EMKAY TOOLS LIMITED

Registered office & factory address: B-27, B-27/1, M.I.D.C, Industrial area, Higna Road, Nagpur-440016(India)
CIN: L25939MH2023PLC401627
T.: 91-9226071464; E-Mail: Info@emkaytoolsltd.com; Website: www.emkaytoolsltd.com

Date 23/08/2025

To,

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

Symbol: ETL

Sub: Notice of Second Annual General Meeting of the Emkay Tools Limited ("the Company") and the Annual report for the financial year 2024-25

Notice convening the Second Annual General Meeting (Notice") and the Annual Report of the Company, for the financial year 2024-25, are being sent through electronic mode to all the members whose e-mail address is registered with the Company / Company's Registrar and Transfer Agent / Depository Participants / Depositories.

Notice and Annual Report are attached and the same are also available on the Company's website at

Notice and Annual Report 2025	Click here

Further, pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of Annual Report 2025, have been sent to those members who have not registered their e-mail address.

We request you to kindly take the above on record.

Thanking You,
For **EMKAY TOOLS LIMITED**

Riya Sarang Agrawal
Digitally signed by Riya Sarang Agrawal
Date: 2025.08.23 14:29:09 +05'30'

Riya Agrawal
Company Secretary and Compliance Officer
Mem. No. A69525

NOTICE OF SECOND ANNUAL GENERAL MEETING

Dear Member(s),

Notice is hereby given that the Second Annual General Meeting of the Members of Emkay Tools Limited is scheduled to be held on Monday, September 15, 2025 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:

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, 2025 together with the report of Board of Directors and Auditors thereon.

ii) To consider re-appointment of Mrs. Alka Kanoria (DIN: 00041346), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible and offers herself for re-appointment. For details of the Director seeking re-appointment at the Annual General Meeting please refer Annexure - E to the director's report.

iii) To declare final dividend for the financial year 2024-25 and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution:

"Resolved that the final dividend @ Rs. 2.50/- per equity share of face value Rs. 1/-, as recommended by the Board of Directors, be and is hereby declared out of the profits of the Company for the financial year 2024-25."

SPECIAL BUSINESS

iv) To appoint P. Surbhi & Associates as a Secretarial Auditor and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

"RESOLVED THAT in accordance with the provisions of Section 204 and all other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors of the Company, P. Surbhi & Associates, Practicing Company Secretaries (COP No. 27412), be and are hereby appointed as Secretarial Auditor of the Company, for a term of 5 (five) consecutive financial years, commencing from the financial year 2024-25 to the financial year 2028-29, on such remuneration as may be determined by the Board of Directors."

v) To approve related party transaction and in this regard, to 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 188 and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and basis the recommendation of the Board of Directors and subject to the approval of Shareholders of the Company and subject to such other approvals, consents, sanctions and permissions of the appropriate authorities, departments or bodies as may be necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors to enter into transactions with the following Related Party and for the maximum amounts, as mentioned herein below:

Nature of Transaction as per Companies Act, 2013	Name of the Director/KMP who is related and nature of their relationship	Name of the Related Party(s)	Relationship	Particulars/ Material Terms and conditions of the transaction	Amount
Availing or rendering of any services	Ajayprakash Kanoria; Alka Kanoria (Directors and members)	Nagpur Tools Private Limited	Group Companies	Job work	Rs. 15 crores

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board of Directors, be and is hereby authorized to sign and execute such documents, as may be required and to do all such acts deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to resolve any question, difficulty or doubt relating thereto, or otherwise, that may arise in this regard.

Except, Mr. Ajayprakash Kanoria and Mrs. Alka Kanoria, none of the other Directors / Key Managerial Personnel of the Company/ their relatives is, in any way, concerned or interested in the said resolution."

By the Order of Board of Director

Nagpur
Saturday
August 23, 2025

For EMKAY TOOLS LIMITED

Riya Sarang Agrawal
Digitally signed by Riya Sarang Agrawal
Date: 2025.08.23 14:29:38 +05'30'

Riya Agrawal
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, September 06, 2025 to Monday, September 15, 2025 (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 2024-25 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 2024-25 will also be available on the Company's website viz.,www.emkaytoolsltd.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 www.emkaytoolsltd.com. 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 Second AGM ARE AS UNDER:

i) Members / shareholders, who will be present in the Second 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 Second AGM.

11. 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.

12. 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.

