

NILKANTH ENGINEERING LIMITED

Regd. Office : 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai - 400 002

CIN No.: L27300MH1983PLC029360

Date: 2nd September, 2016

Department of Corporate Services
Listing Department
BSE Limited,
P J Towers, Dalal Street,
Mumbai-400001

Dear Sir/Madam,

Sub: **Copy of Notice of Annual General Meeting**
Ref: **Company Code No.512004**

We enclose the Notice and Attendance/Proxy form of the 33rd Annual General Meeting and the same will be hosted in our website www.nilkanthengineering.co.in

This is for your information and records.

Thanking You,

Yours Faithfully,
For Nilkanth Engineering Limited



G. M. Loyalka
Director
DIN: 00299416



NILKANTH ENGINEERING LIMITED

CIN NO: L27300MH1983PLC029360

Regd. Office: 407, Kalbadevi Road, Daulat Bhawan, 3rd Floor, Mumbai – 400 002

Telephone No. : 2206 2108, Website: www.nilkanthengineering.co.in

Email: nilkanthengineeringltd@gmail.com

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the shareholders of Nilkanth Engineering Limited shall be held on Tuesday, the 27th day of September, 2016 at 11:00 AM at the registered office of the Company at 407, Kalbadevi Road, 3rd Floor, Mumbai – 400 002 to transact the following business :

Ordinary Business:

1. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“Resolved that the Audited Financial Statements, including the Consolidated Financial Statements, of the Company for the year ended on 31st March, 2016 and the Board’s and Auditors’ Reports thereon, be and are hereby approved and adopted.”

2. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“Resolved that Mr. G. M. Loyalka (holding DIN: 00299416), the retiring Director, be and is hereby re-elected as Director of the Company, liable for retirement by rotation”.

3. To consider and if thought fit, to pass with or without modification(s), the following resolution as an ordinary resolution:

“Resolved that M/s. Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), the retiring Auditors, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration (including re-imbusement of out of pocket expenses) in connection with the audit as may be decided by the Board of Directors of the Company in consultation with M/s Karnavat & Co.”

**By order of the Board of Directors of
Nilkanth Engineering Limited**

**G.M.Loyalka
Director
(DIN: 00299416)**



Place: Mumbai
Date: 01.09.2016

NOTES:

1. A member entitled to attend and vote at the Annual General Meeting (the 'Meeting') is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The proxy form duly completed and signed should be deposited at the Registered office of the Company not less than 48 hours before the time fixed for the Meeting.
3. The Register of Members and Share Transfer Register of the Company will remain closed from 23rd September, 2016 to 27th September, 2016, (both days inclusive) for the purpose of AGM.
4. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.

5. EVOTING:

1. Pursuant to Section 108 of the Companies Act, 2013 and in compliance with the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to announce that all the business mentioned in the notice may be transacted through electronic voting system and the Company is providing facility by electronic means.
2. For this purpose, the Company is entering into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting to enable the Shareholders of the Company to cast their votes electronically.
3. The Board of Directors of the Company has appointed M/s Mahesh Kandoi & Associates, Practising Company Secretary, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.



4. Process and manner of voting:

(a) In case of Shareholders receiving e-mail from NSDL:

- i. Open e-mail and open PDF file viz; "Nilkanth e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that the password is an initial password.
- ii. In case any shareholder is already registered with NSDL for e-voting, then that shareholder can use the existing user ID and password for casting of vote and step no. (i) and (vi) be skipped.
- iii. Launch internet browser by typing the following URL:<https://www.evoting.nsd.com/>
- iv. Click on Shareholder – Login
- v. Put user ID and password as mentioned in step (i) or (ii) above, as may be applicable. Click Login.
- vi. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password.
- vii. Home page of e-Voting opens. Click on e-Voting: Active Voting Cycles.
- viii. Select "EVEN" (E-Voting Event Number) of Nilkanth Engineering Limited.
- ix. Now you are ready for e-Voting as Cast Vote page opens.
- x. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- xi. Upon confirmation, the message "Vote cast successfully" will be displayed.
- xii. Once you have voted on the resolution, you will not be allowed to modify your vote.
- xiii. Institutional shareholders (i.e. members other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail nilkanthengineeringltd@gmail.com with a copy marked to evoting@nsdl.co.in.

