



**N.K.  
Industries Ltd**

23<sup>rd</sup> May, 2018

<b>To</b> <b>National Stock Exchange of India Limited</b> Exchange Plaza, Plot C-1, 'G' Block, ISB Centre, Bandra-Kurla Complex, Bandra (East), Mumbai-400 051. <b>Company Code No. NKIND</b>	<b>To</b> <b>BSE Limited</b> Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai - 400 001. <b>Company Code No. 519494</b>
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Dear Sir/Madam,

**Subject: - Intimation under Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

In compliance with the provisions of Regulation 30(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice of 30<sup>th</sup> Annual General Meeting of the Members of the Company, scheduled to be held on Saturday on 16<sup>th</sup> June, 2018 at 11.00 A.M. at the ATMA Hall 1006, Ashram Road, Mill Officer's Colony, Vishalpur, Ellisbridge, Ahmedabad, Gujarat- 380009.

This is for your information and record.

Yours faithfully,  
**N K INDUSTRIES LIMITED.**

**MS. AKANKSHA SRIVASTAVA**  
**Company Secretary & Compliance Officer**



**Encl: As above.**

Regd. Office : 7th Floor,  
Popular House, Ashram Road,  
Ahmedabad - 380 009.  
India.

Phone : 91-79-66309999  
Fax : 91-79-26589214  
E-mail : nkil@nkproteins.com

Plant : 745, Kadi-Thor Road,  
Kadi - 382 715. Dist. Mehsana (N.G.)  
Tele : (02764) 242613, 263884  
(M) : 9879544820, 8980002783/84  
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CIN No. : L91110GJ1987PLC009905



## NOTICE to the 30<sup>th</sup> Annual General Meeting

Notice is hereby given that the 30<sup>th</sup> Annual General Meeting (AGM) of the members of **N. K. Industries Limited** will be held on Saturday, the 16<sup>th</sup> day of June, 2018, at 11.00 A.M. IST at ATMA Hall 1006, Ashram Road, Mill Officer's Colony, Vishalpur, Ellisbridge, Ahmedabad, Gujarat 380009, to transact the following business:

### ORDINARY BUSINESS:

#### Item No. 1- Adoption of Financial Statements

To receive, consider and adopt the Standalone and Consolidated Audited Balance Sheets as at 31st March, 2018 and the Statements of Profit and Loss for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

#### Item No. 2 – Appointment of Director liable to retire by rotation

To appoint a Director in place of Mr. Hasmukh K. Patel (DIN: 06587284) Whole Time Director, who retires by rotation and being eligible, offers himself for re-appointment.

#### Item No. 3 – Ratification of Appointment of Auditors

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 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, as amended from time to time, the Company hereby ratifies the appointment of M/s. Parikh and Majmudar, Chartered Accountants (Firm Registration No. 107525W) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of 31<sup>st</sup>AGM (i.e. for a period of one year).

**RESOLVED FURTHER THAT** the Auditors be paid remuneration of ₹ 1 Lac p.a. (excluding out of pocket expenses and applicable rate of taxes)"

### SPECIAL BUSINESS:

#### Item No. 4 – To approve the remuneration of Cost Auditors for the year 2018-19

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 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), M/s. N.D. Birla & Co. , Cost Accountants, appointed as Cost Auditors by the Board of Directors, to conduct the audit of the cost records of the Company for the financial year 2018-19, be paid a remuneration of ₹50,000 (excluding out of pocket expenses and applicable rate of taxes).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to do all such acts and take all such steps as may be necessary or expedient to give effect to this resolution."