13. The Company intends to convene Second Annual General Meeting in compliance with applicable provisions of the Companies Act, 2013 read with General Circular No. 20/2020 dated 05.05.2020, General Circular No. 10/2022 dated 28.12.2022, General Circular No.09/2023 dated 25.09.2023 and General Circular No.09/2024 dated 19.09.2024 and SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 20 and SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 and SEBI Circular No. SEBI/HO/CFD/CFD-POD-2/P/CIR/2024/133 dated October 03, 2024

14. Map for Second AGM venue is given at the end of this Annual Report.

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

Item No. 4 :

Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) requires every listed entity to appoint a peer reviewed Company Secretary or a Firm of Company Secretary(ies) as a Secretarial Auditor on the basis of recommendation of the Board of the Directors

The Board of Directors of the Company (“Board”), at its meeting held on June 23, 2025 has, considering the experience and expertise and on the recommendation of the Audit Committee, recommended to the Members of the Company, appointment of P. Surbhi & Associates, Practicing Company Secretary (COP No. 27412), as Secretarial Auditor for a term of 5 (five) consecutive financial years, commencing from the financial year 2024-25 to the financial year 2028-29 on such remuneration as may be determined by the Board of Directors of the Company from time to time.

P. Surbhi & Associates are Practicing Company Secretaries registered with the Institute of Company Secretaries of India having experienced professionals P. Surbhi & Associates are engaged in rendering-
(i) Compliance Audit & Assurance Services;
(ii) Advisory and Representation Services;
(iii)Transactional Services for various Companies.

P. Surbhi & Associates, Practicing Company Secretary, have consented their appointment as the Secretarial Auditor, if appointed and have confirmed that they have subjected to the peer review process of the Institute of Company Secretaries of India (“ICSI”) and hold a valid certificate of peer review issued by the ICSI. Further, P. Surbhi & Associates, Practicing Company Secretary, have confirmed that they are eligible for appointment as the Secretarial Auditor and are free from any disqualifications.

The proposed remuneration to be paid to the Secretarial Auditor for the financial year 2024- 25 is Rs. 45,000.00/- (Rupees Forty-Five Thousand). The said remuneration excludes applicable taxes and out of pocket expenses. The remuneration for the subsequent years of their term shall be fixed by the Board of Directors based on the recommendation of the Audit Committee of the Company.

In accordance with the provisions of Regulation 24A of the Listing Regulations, the appointment of Secretarial Auditor, is required to be approved by the Members of the Company. Accordingly, approval of the Members is sought for passing the Ordinary Resolution as set out at Item No. 4 of this Notice.

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 Ordinary Resolution set out at Item No.4 of this Notice for approval by the Members.

Item No. 5:

Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("Listing Regulations"), with effects from April 01, 2025, requires every listed entity to take approval of shareholders in the case of specified Related party transaction.

As per Section 188(1)(d) of the Companies Act, 2013, availing or rendering of any services by related parties require approval of shareholders in general meeting by way of Ordinary Resolution in case the value exceed the limit as specified.

Pursuant to explanation 3 of Rule 15 of Chapter XII the particulars of the transactions with related party are given below:

1. Name of the Related Party: Nagpur Tools Private Limited.
2. Name of the director or Key Managerial Personnel related: Mr. Ajayprakash Kanoria and Mrs. Alka Kanoria.
3. Nature of Relationship: Director and Member.
4. Nature, Material Terms, monetary value and particular of the contract or arrangement: Job Work; Rs. 15 Crores per annum.

Accordingly, approval of members is sought for passing the Ordinary Resolution as set out in Item No. 5 of the Notice.

None of the Directors and Key Managerial Personnel and their relatives except Mr. Ajayprakash Kanoria and Mrs. Alka Kanoria, is in any way concerned or interested, financially or otherwise, in the resolution.

The Board of Directors commends the resolution as set out at Item No. 5 for approval of the members.

ATTENDANCE SLIP

EMKAY TOOLS LIMITED
CIN: L25939MH2023PLC401627

Address of the registered office: Plot No B-27 & B-27/1, MIDC Hingna, Industrial Estate, Nagpur - 440016
Tel Ph.: 9272090765; Email: investors@emkaytoolsltd.com

DP ID: ______________________________ Client ID: _____________________________

Registered Folio No.: ________________ No. of Shares: ________________________

Name(s) and Address of the Shareholder/Proxy in full:

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I certify that I am a shareholder / proxy of the shareholder of the Company. I/We hereby record my/our presence at the Second Annual General Meeting of the Company being held on Monday September 15, 2025 at 11:30 a.m. at B-27 &B-27/1 M.I.D.C. Hingna, Industrial Estate at Nagpur-440016.

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Signature of Shareholder / Proxy

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