

NILKANTH ENGINEERING LIMITED

CIN NO: L27300MH1983PLC029360

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

Email : nilkanthengineeringltd@gmail.com

Website : www.nilkanthengineering.co.in

NOTICE

NOTICE is hereby given that the Thirty Eight Annual General Meeting (AGM) of the members of **Nilkanth Engineering Limited** (the Company) will be held on Wednesday, the 29th day of September, 2021 at 4.30 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 Financial Statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2021, together with the reports of the Board of Directors and the Auditors thereon.
2. To re-appoint a Director in place of Mr. Nitin Agrawal (DIN No: 08186528) who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business :

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

RESOLVED THAT pursuant to provision of section 186(3) and other applicable provision of the Companies Act, 2013 read with the relevant rules made thereunder, including any statutory modification(s) and re-enactments thereof for time being in force, subject to the terms of Articles of Association of the Company and subject to such other approvals, consents, sanctions and permission as may be necessary, the consent of the members be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which terms shall be deemed to include any committee of the Board) for making investments in excess of the limits specified under section 186 of the Companies Act, 2013 from time to time in acquisition of securities of any body corporates or for giving loans, guarantees or providing securities to any body corporate or other persons / entity in India as may be considered appropriate for an amount not exceeding Rs 250 Crore (Rupees Two Hundred Fifty Crore) notwithstanding that such investment and acquisition together with existing investments of the company in all bodies corporate, loans and guarantees given and securities provided shall be in excess of limit prescribed under section 186(2) of the Companies Act, 2013, i.e. limit available to the Company is Sixty percent of its paid up capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account whichever is more

FURTHER RESOLVED THAT, for the purpose of giving effect to the foregoing resolution, the Board be and is hereby authorized to do all such acts, deeds things and to take all such steps as may be necessary or incidental thereto including but not limited to delegation of all or any of its powers herein conferred to any committee or any director(s) of the Company or to settle any questions, difficulties or doubts that may arise in this connection without being required to seek any further clarification, consent or approval of the members of the Company.

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

**Sd/-
G. M. Loyalka
Director
(DIN-00299416)**

Place: Mumbai

Date: 1st September, 2021

NOTES:

1. A statement pursuant to Section 102(1) of the Companies Act, 2013 ('the Act') relating to certain ordinary business and the special business to be transacted at the 38th Annual General Meeting is annexed hereto. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Registrar of Directors, Key Managerial Personnel and their shareholdings and other requisite documents shall be available for inspection electronically.
2. **Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint proxy to attend and vote on his / her behalf and the proxy need not be the members 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 Annual Report including Notice of AGM has been uploaded on the website of the Company www.nilkanthengineering.co.in and the same is attached to the email sent to you for the AGM. The same can be accessed and download from the website of Stock Exchange – The BSE Limited at www.bseindia.com and from the website of National Securities Depository Limited at e-voting@nsdl.co.in.
4. 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.
5. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 22nd September, 2021 to Tuesday, 28th September, 2021, (both days inclusive) for the purpose of AGM.

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. Girish Murarka, Proprietor of GIRISH MURARKA & CO. practicing Company Secretaries, Mumbai to conduct and scrutinize the e-voting process in a fair and transparent manner.

7. The instruction for shareholder for remote e-voting are as under

The way to vote electronically on NSDL e-voting system consist of Two Steps which are mentioned below:

Step 1 : Login to NSDL e-voting system at <http://www.evoting.nsdl.com>

- a) Visit the e-voting website of NSDL. Open web browser by typing the following URL : <http://www.evoting.nsdl.com> either on your Personal Computer or on a mobile
- b) Once the home page of e-voting system is launched, click on the icon “Login” which is available under ‘Shareholder section
- c) A new screen will be open. You will have to enter your User ID, your Password and verification code as shown on the screen

Step 2 : Casting your vote electronically

d) User ID details are given below:

Manner of holding shares ie Demat (NDSL or CDSL) Or Physical	Your User ID is :
a)For Members holds the share in Demate Account with NDSL	8 character DP ID followed by 8 digit client ID for example your DP ID is IN300*** and your Client ID is 12***** then your User ID is IN300***12*****
b) For Members holds the share in Demate Account with CDSL	16 digit Beneficiary ID. For example if your Beneficiary ID is 12***** then your User ID is 12*****

e) Your Password details are given below:

