

NILKANTH ENGINEERING LIMITED

CIN NO: L27300MH1983PLC029360

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

Tel.: 2206 2108, Email : nilkanthengineeringltd@gmail.com

Website : www.nilkanthengineering.co.in

3rd September, 2018

BSE Limited
P. J. Tower,
Dalal Street,
Fort, Mumbai

Ref : Scrip Code : 512004

Dear Sir,

Sub: Notice of 35th Annual General Meeting .

We are pleased to enclose herewith the Notice convening 35th Annual General Meeting on Monday, 24th September, 2018 at the Registered Office of the Company at 407, Kalbadevi Road, 3rd Floor, Daulat Bhawan, Mumbai 400 002 at 2.30 pm

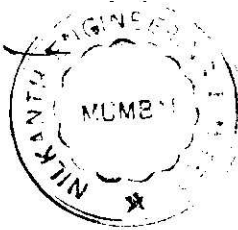
Kindly the above documents on record

Thanking you.

Yours faithfully,

For **NILKANTH ENGINEERING LIMITED**

G. M. Loyalka
Director
(00299416)



NILKANTH ENGINEERING LIMITED

CIN : L27300MH1983PLC029360

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

Telephone No. : 022-2206 2108, Website: www.nilkanthengineering.co.in

Email: nilkanthengineeringltd@gmail.com

NOTICE

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the members of Nilkanth Engineering Limited will be held on Monday, the 24th day of September, 2018 at 2.30 PM at the Registered Office of the Company at 407, Kalbadevi Road, 3rd Floor, Daulat Bhavan, Mumbai 400 002 to transact the following business :

Ordinary Business:

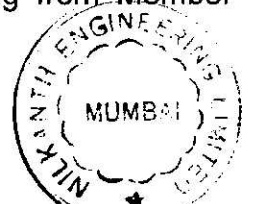
1. To consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the year ended on 31st March, 2018 and the Board's and Auditors' Reports thereon.
2. To appoint a Director in place of Mr. G. M. Loyalka (DIN No: 00299416) who retires by rotation and, being eligible, offers himself for re-appointment.
3. 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 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made therein , the appointment of M/s Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W), having their office at 2A, Kitab Mahal, 1st Floor, 192, D.N. Road, Mumbai 400 001 who were appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the 39th Annual General Meeting, be and is hereby ratified, at such remuneration (including re-imbusement of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with M/s Karnavat & Co, Chartered Accountants, Mumbai.”

Special Business:

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

RESOLVED THAT Mr. Nitin Agrawal (DIN -08186528) who was appointed by the Board of Director as an Additional Director of the Company with effect from 1st August, 2018 at the Board Meeting held on 30th July, 2018 and who hold office upto the date of this Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013, but who is eligible for appointment and in respect of whom the Company has received a notice in writing from Member



under section 160(1) of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed a Director of the Company, not liable to retire by rotation.

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

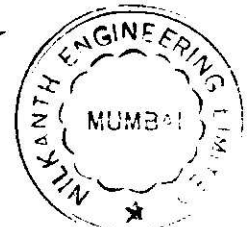
RESOLVED FURTHER THAT Pursuant to section 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and subject to approval of Central Government, if any and such other consent and permission as may be necessary and subject to such modifications, variations acceptable to the appointee, the Company hereby accord its consent for the appointment of Mr. Nitin Agrawal (DIN : 08186528) as the Managing Director of the Company for the period of Two year from 1st August, 2018 to 31st July, 2020 at remuneration of Rs. 8,32,000/- p.a. (Rupees Eight Lac Thirty Two Thousand and only) as approved by Remuneration Committee in its meeting.

RESOLVED FURTHER THAT where in any financial year, the Company has no profit or its profit are inadequate, the foregoing amount of remuneration shall be the Minimum Remuneration payable to Mr. Nitin Agrawal.

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



G. M. Loyalka
Director
(DIN: 00299416)



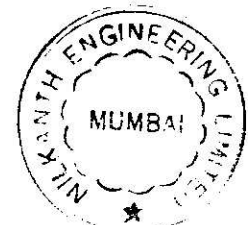
Place: Mumbai
Date: 31.08.2018

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 setting out the material facts in respect of item No. 4 and 5 set out in the Notice is annexed hereto and forms part of this Notice.
2. **A member entitled to attend and vote at the 35th 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.**

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.

3. 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.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Monday 17th September, 2018 to Monday, 24th September, 2018, (both days inclusive) for the purpose of AGM.
5. Members are requested to bring their copy of the Annual Report at the Annual General Meeting.
6. **EVOTING:**
 - i) 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.
 - ii) For this purpose, the Company has entered 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.
 - iii) The Board of Directors of the Company has appointed Mr. Manoj Nimani, Partner of R. M. Nimani & Associates LLP, Company Secretaries, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.
 - iv) Process and manner of voting:



- vi. Mr. Manoj Mimani, Partner of R. M. Mimani & Associates LLP, Company Secretaries Mumbai, the scrutinizer will, on 26th September, 2018 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.
- v) 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:- Mr. Prathmesh R. Sonsurkar
Designation:- Company Secretary and Compliance Officer
Address: 407, Kalbadevi Road, 3rd Floor, Daulat Bhavan, Mumbai 400 002
Email id: nilkanthengineeringltd@gmail.com
Phone No. 9969325040

EXPLANATORY STATEMENT
(pursuant to section 102 of the Companies Act, 2013)

The following explanatory statements sets out all material facts relating to item no. 4 and 5 of accompanying Notice dated 31st August, 2018.