#### Item No.5– To approve the related party transactions of the Company under Section 188 of the Companies Act, 2013

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 188 r.w. Rule 15 (3) of the Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to enter into related party transactions with the respective parties and for the maximum amounts per annum, as mentioned herein below:

Nature of transaction as per Section 188 of the Companies Act, 2013	Name of Director/KMP who is interested and nature of their relationship	Name of the related party	Estimated Maximum Amount
Job Work Arrangement/ Purchase/Sales of various goods	Mr. Nimish K Patel, Chairman and Managing Director, Mr. Nilesh K. Patel, Managing Director, of the Company are common Directors.	N K Proteins Private Limited	₹ 400 crores

**"RESOLVED FURTHER THAT** the Board of Directors of the Company and/or a Committee thereof, be and is hereby, authorized to do or cause to be done all such acts, matters, deeds and things and to settle any queries, difficulties, doubts that may arise with regard to any transaction with the related party and execute such agreements, documents and writings and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution, in the best interest of the Company."

#### Item No. 6 – To re-appoint Mr. Nimish Keshavlal Patel (DIN: 00240621) as Chairman and Managing Director of the Company

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other



law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board's Report, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Nimish K. Patel (DIN: 00240621), as the Chairman and Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2018 on terms and conditions as set out below:

**I. Remuneration:**

The Remuneration shall be as per the limits approved by the members of the Company at the Annual General Meeting held on 26<sup>th</sup> September, 2015 by passing a special resolution, which was ₹5 Lakhs p.m.as per the provisions of Schedule V of the Companies Act, 2013.

**II. Perquisites:**

**a. Contribution to Provident Fund and Superannuation Fund:**

Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax, Act, 1961.

**b. Leave and Encashment of Leave:**

As per rules of the Company.

**c. Gratuity and/or contribution to Gratuity fund**

As per rules of the Company.

**d. Leave Travel Concession:**

As per the rules of the Company.

**Item No. 7 – To re-appoint Mr. Nilesh Keshavlal Patel (DIN: 00244115) as Managing Director of the Company**

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 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board's Report, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorized by the Board in this behalf), consent of the members be and is hereby accorded to the appointment of Mr. Nilesh K. Patel (DIN: 00244155), as the Managing Director of the Company for a period of five years with effect from 1<sup>st</sup> April, 2018 on terms and conditions as set out below:

**III. Remuneration:**

The Remuneration shall be as per the limits approved by the members of the Company at the Annual General Meeting held on 26<sup>th</sup> September, 2015 by passing a special resolution, which was ₹5 Lakhs p.m.as per the provisions of Schedule V of the Companies Act, 2013.

**IV. Perquisites:**

**a. Contribution to Provident Fund and Superannuation Fund:**

Contribution to Provident Fund and Superannuation Fund, as per Rules of the Company, to the extent these, either singly or put together, are not taxable under the Income Tax, Act, 1961.

**b. Leave and Encashment of Leave:**

As per rules of the Company.

**c. Gratuity and/or contribution to Gratuity fund**

As per rules of the Company.

**d. Leave Travel Concession:**

As per the rules of the Company.

**Item No. 8 – To appoint Mr. Tushar H. Doshi (DIN: 08118621) as an Independent Director**

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 149, 152 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 (including any statutory modification(s) re-



enactment thereof for the time being in force), and any other applicable provisions, Mr. Tushar H. Doshi (DIN: 08118621), who had been appointed as an Additional Director in the meeting of the Board of Directors held on 28 April, 2018 pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company and who holds office upto the ensuing Annual General Meeting of the Company and in respect of whom, the Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Tushar H. Doshi (DIN: 08118621) as a candidature for the office of the Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years w.e.f 16<sup>th</sup> June, 2018, and whose office shall not be liable to retire by rotation”

