

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

28th February, 2017

Website : www.nilkanthengineering.co.in

Deputy General Manager

Listing Compliance

BSE Limited

P. J. Towers,

Dalal Street

Mumbai 400 001

Dear Sir,

Ref : Scrip Code : 512004

Subject : Notice of Extra-ordinary General Meeting

We are submitting herewith Notice of Extra-ordinary General Meeting scheduled to be held on Friday, 24th March, 2017 and the same is being hosted on our website www.nilkanthengineering.co.in

Please take the above information on record

Thanking You.

Yours faithfully,

For **NILKANTH ENGINEERING LIMITED**



G. M. LOYALKA
DIRECTOR
(DIN – 00299416)



NILKANTH ENGINEERING LIMITED

CIN : L27300MH1983PLC029360

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

website – www.nilkanthengineering.co.in

NOTICE

NOTICE is hereby given that the Extra-ordinary General Meeting of the Shareholders of NILKANTH ENGINEERING LIMITED (the "Company") is scheduled to be held on at the Registered Office of the Company at 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai 400 002 on Friday, 24th day of March, 2017 at 4.30 pm to transact the following business:

SPECIAL BUSINESS:

Item No. 1:

To consider and if thought fit to pass, with or without modification, the following resolution as a Special Resolution:

RESOLVED THAT the consent of the Company be and is hereby accorded to the Board of Directors under section 180(1)(c) of the Companies Act, 2013 to borrow any sum or sums of moneys from time to time notwithstanding that the money or moneys to be borrowed, together with moneys already borrowed by the Company, may exceed in aggregate of its paid up capital and free reserves, apart from temporary loans obtained from the Company's Banker in the ordinary course of business, provided however, the total amount so borrowed shall not exceed Rs. 75.00 Crores (Rupees Seventy Five Crores only)

RESOLVED FURTHER THAT Any Director of the Company be and are hereby authorized to file necessary forms with the Registrar of Companies, Mumbai, Maharashtra and to do or cause to do such other acts, deeds, things and execute all such documents, undertaking as may be considered necessary in connection with or incidental to the above.

**By Order of the Board
For Nilkanth Engineering Limited.**



**G. M. Loyalka
DIRECTOR
(DIN-00299416)**



Place: Mumbai

Date : 28th February, 2017

Note:

- 1) Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is attached herewith which forms part of this Notice.
- 2) **A Member entitled to attend and vote at this General Meeting is entitled to appoint proxy to attend and vote on a poll instead of himself and the proxy need not be the member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company 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 right may appoint single person as proxy and such person shall not act as proxy for any other persons or shareholder

- 3) The Proxy in order to be valid shall be lodged at the Registered Office of the Company not less than 48 hours before the commencement of this meeting.
- 4) Voting through electronic means :
 - I. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility as an alternative mode of voting which will enable the members to cast their votes on the resolutions electronically.
 - II. Kindly note that the members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. However, in case members cast their vote exercising both the options i.e. physical ballot and e-voting, it may be noted that votes cast by them through e-voting shall be only taken into consideration and treated valid whereas votes cast by physical ballot shall be treated as invalid.
 - III. ADROIT CORPORATE SERVICES PRIVATE LIMITED, our Registrar and Share Transfer Agent, will be facilitating e-voting to enable the members to cast their votes electronically.
 - IV. The instructions for members for voting electronically are as under:-
 - A. **In case of members receiving e-mail:**
 - (i) Log on to the e-voting website www.evoting.nsdl.com
 - (ii) Click on "Shareholders" tab.
 - (iii) Now Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID). Members holding shares in Physical Form should enter Folio Number registered with the Company.
 - (iv) Next enter the Image Verification as displayed and Click on Login.
 - (v) If you are holding shares in Demat form and had logged on to www.evoting.nsdl.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given below.
 - (vi) Now, fill up the following details in the appropriate boxes (for both shareholders in physical form and demat form)



| | |
|------------------------------|--|
| PAN | <p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders).</p> <p>Members who have not updated their PAN with the Company / Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters consisting of Folio No. prefix by "0" (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr. / Mrs. / Smt. / Miss / Ms / M/s, etc.</p> <p>Example :</p> <p>(1) Mr. Ganesh Chnadra Das and Folio No. is G/00004, the PAN will be GA00G00004.</p> |
| DOB | <p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p> |
| Dividend Bank Details | <p>Enter the Bank A/c No. as recorded in your demat account with the depositories or in the company records for your folio.</p> <p>Please enter the DOB or bank account no. In order to log in. If both the details are not recorded with the depository or company, then please enter in the Dividend Bank Details field the number of shares held by you on cut off date (Record date) of 17th March, 2017</p> |

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through NSDL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <NILKANTH ENGINEERING LIMITED> on which you choose to vote.
- (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then enter the User ID and click on Forgot Password & enter the details as prompted by the system.

