



EMKAY TOOLS LTD

Registered Office & Factory Address : B-27 & B-27/1, M.I.D.C. Industrial Area, Hingna Road, Nagpur-440016 Maharashtra (India)

CIN : L25939MH2023PLC401627

☎ : 91-9226071464 ✉ : info@emkaytoolsltd.com 🌐 : www.emkaytoolsltd.com

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

Series: ST

Symbol: ETL

SUBJECT: First Extra Ordinary 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	October 12, 2026
Cut- off date for completion of dispatch of Third AGM notice	October 13, 2026
EGM Date	November 05, 2026 AGM Time :11.00 AM
E-voting Agency	-NA-
Type	*EGM * Financial Year: 2026-27
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: shwetash@bigshareonline.com,
jibu@bigshareonline.com;





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NOTICE OF FIRST EXTRA ORDINARY GENERAL MEETING OF FY 2026-27

Dear Member(s),

Notice is hereby given that the first Extra Ordinary General Meeting of the Members of Emkay Tools Limited is scheduled to be held on Thursday, November 5, 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):

SPECIAL BUSINESS:

1. APPOINTMENT OF M/S. VIJAY AGRAWAL AND CO., CHARTERED ACCOUNTANT, AS STATUTORY AUDITORS TO FILL CASUAL VACANCY

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139(8)(i) and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, and Regulation 33(1)(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR"), and based on the recommendation of the Audit Committee and the Board of Directors, M/s. Vijay Agrawal and Co., Chartered Accountants (Firm Registration No. 138350W), who have confirmed their eligibility under Section 141 of the Act and hold a valid Peer Review Certificate, be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. M/s. P S Thakre & Co, Chartered Accountants, with effect from 24 September 2026.

RESOLVED FURTHER THAT M/s. Vijay Agrawal and Co. shall hold office as Statutory Auditors of the Company from the conclusion of this Extraordinary General Meeting until the conclusion of the next Annual General Meeting (AGM) of the Company, at a remuneration of as discussed with the committee plus applicable statutory taxes and reimbursement of out-of-pocket expenses incurred in connection with the audit.

RESOLVED FURTHER THAT the Company Secretary be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies (ROC), make requisite intimations to the Stock Exchange(s), update the website of the Company, and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

2. TO APPROVE THE CONTINUATION OF EMPLOYMENT OF MR. AJAYPRAKASH KANORIA, MANAGING DIRECTOR, UPON ATTAINING THE AGE OF 70 YEARS

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196(3)(a) read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Appointment





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and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(11) read with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee and Board of Directors, consent of the members be and is hereby accorded to approve the continuation of employment and directorship of Mr. Ajayprakash Kanoria (DIN: 00041279), as the Managing Director of the Company, beyond 13TH May, 2027, notwithstanding that he will attain the age of 70 years on the said date, for the remainder of his current tenure up to 28th May, 2028, on the existing terms and conditions, including remuneration.

RESOLVED FURTHER THAT the Company Secretary be and are hereby severally authorized to file necessary e-forms with the Registrar of Companies (ROC), make requisite intimations to the Stock Exchange(s), update the website of the Company, and do all such acts, deeds, matters, and things as may be necessary, proper, or expedient to give effect to this resolution."

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
For EMKAY TOOLS LIMITED



Riya Agrawal
Riya Agrawal
Company Secretary & Compliance Officer

Nagpur
Monday
October 12, 2026



EMKAY TOOLS LTD

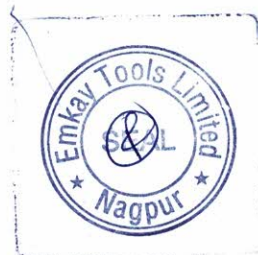
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NOTES:

1. A 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.
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 Extra-ordinary 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. 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.
6. To support the 'Green Initiative' and pursuant to MCA and SEBI circular the Notice of the EGM 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.emkaytoolsltd.com
7. 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.





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8. THE INSTRUCTIONS FOR MEMBERS FOR VOTING ON THE DAY OF THE EGM ARE AS UNDER:

- i. Members / shareholders, who will be present in the EGM 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 EGM.
- ii. 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 EGM. Members shall exercise their voting rights at the EGM through the voting mechanism provided by the Company in accordance with the applicable provisions of the Companies Act, 2013.
- iii. Map for EGM venue is given at the end of this Annual Report.





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

Item No. 1:

Appointment of M/s. Vijay Agrawal and Co., Chartered Accountants, to Fill Casual Vacancy

1. Reason for Casual Vacancy:

M/s. P S Thakre & Co., Chartered Accountants (Firm Registration No. 128572W), tendered their resignation effective 24 September 2026, creating a casual vacancy in the office of Statutory Auditors pursuant to Section 139(8)(i) of the Companies Act, 2013.