**For and on behalf of the Board of Directors**

**Date : 28<sup>th</sup>April, 2018  
Place : Ahmedabad**

**Sd/-  
Nimish K. Patel  
Chairman & Managing Director**

**NOTES:**

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IN THE MEETING IS ALSO ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING THE PROXY MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE NOT LESS THAN FORTY-EIGHT HOURS 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 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 business set out in the Notice will be transacted through electronic voting system and the Company is providing facility of voting through electronic means. Instructions and other information relating to e-voting are given in this Notice under Note No. 10.
3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a Certified Copy of the Board Resolution authorizing their representative to attend and vote on their behalf a the meeting.
4. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.
5. Members are requested to bring attendance slip along with their copy of Annual Report to the meeting.
6. In case of joint holders attending the meeting, only such holder who is higher in the order of names will be entitled to vote.
7. The Share Transfer Books and Register of Members of the Company will remain closed from Saturday, the 9<sup>th</sup> June, 2018 to Saturday, the 16<sup>th</sup> June, 2018, both days inclusive.
8. Members are advised to avail nomination facility as well as Dematerialization facility with the Company.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
10. Information and other instructions relating to e-voting are as under:

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35B of the listing agreement, the Company is pleased to provide to its facility to the exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ('remote e-voting')

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 13<sup>th</sup> June, 2018 at 09:00 A.M. and ends on 15<sup>th</sup> June, 2018 at 05:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> June, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).

- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).</li> </ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then directly reach 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 CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name: N K Industries Limited > on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also use Mobile app - "m-Voting" for e voting. m-Voting app is available on IOS, Android & Windows based Mobile. Shareholders may log in to m-Voting using their e voting credentials to vote for the company resolution(s).
- (xix) **Note for Non – Individual Shareholders and Custodians**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

#### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013:

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice:

##### **In respect of Item No. 4:**

The Board, on the recommendation of Audit Committee, has approved the appointment and remuneration of the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending on March 31, 2019. The remuneration fixed is ₹50,000/- (excluding out of pocket expenses and applicable rate of taxes).

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors as recommended by the Audit Committee and approved by the Board of Directors, has to be ratified by the members of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.4 of the Notice for ratification of remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financial or otherwise, in this Resolution.

The Board recommends the Ordinary Resolutions as set out at Item No. 4 of the Notice for approval by the members.

##### **In respect of Item No. 5:**

Approval for entering into Related Party Transactions by the Company

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions, requires that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain prior approval of the Board of Directors and in case such contract or arrangement exceeds the limits as mentioned under rule 15 of The Companies (Meetings of Boards and its Powers) Rules, 2014, prior approval of the shareholders by way of a Ordinary Resolution must be obtained.

In the light of provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the aforesaid related party.

The support and services being extended by the Company to its other Group Companies are in relation to business enhancement and for building up robust practices and processes towards the benefit of all the Companies.

The respective agreements are entered on arm’s length basis and all factors relevant to the respective contracts have been considered by the Board. The Copies of the above mentioned existing agreements shall be available for inspection by the members at the Registered Office of the Company during the normal business hours on all working days upto the date of Annual General Meeting of the Company.

The Board of Directors recommends the resolution set forth in item No. 5 for approval of the Members.

Mr. Nimish K. Patel (DIN: 00240621) and Mr. Nilesh K. Patel (DIN: 00244115) are interested in the said resolution.

Except this no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution except to the extent their respective shareholding in the Company.

##### **Item No.6:**

Mr. Nimish K. Patel (DIN: 00240621) was previously appointed as Chairman for a period of five years w.e.f 1<sup>st</sup> April, 2013. He has successfully completed his tenure of appointment.

Mr. Nimish K. Patel (DIN: 00240621) has an experience of almost 3 decades in the field of castor oil and its derivatives, under his leadership and guidance the Company is able to survive in this competitive scenario and is also growing its turnover and profits by concentrating on new technological advancements and other cost saving methods.



The Board of Directors of the Company at their meeting held on 25<sup>th</sup> January, 2018, considered and decided to appoint Mr. Nimish K. Patel (DIN: 00240621) for a further period of 5 years w.e.f 1<sup>st</sup> of April, 2018.

