

NILKANTH ENGINEERING LIMITED
Annual Report
2021-22

NILKANTH ENGINEERING LIMITED

Board of Directors

Shri. Nitin Agrawal	08186528	Managing Director
Shri. G. M. Loyalka	00299416	Non-Executive Non-Independent Director
Shri. Manish Kumar Newar	00469539	Non-Executive Independent Director
Smt. Rajshree Tapuriah	01655859	Non-Executive Independent Director

Company Secretary:

Ms. Shruti Didwania
Company Secretary & Compliance Officer

Auditor :

M/s Karnavat & Co.
Chartered Accountants
2-A, Kitab Mahal,
First Floor, 192 D. N. Road,
Mumbai 400 001

Registered Office :

407, Kalbadevi Road, Daulat Bhavan
Third Floor, Mumbai 400 002
CIN – L27300MH1983PLC029360

Registrar & Share Transfer Agent

Adroit Corporate Services Private Limited
19/20, Jaferbhoy Industrial Estate, 1st Floor
Makwana Road, Marol Naka, Andheri (East),
Mumbai 400 059

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 Ninth Annual General Meeting (AGM) of the members of **Nilkanth Engineering Limited** (the Company) will be held on Friday, the 30th day of September, 2022 at 4.30 pm at the registered office of the Company at 407, Kalbadevi Road, 3rd Floor, Daulat Bhawan, 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, 2022, together with the reports of the Board of Directors and the Auditors thereon.
2. To re-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 approve appointment of Statutory Auditors and fix their remuneration:**

To consider and if thought fit, pass with or without modification(s), pass the following resolution as an **ORDINARY RESOLUTION**:

RESOLVED THAT pursuant to provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) M/s P K J & Co., Chartered Accountants (Firm Registration Number 124115W) be and is hereby appointed as the Statutory Auditor of the Company for the term of 5 (Five) consecutive years from the conclusion of this till the conclusion of 44th Annual General Meeting at such remuneration (including re-imbursement of out of pocket expenses) as may be decided by the Board of Directors of the Company in consultation with M/s P K J & Co., Chartered Accountants.

Special Business:

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

RESOLVED THAT pursuant to Section 13, 15 and other applicable provisions read with the rules and regulations made there under including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) ARE:

RESOLVED FURTHER THAT the existing Clause III (C) – Other Objects of the Memorandum of Association be and is hereby deleted in its entirety.

FURTHER RESOLVED THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and take all such steps as may be necessary, proper and required to give effect to this resolution

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

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

**Place: Mumbai
Date: 26th August, 2022**

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 39th 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.nilkanthenengineering.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 of the Company will remain closed from Saturday, 24th September, 2022 to Friday, 30th September, 2022, (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 (NSDL or CDSL) Or Physical	Your User ID is :
a)For Members holds the share in Demate Account with NSDL	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 September 23, 2022
- b) The e-voting period commences on Tuesday, 27th September, 2022 commences at 9.00 am and ends on Thursday, 29th September, 2022 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 23rd September, 2022
- 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 39th 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

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

Item No. 3

The Members of the Company at the 34th Annual General Meeting (AGM) held on 27th September, 2017 approved the appointment of M/s Karnavat & Co., Chartered Accountants, Mumbai, (Firm Registration No. 104863W) as a Statutory Auditor of the Company for a period of 5 (Five) consecutive years from the conclusion of 34th Annual General Meeting till the conclusion of 39th Annual General Meeting. M/s Karnavat & Co. will complete their present terms on conclusion of this Annual General Meeting in terms of the said approval.

The Board of Directors of the Company at its meeting held on August 26, 2022, on the recommendation of Audit Committee, proposed to appoint M/s P K J & Co., Chartered Accountant (Firm Registration No.124115W) as a Statutory Auditors of the Company for a period of 5 (Five) consecutive years from the this Annual General Meeting till the conclusion of 44th Annual General Meeting subject to approval of Members of the Company at this Annual General Meeting.

As per the requirement of the Companies Act, 2013 ("the Act") as amended, M/s P K J & Co., Chartered Accountants have given their consent to act as the Statutory Auditors of the Company and confirmed that appointment, if made would be within the limits specified under section 141(3)(g) of the Act and it is not disqualified to be appointed as Statutory Auditor in terms of the provisions of the Section 139 and 141 of the Act and the rules made thereunder.

None of the Directors / Key Managerial Personnel of the Company / their relatives are in any way, whether financially or otherwise, concerned or interested in the resolution set out in Item No. 3 of the Notice.

The Board recommend the Ordinary Resolution as set out at Item No. 3 for the approval by the Members.

Item No. 4

The Companies Act, 2013, has prescribed a new format of Memorandum of Association ("MOA") for companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to rename the Object Clause III (B) and The existing Clause III (C) – Other Objects in the Memorandum of Association shall be deleted

The Board at its meeting held on August 26, 2022 had considered alteration of the MOA of the Company and the Board now seeks approval of members for the same.

None of the Directors, Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No.4.

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	G. M. Loyalka
DIN	00299416
Date of Birth	26 th January, 1943
Relationship with other Directors inter-se	Nil
Date of Appointment	14 th November, 2014
Expert in Specialized Area	Finance and Business Strategy
Qualification	B.Com
No. of Equity Shares held in the Company	Nil
Directorship in other Public Limited Company	Kajal Synthetics and Silk Mills Limited Jatayu Textiles & Industries Limited Aakarshak Synthetics Limited Park Avenue Engineering Limited Sushree Trading Limited
Chairman / Membership of the Committee of other Company	Kajal Synthetics and Silk Mills Limited - Member Nomination and Remuneration Committee – Chairman

