

# NILKANTH ENGINEERING LIMITED

CIN NO: L27300MH1983PLC029360

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

Email : [nilkanthengineeringltd@gmail.com](mailto:nilkanthengineeringltd@gmail.com)

Website : [www.nilkanthengineering.co.in](http://www.nilkanthengineering.co.in)

## NOTICE

NOTICE is hereby given that the Fortieth Annual General Meeting (AGM) of the members of **Nilkanth Engineering Limited** (the Company) will be held on Wednesday, the 27<sup>th</sup> day of September, 2023 at 4.30 pm at the registered office of the Company at 407, Kalbadevi Road, 3<sup>rd</sup> 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, 2023, 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-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 Ordinary Resolution

**RESOLVED THAT** pursuant to provision of sections 196, 197, 198 and 203 and any other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V to the Act (including any statutory modification(s), amendment(s), clarification(s) or re-enactment(s) or substitution(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification thereof or supplements therein (“**SEBI Listing Regulations**’)) subject to Articles of Association of the Company and subject to approval of Central Government, if any and such other approvals, permissions and sanctions, as may be required and subject to such conditions and modifications as may be imposed or prescribed by any of the authorities while granting such approvals, permissions and sanctions and as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for re-appointment of Mr. Nitin Agrawal (DIN-08186528) as Managing Director of the Company, for a period of 5 (Five) years with effect from 1<sup>st</sup> August, 2023 on payment of Remuneration of Rs. 12.42 Lakh with yearly increment below 20% each year, as may be decided by the Board of Director

**RESOLVED FURTHER THAT** pursuant to the provisions of Section 197 of the Act read with Schedule V of the Act, where in any financial year during the currency of tenure of Managing Director, the Company has no profits or if its profits are inadequate, the Company shall pay the above remuneration to the Managing Director.

**FURTHER RESOLVED THAT** the Board be and is hereby authorized to vary, amend, modify or revise the terms of Remuneration payable from time to time, to the extent the Board may deem appropriate provided that such variation or increase, as the case may be, is within the overall limits specified under the relevant provisions of the Act.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all such acts, matters, deeds and things as may be necessary to give effect to the above resolution including filing of necessary forms with the Registrar of Companies, Mumbai in connection with such appointment and payment of remuneration and to seek approvals and settle any questions, difficulties or doubts that may arise in this regards without further referring to the Members of the Company.

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

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

**Place: Mumbai  
Date: 30<sup>th</sup> August, 2023**

## **NOTES:**

- 1. 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.**

- 2. The Annual Report including Notice of AGM has been uploaded on the website of the Company [www.nilkanthengineering.co.in](http://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](http://www.bseindia.com) and from the website of National Securities Depository Limited at [e-voting@nsdl.co.in](mailto:e-voting@nsdl.co.in).**
- 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 of the Company will remain closed from Thursday, 21<sup>st</sup> September, 2023 to Wednesday, 27<sup>th</sup> September, 2023, (both days inclusive) for the purpose of AGM.**

## **5. 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.**

## **6. 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:

<b>Manner of holding shares ie Demat (NDSL or CDSL) Or Physical</b>	<b>Your User ID is :</b>
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](http://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

**7. 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 September 23, 2023
- b) The e-voting period commences on Sunday, 24<sup>th</sup> September, 2023 commences at 9.00 am and ends on Tuesday, 26 September, 2023 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 23<sup>rd</sup> September, 2023
- 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 39<sup>th</sup> 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

**8. 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, 3<sup>rd</sup> Floor, Daulat Bhavan, Mumbai 400 002

Email : [nilkanthengineeringltd@gmail.com](mailto:nilkanthengineeringltd@gmail.com)

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

**Item No. 3**

Shri Nitin Agrawal (DIN-08186528) was re-appointed as the Managing Director of the Company for the period of three year with effect from 1<sup>st</sup> August, 2020 after obtaining the due approval of the members of the Company in the 37<sup>th</sup> Annual General Meeting held on 30.09.2020. Accordingly, the present terms of Mr. Nitin Agrawal come to an end on 31<sup>st</sup> July, 2023.