The Remuneration Package as approved by the remuneration committee of the Board is forming part of the Resolution under Item No. 6 of the Agenda of this meeting. Mr. Nimish K. Patel's (DIN: 00240621) appointment as Chairman on the Board of the Company was on the basis of his being liable to retire by rotation and he is eligible to seek re-appointment at the Annual General Meeting in which he retires.

In terms of provisions of the Companies Act, 2013, consent of the shareholders is required for re-appointment of Mr. Nimish K. Patel (DIN: 00240621), as Chairman and Managing Director of the Company. The Board recommends the resolution as set forth in Item No. 6 for approval of members as an Ordinary Resolution. A copy of Board Resolution and the appointment letter issued to Mr. Nimish K. Patel (DIN: 00240621) will be available for inspection during business hours on all working days at the registered office of the Company.

Mr. Nilesh K. Patel (DIN: 00244115) and Mr. Nimish K. Patel (DIN: 00240621) are interested in the said resolution. Except them no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution except to the extent their respective shareholding in the Company.

**Item No.7:**

Mr. Nilesh K. Patel (DIN: 00244115) was previously appointed as Managing Director for a period of five years w.e.f 1<sup>st</sup> April, 2013. He has successfully completed his tenure of appointment. He is largely responsible for the efficient operations of the Company and its day to day production activities.

At this crucial juncture where the Company is striving to overcome its accumulated past years losses, the continued services of Mr. Nilesh K. Patel (DIN: 00244115) are considered essential for successful running of the Company.

The Board of Directors of the Company at their meeting held on 25<sup>th</sup> January, 2018, considered and decided to appoint Mr. Nilesh K. Patel (DIN: 00244115) for a further period of 5 years w.e.f 1<sup>st</sup> of April, 2018.

The Remuneration Package as approved by the remuneration committee of the Board is forming part of the Resolution under Item No. 7 of the Agenda of this meeting. Mr. Nilesh K. Patel's (DIN: 00244115) appointment as Managing Director on the Board of the Company was on the basis of his being liable to retire by rotation and he is eligible to seek re-appointment at the Annual General Meeting in which he retires.

In terms of provisions of the Companies Act, 2013, consent of the shareholders is required for re-appointment of Mr. Nilesh K. Patel (DIN: 00244115), as Managing Director of the Company. The Board recommends the resolution as set forth in Item No. 7 for approval of members as an Ordinary Resolution. A copy of Board Resolution and the appointment letter issued to Mr. Nilesh K. Patel (DIN: 00244115) will be available for inspection during business hours on all working days at the registered office of the Company.

Mr. Nilesh K. Patel (DIN: 00244115) and Mr. Nimish K. Patel (DIN: 00240621) are interested in the said resolution. Except them no other Director or Key Managerial Personnel or their relatives are concerned or interested in this resolution except to the extent their respective shareholding in the Company.

**Item No.8:**

The Board appointed Mr. Tushar H. Doshi (DIN: 08118621) as an Additional Director of the Company at the meeting held on 12<sup>th</sup> November, 2016 in compliance with the requirements of Section 161(1) of the Companies Act, 2013.

As per section 160 of the Companies Act, 2013, a special notice has been received from one of the shareholders of the Company proposing name of Mr. Tushar H. Doshi (DIN: 08118621) as Independent Director of the Company shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Tushar H. Doshi (DIN: 08118621) fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as an Independent Director and he is independent of the management. In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Tushar H. Doshi (DIN: 08118621) as an Independent Directors is now being placed before the Members for their approval.

Mr. Tushar H. Doshi (DIN: 08118621) is interested in this Resolution since it relates to his appointment as an Independent Director of the Company.

The Board recommends the resolution as set forth in item no. 8 for approval of members as an ordinary resolution.

Except this, no other Director or Key Managerial Person or their relatives are concerned or interested in this resolution except to the extent of their respective shareholding in the Company.

