by the NRC and that Mr. Sachin Damodhar Dhannawat is eligible for appointment as an Independent Director.\

The Board was satisfied that the appointment of Mr. Sachin Damodhar Dhannawat is justified due to the following reasons:

- Mr. Sachin Damodhar Dhannawat has extensive experience in Direct and Indirect Taxation, Auditing, Banking and Co-operative Sectors, and Management Consultancy Services. Further he 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. Sachin Damodhar Dhannawat 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.

The resolution seeks the approval of members for the appointment of Mr. Sachin Damodhar Dhannawat as an Independent Director of the Company from 31/08/2026 till 30/08/2031 (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.

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

None of the Directors / Key Managerial Personnel of the Company /their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution. The Board commends the Special Resolution set out at Item No.3 of this Notice for approval by the Members.

ANNEXURE - I

Details of Director seeking re-appointment at the 31st Annual General Meeting

Name	Alka 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)	Emkay Tools Limited
Membership/ Chairmanship Of Committees in other Companies	0
No of Shares held in the Company (as on date)	884790 shares
Relationship with other directors	Wife of Mr. Ajayprakash Kanoria, Managing Director and CEO of the Company.
Terms and Condition of Appointment and re-appointment	Retirement by Rotation and being eligible offers herself for re-appointment.

*Appointed as Director of the Company as on December 15, 2000, designated at current position w.e.f July 17, 2000 and reappointed further for the period of April 01 2024 to March 31, 2029 and as per the Articles of Association of the Company and is liable to retire by rotation under Section 152(6) of the Companies Act, 2013.

ANNEXURE - II

Details of Director seeking appointment at the 31st Annual General Meeting

Name	Mr. Sachin Damodhar Dhannawat
DIN No.	11907350
Date of Birth	March 29, 1976
Appointed on	31/08/2026*
Qualifications	B. Com, Chartered Accountant
Brief Profile	Mr. Sachin Damodhar Dhannawat, aged 50 years, completed his Bachelor's Degree in Commerce from Nagpur University in 1996. He qualified as a Chartered Accountant in 1998 at the age of 22 years and has been in professional practice since then. He has been associated as a Partner with M/s. Dhannawat Agarwal & Co., Chartered Accountants, Nagpur, for the past 28 years. He possesses extensive professional experience and expertise in the areas of Direct and Indirect Taxation, Auditing, Banking and Co-operative Sectors, and Management Consultancy Services.
Skills and capabilities required for the role & the manner in which the pro-pose person meet such requirement. (In case of Independent Directors)	Mr. Sachin Damodhar Dhannawat being expert in Taxation and Finance fields, meets the skills and capabilities required for the role as an Independent Director of the Company.
Directorship held in other Public (excluding private companies)	Nil
Membership/ Chairmanship Of Committees in other Companies	Nil
No of Shares held in the Company (as on date)	Nil
Relationship with other directors	There is no relation between the Directors/ Manager/Key Managerial Personnel of the Company and the appointee Mr. Sachin Damodhar Dhannawat.
Terms and Condition of Appointment and re-appointment	Appointment as an Independent Director

*Appointed as an Additional Non Executive Independent Director of the Company in the Board Meeting held on 31/08/2026.