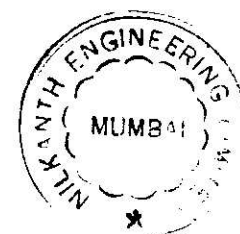
Item No. 4

The Board of Directors at the meeting held on 30th July, 2018 on the recommendation of the Nomination and Remuneration Committee ("Committee") appointed in terms of the provisions contained under section 161 of the Companies Act, 2013, Mr. Nitin Agrawal was appointed as Additional Director. The requisite Notice under section 160 of the Act proposing his candidature for the office of Director. The consent has been filed by Mr. Nitin Agrawal under section 152 has been filed by him. Mr. Nitin Agrawal does not hold any share in the Company either in the individual capacity or on beneficial basis for any other person

Mr. Nitin Agrawal will vacate office at this Annual General Meeting. On the recommendation of Committee, the Board recommends for the approval of the Members, the appointment of Mr. Nitin Agrawal as Director liable to retire by rotation.

Mr. Nitin Agrawal and his relatives are interested in this resolution. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this resolution. Mr. Nitin Agrawal is also not related to any of the Director or Key Managerial Personnel in the Company.

The Board recommends this resolution for your approval.

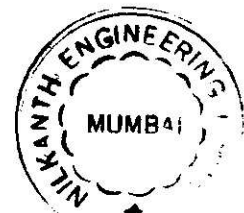


(a) In case of Shareholders receiving e-mail from NSDL:

- 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 21st September, 2018 (9.00 a.m) and ends on 23rd September, 2018 (5.00 p.m.). At the end of the voting period, the portal where votes are cast shall forthwith be blocked. The cut off date for Remote e-voting is 17th September, 2018.



Item No. 5

The Board of Directors at the meeting held on 30th July, 2018 have appointed Mr. Nitin Agrawal (DIN -08186528) as Managing Director for the period of Two years with effect from 1st August, 2018, on the terms and conditions including remuneration as recommended by Nomination and Remuneration Committee. The appointment made by the Board, as aforesaid, was subject to approval of Members of the Company in the General Meeting.

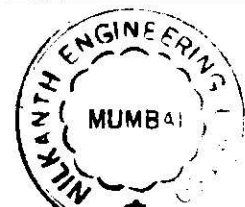
Considering the facts and provisions of Schedule V of the Companies Act, 2013, the Board recommends the Appointment of Mr. Nitin Agrawal as Managing Director for the approval of the Members by Ordinary Resolution.

Mr. Nitin Agrawal and his relatives are interested in the resolution set out in item no. 5. Save and except above, none of the Directors / Key Managerial Personnel, their relatives are in any way, concerned or interested, financial or otherwise in this Resolution.

The relevant resolution passed in the Board / Committee meeting and other allied documents are available for inspection at the Registered office of the Company on any working day between 11.00 am to 1.00 pm upto the date of this AGM and will also be available for inspection at the venue of the AGM

Annexure to item no. 2 and 4**Details of Directors seeking re-appointment at the Annual General Meeting**

Name	Mr. G. M. Loyalka	Mr. Nitin Agrawal
DIN	00266416	08186528
Date of Birth	26 th January, 1943	23 rd December, 1984
Qualification	B.Com (Hons)	MBA
Expertise in specific functional area	Business	Marketing, Admin and HR
List of outside Directorship held in Public Limited Company	1.Aakarshak Synthetics Ltd. 2.Jatayu Textiles & Industries Ltd. 3.Kajal Synthetics & Silk Mills Ltd. 4.Park Avenue Engineering Ltd. 5.Sushree Trading Ltd. 6.Aditya Birla Health Service Ltd	Nil
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Nil	Nil
Shareholding in the Company	Nil	Nil
Chairman / Member of the Committee of the Board of Directors of other Companies in which he is a Director	1.Audit Committee – Member Kajal Synthetics & Silk Mills Ltd Aditya Birla Health Service Ltd	Nil

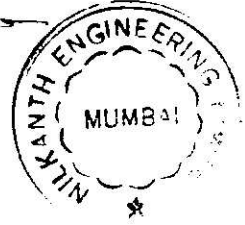


	2.Nomination & Remuneration Committee Kajal Synthetics & Silk Mills Ltd Aditya Birla Health Service Ltd	
Chairman / Membership of the Committee of the Board of Directors of the Company Shareholding	Audit Committee – Member Nomination and Remuneration Committee - Member	Nil Nil

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



G. M. Loyalka
Director
(DIN: 00299416)



Place: Mumbai
Date : 31.08.2018

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