The Board, in its meeting held on 30<sup>th</sup> August, 2023 on the recommendation of Nomination and Remuneration Committee, proposed the re-appointment of Shri Nitin Agrawal (DIN-08186528) as Managing Director of the Company for further period of Five-year up to 31<sup>st</sup> July, 2028 at the ensuing General Meeting.

Shri Nitin Agrawal (DIN-08186528) is not disqualified from being re-appointed as Director or Managing Director in terms of section 164 of the Companies Act, 2013. He has communicated his willingness and has given his consent to act as Managing Director of the Company. He satisfies all the conditions as set out in section 196(3) of the said Act and Part-I of schedule V thereof and hence eligible for re-appointment.

Shri Nitin Agrawal and his relatives may be deemed to be interest in the resolution at item no. 3 of the Notice. Save as aforesaid, None of the Directors of the Company, Key Managerial Personnel of the Company and their relative is concerned or interested, financially or otherwise, in any way, in the said resolution set out at item no. 3 of the notice.

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

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

**Place: Mumbai**

**Date: 30<sup>th</sup> August, 2023**

**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

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FORM NO. MGT.12

Polling Paper

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name(s) of Member(s) (in Block / Capital Letters)	
Registered Address	
DP ID/Client ID or Folio	
No. of Equity Shares held	

I/We hereby exercise my / our vote in respect of the following resolution as set out in the Notice convening 41<sup>st</sup> Annual General Meeting of the Members of the Company held on Wednesday, 27<sup>th</sup> September, 2023 at 4.30 pm at 407, Kalbadevi Road, 3<sup>rd</sup> Floor, Mumbai 400 002 which is proposed to be placed before members at the aforesaid AGM, by according my / our assent and / or dissent to the Said Resolution in the following manner :

Resolutions	No. of Equity Shares Held	I/We assent To the Resolution (for)	I/We assent To the Resolution (Against)
1.To consider and adopt the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors thereon			
2.To appoint a Director in place of Mr. Nitin Agrawal (DIN No: 08186528) who retires by rotation and, being eligible, offers himself for re-appointment			
3.To re-appoint Mr. Nitin Agrawal (DIN-08186528) for further period of 5(five) years with effect from 1 <sup>st</sup> August, 2023			

\*Please put tick mark ( ) in appropriate column against the resolution indicated above. In case the Shareholder / Proxy, wish his / her vote to be used differently, he / she should indicate the number of shares under the columns "For" and / or "Against"

Place : Mumbai

Date : 27<sup>th</sup> September, 2023

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Signature of Shareholder / Proxy



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## PROXY FORM

Name of the member(s):	
Registered address:	
E- mail Id:	
Folio No.	

I/We being a member(s) of \_\_\_\_\_ shares of the above named company, hereby appoint

1. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him

2. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him

3. Name : \_\_\_\_\_ of \_\_\_\_\_

E-mail Id: \_\_\_\_\_ or failing him

and whose signatures are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 39<sup>th</sup> Annual General Meeting of the Company to be held on the **Wednesday, 27<sup>th</sup> day of September, 2023 at 4.30 pm** and at any adjournment thereof in respect of such resolutions as are indicated below:

\*I wish my above proxy to vote in the manner as indicated below:

Resolutions	For	Against
1.To consider and adopt the Audited Financial Statements including audited consolidated financial statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and the Auditors 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 re-appoint Mr. Nitin Agrawal (DIN-08186528) for further period of 5(five) years with effect from 1 <sup>st</sup> August, 2023		

Signed this \_\_\_ day of \_\_\_\_\_ 2023.

Signature of shareholder

Signatures of proxy holders

Affix  
Rupee 1/-  
Revenue  
Stamp

Notes:

1. The proxy form duly signed across the Revenue Stamp must be deposited at the Registered Office of the Company not less than 48 hours before the time of the meeting.
2. A proxy need not be a member of the Company.
3. Please put a 'X' in the appropriate column against the resolutions indicated in the Box.
4. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.