**For and on behalf of the Board of Directors**

**Date : 28<sup>th</sup>April, 2018  
Place : Ahmedabad**

**Sd/-  
Nimish K. Patel  
Chairman & Managing Director**



**ANNEXURE TO THE NOTICE**

**Disclosure pursuant to SEBI Listing Regulations with regard to the Directors seeking Appointment\Re-appointment at the forthcoming Annual General Meeting (Refer Item No. 6, 7 and 8) of the Notice:**

**BRIEF PROFILE OF MR. NIMISH K. PATEL**

As the Chairman of the Company, Mr. Nimish Keshavlal Patel is responsible for driving growth and differentiations across portfolio at N K Industries Limited. He is closely involved in the expansion projects which involve technical advancements in the area of production.

As an entrepreneur, Mr. Nimish K. Patel has over three decades of experience in oil industry. He had won an award for excellent performance in export from Ministry of Commerce (MOC), Government of India (GOI), presented by Honorable President Shankar Dayal Sharma.

Further, Mr. Nimish Patel had also received the award for the "Second Highest Processor of castor seed Oilcake" for the year 2002-03 by the hands of Shri Rajnath Singh, the then Hon'ble Union Minister for Agriculture at Solvent Extractors Association (SEA) Award Function on 20<sup>th</sup> September 2003.

<b>Name</b>	<b>Mr. Nimish Keshavlal Patel (DIN: 00240621)</b>
Date of Birth	19/11/1960
Date of appointment	01/04/2008
Qualification	Graduation
Directorships held in other companies	N K Oil Mills Private Limited Banpal Oilchem Private Limited N K Proteins Private Limited The Solvent Extractors Association of India
No. of Memberships/Chairmanships of committees of other companies	N.A
Number of Equity Shares held in the Company	104557

**BRIEF PROFILE OF MR. NILESH K. PATEL**

As a proficient mentor and leader, Mr. Nilesh Patel has nurtured the Company since the day of its inception. In his career of over 3 decades, he has created a high-end technical team of experts that is driving the company to its success journey. He is closely involved in material procurement process as one of the core areas for a company dealing in Oil Industry.

Mr. Nilesh Keshavlal Patel being the Managing Director is responsible for observing the overall management and growth of the Company.

Further Details of Mr. Nilesh K. Patel:

<b>Name</b>	<b>Mr. Nilesh Keshavlal Patel (DIN: 00244115)</b>
Date of Birth	23 <sup>rd</sup> March, 1965 – (53 Years)
Date of Original Appointed on	19/08/1987
Qualification	B.A
Directorships held in other companies	N K Oil Mills Private Limited Banpal Oilchem Private Limited N K Proteins Private Limited The Solvent Extractors Association of India
No. of Memberships/Chairmanships of committees of other companies	N.A
Number of Equity Shares held in the Company	104557





#### **BRIEF PROFILE OF MR. TUSHAR H. DOSHI**

Mr. **Tushar H. Doshi** is a science graduate (batch of 1976 to 1980) in chemistry from MG Science College, Ahmedabad. He also holds a Masters Degree in Pharmaceuticals from St Xavier's College, Ahmedabad since 1981-82. He is having vast experience of over 35 years in area of water treatment plants, RO Plant, Chemicals etc. He has held the position of Director in Ahmedabad Co-operative Bank for 10 Years. He has also been a Director and served for 10 years in Gujarat Vaypari Mahamandal Sahakari Audyogik Vasahat Limited. The Management of the Company is confident that **Mr. Tushar H. Doshi** will make significant contributions to the growth & profitability of the Company.