- i) If you are already registered for e-voting, then you can use your existing password to login and cast your vote
- ii) If you are using NSDL e-voting system for the first time, your will need to retrieve the ‘initial password’, your need enter the initial password and the system will force you to change your password
- iii) How to retrieve initial password?
 - a) If your email id is registered in your Demat Account or with the Company, the initial password is communication to you on your email id. Trace the email sent to you from NSDL from your email box. Open the email and open the attachment which is in PDF. Open the pdf file. The password to open the pdf file is your 8 digit Client ID for NSDL Account, last 8 digit of your Client ID for CDSL Account
 - b) If your email id is not registered, your initial password will be communicated to you on your postal address
- f) If you are unable to retrieve or have not received your initial password or have forgotten the password - Click on ‘Forgot user detail / password’ (if you are holding the share in demat account with NSDL / CDSL) option available on www.evoting.nsdl.com .
- g) After entering your password, Tick on Agree to “ Terms and conditions” by selecting on the check box.
- h) Now you have to click on “Login” button
- i) After you click on Login button, home page of e-voting will open

Step 2: Cast your vote electronically on NSDL e-voting system

- a) After successful login at Step 1, you will be able to see Home Page of e-voting. Then click on Active voting cycle.
- b) After click on Active voting cycle, you will be able to see all the Companies "EVEN" in which you are holding shares and whose voting cycle is in active status
- c) Select "EVEN" of the Company for which you wish to cast your vote
- d) Now you are ready for e-voting as the voting page opens
- e) Cast your vote by selecting appropriate option ie. Assent or Dissent, verify / modify Number of shares for which you cast your vote and click on submit and confirm when prompted
- f) After confirmation, Vote casted successfully will be displayed
- g) You can also take the print out of your votes casted by you, by clicking on the print out option on the confirmation page
- h) Once you confirm your vote on the resolution

8. GENERAL INFORMATION FOR THE SHAREHOLDERS

- a) The Voting rights of the members shall be in proportion to their shares fully paid equity capital as on the cut off date 21st September, 2021
- b) The e-voting period commences on Sunday, 26th September, 2021 commences at 9.00 am and ends on Tuesday, 28th September, 2021 at 5.00 pm. 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 21st September, 2021
- c) The Board of Directors has appointed M/s Girish Murarka & Co., Practicing Company Secretary, having Certificate of Practice No. 4576 as Scrutinizer to scrutinize the remote e-voting (including the Ballot Form received from the Members who do not have access to e-voting process) in fair and transparent manner.
- d) The Scrutinizer shall, immediately after the conclusion of voting at 36th AGM, count the vote cast at the meeting and thereafter, unblock the vote cast through e-voting in presence of at least two witness not in the employment of the Company and submit, not later than three days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total vote casted favour or against the resolution to the Chairman or any person authorized by him in writing.
- e) The Chairman or the Authorized Representative will declare the result of the voting (E-voting and voting through Ballot Paper). The Said Results and Scrutinizer's Report will be placed on the website of the Company

9. 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 and Compliance Officer

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

Email : nilkanthengineeringltd@gmail.com

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013
ANNEXURE TO THE NOTICE

Item No. 3

The provision of section 186(2) of the Companies Act, 2013 prescribed the limit for the Company for giving loans, acquisition of securities of body corporate, guarantees or provide security in connection of loan – upto 60% of its paid up capital, free reserves and securities premium account OR 100% of its free reserves and securities premium account whichever is more.

As per section 186(3) of the Companies Act, 2013, the Company can give loan and make investment, provide guarantees or provide security in connection with loan in excess of the limit under section 186(2) of the Act, after taking prior approval of members of the Company by means of Special Resolution duly passed at the General Meeting of the Company.

In order to make optimum use of surplus funds of the Company and also to achieve long term strategic and business objective, the Board of Director proposes to make use of surplus funds for acquisition of shares, giving loans and make investment which is in the beneficial interest of the Company in excess of limits prescribed under section 186(2) of the Act. Hence Board recommend Special Resolution under section 186(3) of the Act.

None of the Director, other than the Directors proposed to be appointed (in their respective resolutions of appointment), Key Managerial Personnel or their relatives, are directly / indirectly concerned or interested, financial or otherwise in this resolution.

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

**Sd/-
G. M. Loyalka
Director
(DIN-00299416)**

**Place: Mumbai
Date: 1st September, 2021**

Information on Director being re-appointed as required under regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and relevant provision of Secretarial Standard on General Meeting (SS-2)

Name of Director	Nitin Agarwal
DIN	08186528
Date of Birth	23.12.1984
Relationship with other Directors inter-se	Nil
Date of Appointment	01.08.2018
Expert in Specialized Area	Marketing
Qualification	MBA (HR and Mktg)
No. of Equity Shares held in the Company	Nil
Directorship in other Public Limited Company	Nil
Chairman / Membership of the Committee of other Company	Nil