B. In case of members receiving the physical copy:

- (i) Please follow all steps from sl. No. (i) to sl. No. (xv) above to cast vote.
- (ii) The voting period begins on Tuesday, 21st March, 2017 at 10.00 AM and ends on Thursday, 23rd March, 2017 at 6.00 PM. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th March, 2017 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (iii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evoting.nsdl.com under help section or write an email to evoting@nsdl.co.in
- (iv) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 17th March, 2017.
- (v) A copy of this notice has been placed on the website of the Company and the website of NSDL.
- (vi) Mr. Girish Murarka, Practicing Company Secretary (Certificate of Practice No. 4576) has been appointed as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
5. The Scrutinizer's decision on the validity of the postal ballot and e-voting shall be final.
6. The Scrutinizer shall unlock the votes on 25th March, 2017 in the presence of at least two witnesses not in the employment of the Company.
7. Upon completion of the scrutiny of postal ballot / e-voting, the Scrutinizer shall submit the Scrutinizer's Report on the votes cast in favour or against, to the Director of the Company.
8. The result of voting by postal ballot / e-voting will be announced on 25th March, 2017 at the registered office of the Company and will be posted on the Company's website (www.nilkanthengineering.co.in) and on the website of NSDL. Additionally, the result will be communicated to the BSE Limited.



9. The date of declaration of the result of postal ballot / e-voting process will be taken to be the date of passing of the Special Resolution.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

Keeping in view of the Company's existing and future financial requirements to support the business operations, the Company need additional funds. For this purpose, the is desirous of raising finance which together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's Banker in ordinary course of business) may exceed in aggregate of the paid-up capital and its free reserves of the Company. Hence it is proposed to increase the maximum borrowing limits upto Rs. 75.00 Crores (Rupees Seventy Five Crores only). Pursuant to section 180(1)(c) of the Companies Act, 2013, the Board of Directors cannot borrow more than the aggregate amount of Paid up Capital of the Company and its free reserves at any one time except with the consent of the members of the Company in General Meeting accorded by passing Special Resolution:

Hence the Board recommends the resolution in item no. 1 for the approval of the members as Special Resolution.

None of the Directors or the Key Managerial Personnel of the Company including their relatives are in any way concerned or interested in the above resolution

Place: Mumbai
Date : 28th February, 2017

By Order of the Board
For Nilkanth Engineering Limited.

G. M. Loyalka
DIRECTOR
(DIN-00299416)



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PROXY FORM – MGT 11

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

| | |
|---------------------------|--|
| Registered Address | |
| Email Id | |
| Folio / DP ID – Client ID | |

I / We, being the member(s) of ----- equity shares of Nilkanth Engineering Limited, hereby appoint:

1. Name

Address:

Email Id

Signature: or failing him / her

2. Name

Address:

Email Id

Signature: or failing him / her

as my / our proxy to attend and vote (on a Poll) for me / us on my /our behalf at the Extraordinary General Meeting of the Company to be on Friday, 24th day of March, 2017 at 4.30 pm at the Registered Office of the Company at 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai 400 002 and any adjournment thereof, in respect of such resolution setout hereinbelow:

Special Resolution

| Sr.No. | Resolution | Voting | |
|--------|--|--------|---------|
| 1 | Consent to the Board of Director to borrow in excess of Paid up Capital and Free Reserves upto Rs. 75 Cr | For | Against |
| | | | |

Signed ----- day of ----- 2017

Affix revenue Stamp

Signature of Proxy holder :

Signature of Proxy Holder :

Note : This form of Proxy in order to be effective should be completed and deposited at the registered office of the company, not less than Forty Eight hours before the commencement of meeting

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ATTENDANCE SLIP

(to be handed over at the Registration counter)

DP ID:-----

Folio No. -----

Client ID:-----

No. of Shares held:-----

I / We hereby accord presence at the Extra-ordinary General Meeting of the Company on Friday, 24th day of March, 2017 at 4.30 pm at the Registered Office of the Company at 407, Kalbadevi Road, Daulat Bhavan, 3rd Floor, Mumbai 400 002

Name of the Shareholder 1).....

Name of the Joint Holder(s) 2).....
(in block letters)

Address :

.....

Name of the Proxy:.....
(to be filled only when a proxy attend the meeting)

Signature of Proxy

Signature of Shareholder / Joint holder

Note:

1. Please fill the attendance slip and hand it over at the Registration Courter at the venue.