2. Board Recommendation & Credentials:

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on October 12, 2026 recommends the appointment of M/s. Vijay Agrawal and Co., Chartered Accountants (Firm Registration No. 138350W), as Statutory Auditors. The firm has extensive experience in auditing listed entities and holds a valid ICAI Peer Review Certificate, satisfying Regulation 33(1)(d) of SEBI LODR. Written consent and eligibility certificates under Section 141 of the Companies Act, 2013 have been received.

3. Proposed Remuneration & Tenure:

The proposed audit remuneration as discussed by the committee (plus applicable taxes and out-of-pocket expenses). The firm will hold office from the conclusion of this EGM until the conclusion of the next Annual General Meeting (AGM).

4. Director Interest:

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are concerned or interested, financially or otherwise, in this Ordinary Resolution, except to the extent of their shareholding, if any.

5. Inspection of Documents:

The resignation letter, consent letter, Section 141 eligibility certificate, and ICAI Peer Review Certificate are available for inspection at the Registered Office during business hours up to the date of the meeting.

The Board recommends passing the Ordinary Resolution set out at Item No. 1.



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Item No. 2:

Continuation of Directorship/Employment of Mr. Ajayprakash Kanoria as Managing Director upon Attaining 70 Years of Age

1. Legal Framework & Statutory Requirement

Mr. Ajayprakash Kanoria (DIN: 00041279) was appointed as the Managing Director of the Company for a term of 5 years with effect from June 29, 2023, as approved by the shareholders at the General Meeting held on July 1, 2023.

Mr. Ajayprakash Kanoria will attain the age of 70 years on May 13, 2027. Pursuant to the proviso to Section 196(3)(a) read with Schedule V, Part I(c) of the Companies Act, 2013, no company shall continue the employment of any person as Managing Director who has attained the age of 70 years unless such continuation is approved by the shareholders by way of a Special Resolution, indicating the justification for appointing or continuing such person in the explanatory statement annexed to the notice.

2. Justification for Continuation (Section 196(3)(a) Proviso)

The Nomination and Remuneration Committee (NRC) and the Board of Directors at their respective meetings held on October 12, 2026, evaluated the operational performance, strategic contribution, and leadership of Mr. Ajayprakash Kanoria and recommended his continuation based on the following justifications:

- **Vast Industry Experience & Expertise:** Mr. Ajayprakash Kanoria possesses over 45 years of rich experience in Cutting Tools Industry, having spearheaded the Company's growth, business expansion, and corporate restructuring initiatives from the incorporation of the company.
- **Strategic Leadership of Ongoing Projects:** He plays an active and indispensable role in executing key strategic projects, where his domain knowledge and institutional memory are critical to project completion.
- **Business Continuity & Management Stability:** His continued guidance as Managing Director ensures executive stability, operational continuity, and strong corporate governance in a competitive market environment.
- **Health & Active Engagement:** Mr. Ajayprakash Kanoria, maintains excellent health, operational stamina, and high engagement, continuously driving strategic initiatives and creating shareholder value.

3. Board Recommendation & Rationale (Regulation 17(11) of SEBI LODR)

The Board of Directors, based on the unanimous recommendation of the Nomination and Remuneration Committee, considers that the continued association and strategic leadership of Mr.



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Ajayprakash Kanoria will be of immense benefit to the Company. Accordingly, the Board strongly recommends the Special Resolution set out at Item No. 2 for shareholder approval.

4. Terms & Remuneration

No changes are proposed in the existing terms and conditions of appointment or remuneration. Mr. Ajayprakash Kanoria will continue on the remuneration framework previously approved by the shareholders.

5. Nature of Concern or Interest (Section 102)

Except Mr. Ajayprakash Kanoria and Mrs. Alka Kanoria, none of the Directors, Key Managerial Personnel (KMPs) of the Company, or their relatives are concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 2 of the Notice, except to the extent of their shareholding, if any.

6. Inspection of Documents

Copies of the relevant resolutions of the NRC and Board of Directors are open for inspection electronically or physically at the Registered Office of the Company during business hours on all working days up to the date of the General Meeting.

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:

I certify that I am a shareholder / proxy of the shareholder of the Company. I/We hereby record my/our presence at the [First Extra Ordinary General Meeting of the Company being held on Thursday November 05, 2026 at 11:00 a.m.](#) at B-27 & 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.

First Extra-ordinary General Meeting of 2026-27

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 [First Extra Ordinary General Meeting of the Company being held on Thursday November 05, 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:

SPECIAL BUSINESS:

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

i) Appointment of M/s. Vijay Agrawal and Co., Chartered Accountant, as statutory auditors to fill casual vacancy.

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

ii) To approve the continuation of employment of Mr. Ajayprakash Kanoria, Managing Director, upon attaining the age of 70 years.

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.