(b) In case of Shareholders receiving PIN mailer by Post:

- i. Initial password will be provided through a separate PIN Mailer.
- ii. Please follow steps (ii) to (xiii) above, to cast vote.
- iii. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- iv. In case of any query, you may refer to the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the Downloads sections of <https://www.evoting.nsd.com> or contact NSDL at the following Telephone No.: 022 24994600.
- v. The e-voting period commences on 23rd September, 2016 (9.00 a.m) and ends on 26th September, 2016 (5.00 p.m.). At the end of the voting period, the portal where votes are cast shall forthwith be blocked.



- vi. M/s. Mahesh Kandoi & Associates, Practising Company Secretary, Mumbai, the scrutinizer will, on 30th September, 2016 i.e. within a period of not exceeding three working days from the date of conclusion of e-voting period, unblock the votes in the presence of at least two witnesses not in the employment of the company and make a scrutinizer's report of the votes cast in favour or against, if any and submit to the Chairman of the Annual General Meeting of the Company.
- vii. The results declared along with the scrutinizer's report shall be placed on the website of the company and on the website of the RTA or NSDL within two days of passing of the resolution.
- viii. Subject to receipt of sufficient votes, the resolution shall be deemed to be passed on the date of Annual General Meeting.
5. Name, designation, address, email id and phone no. of the person responsible to address the grievances connected with facility for voting by electronic means.

Name:- Ms. Shruti Didwania

Designation:- Company Secretary

Address:407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai – 400002

Email id: nilkanthengineeringltd@gmail.com

Phone No. 022 22062108

By order of the Board of Directors of
Nilkanth Engineering Limited



G.M.Loyalka
Director
(DIN: 00299416)

Place: Mumbai
Date: 01.09.2016



NILKANTH ENGINEERING LIMITED.

Registered Office: 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai-400 02

CIN: L27300MH1983PLC029360

• Website: www.nilkanthengineering.co.in

Email: nilkanthengineeringltd@gmail.com • Phone: 022-22062108

ATTENDANCE SLIP

Name of the Member(s) :

Registered Address :

FolioNo /Client ID No. & DP ID

No. of Share(s) held

I/We hereby record my/our presence at the 33rd Annual General Meeting of Nilkanth Engineering Ltd. held on Tuesday, the 27th September, 2016 at 11:00 a.m. at 407 Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai - 400 002

.....
Name of the Shareholder/Proxy
(in capital letters)

.....
Signature of Shareholder/Proxy

Note : Shareholders attending the Meeting in person or by Proxy are requested to complete the attendance slip properly and hand it over at the entrance of the meeting venue.

NILKANTH ENGINEERING LIMITED.

Registered Office: 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai-400 02

CIN: L27300MH1983PLC029360

• Website: www.nilkanthengineering.co.in

Email: nilkanthengineeringltd@gmail.com Phone: 022-22062108

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of Companies (Management and Administration) Rules, 2014]

33rd Annual General Meeting to be held on Tuesday, the 27th September, 2016 at 11:00 a.m. at 407 Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai - 400 002

Name of the Member(s) :

Registered Address :

E-mail ID :

FolioNo /Client ID No. & DP ID

I/We, being the member(s) of Shares of the above named company, hereby appoint

1. Name :

Address :

E-mail Id : Signature:, or failing him

2. Name :

Address :

E-mail Id : Signature:, or failing him

3. Name :

Address :

E-mail Id : Signature:, or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at 33rd Annual General Meeting of the Company, to be held on Tuesday, the 27th September, 2016 at 11.00 a.m. at 407 Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below :



P.T.O.

Resolution No.	Particulars	Optional	
		For	Against
Ordinary Business			
1	Adoption of Annual Financial Statements for the year ended March 31, 2016		
2	Re-appointment of Mr. G.M.Loyalka (DIN: 00299416), who retires by rotation, as Director of the Company.		
3	Re-appointment of M/s Karnavat & Co., Chartered Accountants, as Statutory Auditors of the Company.		

Signed this..... day of 2016.

