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

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

Series: ST
Symbol: ETL

SUBJECT: Third Annual General Meeting Schedule

Company Name	EMKAY TOOLS LIMITED
Cut-off date for identifying shareholders entitled, to receive copy of Annual Report along with Notice of Third AGM	August 31, 2026
Cut- off date for completion of dispatch of Third AGM notice	September 01, 2026
Book Closure Date for Third AGM	*From: September 12, 2026 * To: September 25, 2026
AGM Date	September 25, 2026 AGM Time :11.00 AM
E-voting Agency	-NA-
Type	*AGM * Financial Year: 2025-26
Laptop Require	☐ Yes ☑ No
Staff Require For AGM	☐ Yes ☑ 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: shwetas@bigshareonline.com, jibu@bigshareonline.com;

NOTICE OF THIRD ANNUAL GENERAL MEETING

Dear Member(s),

Notice is hereby given that the Third Annual General Meeting of the Members of Emkay Tools Limited is scheduled to be held on Friday, September 25, 2026 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:

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. Ajayprakash Kanoria (DIN: 00041279), who retires by rotation in terms of Section 152(6) of Companies Act, 2013 and being eligible and offers himself 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 2025-26 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. 3.00/- 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 2025-26."

SPECIAL BUSINESS

iv) 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. 20 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
Monday
August 31, 2026

For EMKAY TOOLS LIMITED

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 12, 2026 to Friday, September 25, 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.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 THIRD AGM ARE AS UNDER:

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

11. Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company, being an SME-listed company covered under Chapter IX of the SEBI (ICDR) Regulations, 2018, is exempt from providing the facility of remote e-voting. Further, Regulation 44(2) of the SEBI (LODR) Regulations, 2015 requires e-voting to be provided in compliance with the conditions specified under the Companies (Management and Administration) Rules, 2014. Accordingly, remote e-voting is not applicable to the Company for this AGM. Members shall exercise their voting rights at the AGM through the voting mechanism provided by the Company in accordance with the applicable provisions of the Companies Act, 2013.

12. The Company is listed on the SME Platform and, accordingly, the corporate governance provisions specified under Regulation 15(2)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company. Accordingly, the provisions of Regulations 17 to 27, specified clauses of Regulation 46 and Para C, D and E of Schedule V of the SEBI LODR Regulations are not applicable to the Company. The exemption is applicable to entities whose specified securities are listed on an SME Exchange. However, the applicable provisions of the Companies Act, 2013 and other applicable laws continue to apply to the Company.

13. Map for Third 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 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. 20 Crores per annum.

Accordingly, approval of members is sought for passing the Ordinary Resolution as set out in Item No. 4 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. 4 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 Third Annual General Meeting of the Company being held on Friday September 25, 2026 at 11:00 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.

Second 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	: L25939MH2023PLC401627
Name of the company	: EMKAY TOOLS LIMITED
Registered office:	: B-27 & B-27/1 M.I.D.C. Hingna, Industrial Estate, Nagpur-440016. Tel. No. +91-9272090765 www.emkaytoolsltd.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:

   Signature: ______________ or failing him/her

2. 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 Third Annual General Meeting of the Company being held on Friday, September 25, 2026 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:

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 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

iii) To declare final dividend for the financial year 2025-26 @ Rs. 3.00/- per Equity Shares of Face Value of Rs. 1/- each.

SPECIAL BUSINESS:

iv) To consent and approve Related Party Transaction with Nagpur Tools Private Limited.

Signed this ______________ of 2026

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.