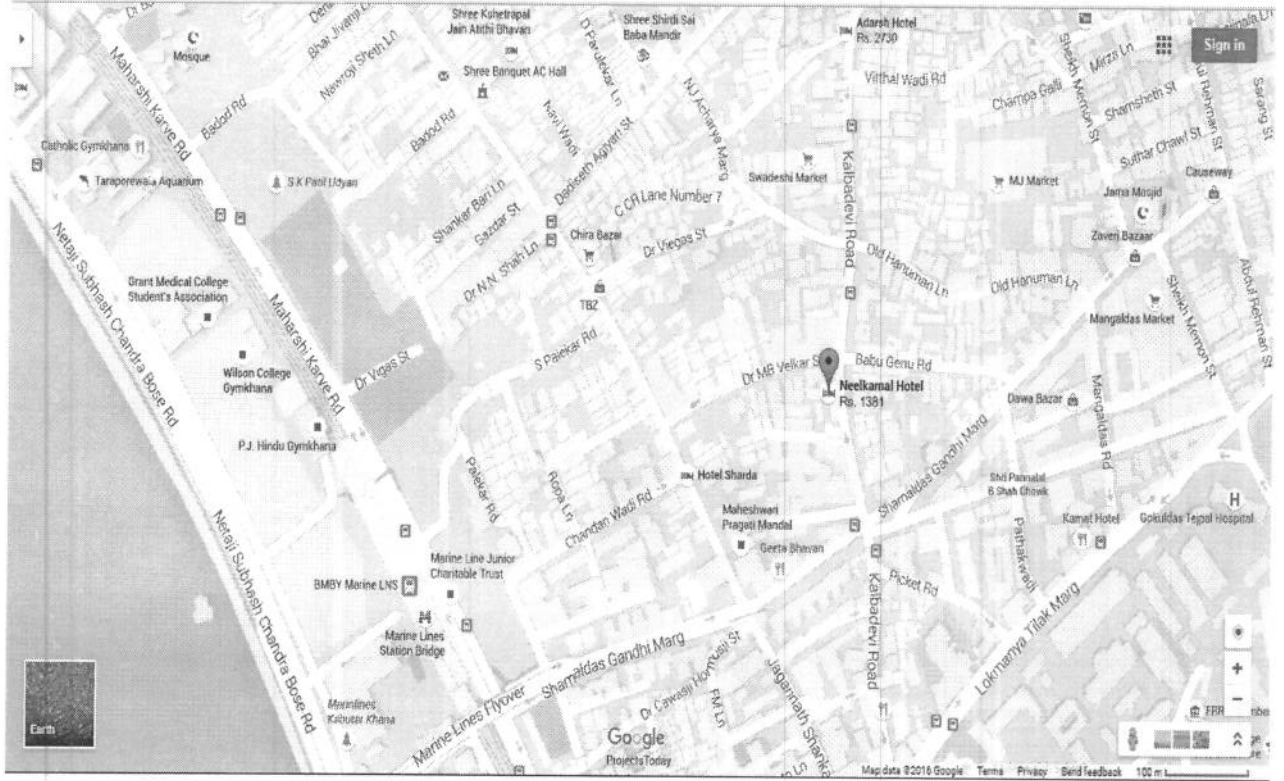
Signature of Shareholder:

Signature of Proxy holder(s):



- Note :**
1. 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.
 2. A Proxy need not be a member of the Company.
 3. For the resolutions and Notes, please refer to the Notice of the 33rd Annual General Meeting.
 4. A person can act as a proxy on behalf of member(s) not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not acts as a proxy for any other person or shareholder.

Route map to the Venue of the Thirty Third Annual General Meeting



Particulars of Directors seeking re-appointment in the forthcoming Annual General Meeting pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements)

Name of Director	Shri G.M.Loyalka
DIN	00299416
Date of Birth	26 th January, 1943
Expertise in specific functional areas	Businessman
Qualification	Bcom (Hons)
Shareholding in the Company	Nil
Relationship with Other Director/KMPs	None
List of outside directorships held (<i>Public limited Companies</i>)	<ol style="list-style-type: none"> 1. Aakarshak Synthetics Limited 2. Jatayu Textiles & Industries Limited 3. Kajal Synthetics And Silk Mills Limited 4. Park Avenue Engineering Limited 5. Sushree Trading Limited 6. Aditya Birla Health Services Limited
Chairman/Member of the Committee of the Board of Directors of the Company	<ol style="list-style-type: none"> 1. Audit Committee – Chairman 2. Nomination and Remuneration Committee – Chairman
Chairman/Member of the Committee of Directors of other Public Limited Companies in which he is a Director a) Audit Committee	<ol style="list-style-type: none"> 1. Kajal Synthetics And Silk Mills Limited – Chairman 2. Aditya Birla Health Services Limited – Member
b) Nomination & Remuneration Committee	<ol style="list-style-type: none"> 1. Kajal Synthetics And Silk Mills Limited – Chairman 2. Aditya Birla Health Services Limited – Member