#### **Further Details of Mr. Tushar H. Doshi:**

<b>Name</b>	<b>Mr. Tushar H. Doshi (DIN: 08118621)</b>
Date of Birth	1 <sup>st</sup> November, 1959 – (58 Years)
Re-Appointed/Appointed on	28 <sup>th</sup> April, 2018 (Additional Director)
Qualification	Masters in Pharmaceuticals
Directorships held in other companies	NIL
No. of Memberships/Chairmanships of committees of other companies	NIL



**N. K. INDUSTRIES LIMITED**

Registered Office: 7<sup>th</sup> Floor, Popular House, Ashram Road, Ahmedabad – 380 009  
 Tel: 079-66309999, Email: [nkil@nkproteins.com](mailto:nkil@nkproteins.com), Fax: 079-66309913  
 CIN: L91110GJ1987PLC009905

**ATTENDANCE SLIP**

**30<sup>TH</sup> ANNUAL GENERAL MEETING ON SATURDAY, 16<sup>TH</sup> JUNE, 2018 AT 11:00 A.M.**  
 (TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

**Folio No. /DP ID/Client ID**

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**Number of Shares Held** : \_\_\_\_\_

**Name of Shareholder/s** : \_\_\_\_\_

**Name of Proxy / Authorised Representative** : \_\_\_\_\_

I/We hereby record my/our presence at the 30<sup>th</sup> Annual General Meeting of the Company at ATMA Hall, Ashram Road, Mill Officer's Colony, Vishalpur, Ellisbridge, Ahmedabad, Gujarat 380009 at 11:00 A.M. on Saturday, 16<sup>th</sup> June, 2018.

**Signature of Member / Proxy / Authorised Representative attending the meeting** \_\_\_\_\_

- Note:**
1. Only Member/Proxy holder can attend the Meeting.
  2. Please complete the Folio No./DP ID No., Client ID No. and name of the Member/Proxy holder, sign this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.
  3. A Member/Proxy holder attending the meeting should bring copy of the Annual Report for reference at the meeting.

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**FORM NO. MGT-11  
 PROXY FORM**

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

<b>CIN</b>	L91110GJ1987PLC009905
<b>Name of the Company</b>	N K INDUSTRIES LIMITED
<b>Registered office</b>	7 <sup>th</sup> Floor, Popular House, Ashram Road, Ahmedabad-380 009.
Name of the member (s)	
Registered address	
E-mail Id	
Folio No	

I/We, being the member (s) of N K Industries Limited, holding \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 Email Id \_\_\_\_\_  
 Signature \_\_\_\_\_  
 Or Failing him,
2. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 Email Id \_\_\_\_\_  
 Signature \_\_\_\_\_  
 Or Failing him,
3. Name \_\_\_\_\_  
 Address \_\_\_\_\_  
 Email Id \_\_\_\_\_  
 Signature \_\_\_\_\_

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on Saturday on 16th June, 2018 At 11:00 A.M. at ATMA Hall, Ashram Road, Mill Officer's Colony, Vishalpur, Ellisbridge, Ahmedabad, Gujarat 380009 and at any adjournment thereof in respect of such resolutions as are indicated below:



Resolution No.	Resolution
<b>Ordinary Business</b>	
1.	To receive and adopt Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31st March, 2018 together with the Reports of the Board of Directors and Auditors thereon.
2.	To appoint a Director in place of Mr. Hasmukh K. Patel (DIN: 06587284), who retires by rotation and being eligible, offers himself for re-appointment.
3.	To ratify appointment of Auditors of the Company to hold office from the conclusion of this Annual General Meeting i.e. 30th AGM till the conclusion of the 31st Annual General Meeting and to fix their remuneration.
<b>Special Business</b>	
4	To pass Ordinary Resolution approving appointment and payment of remuneration to M/s. N D Birla & Co., Cost Accountants for the year 2018-19.
5	To pass Ordinary Resolution for approving related party transactions of the Company under Section 188 of the Companies Act, 2013.
6	To pass Ordinary Resolution for Re-Appointment of Mr. Nimish K. Patel (DIN: 00240621) as Chairman and Managing Director of the Company.
7	To pass Ordinary Resolution for Re-Appointment of Mr. Nilesh K. Patel (DIN: 00244115) as Managing Director of the Company.
8	To pass Ordinary Resolution for Appointment of Mr. Tushar H. Doshi (DIN: 08118621) as an Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018

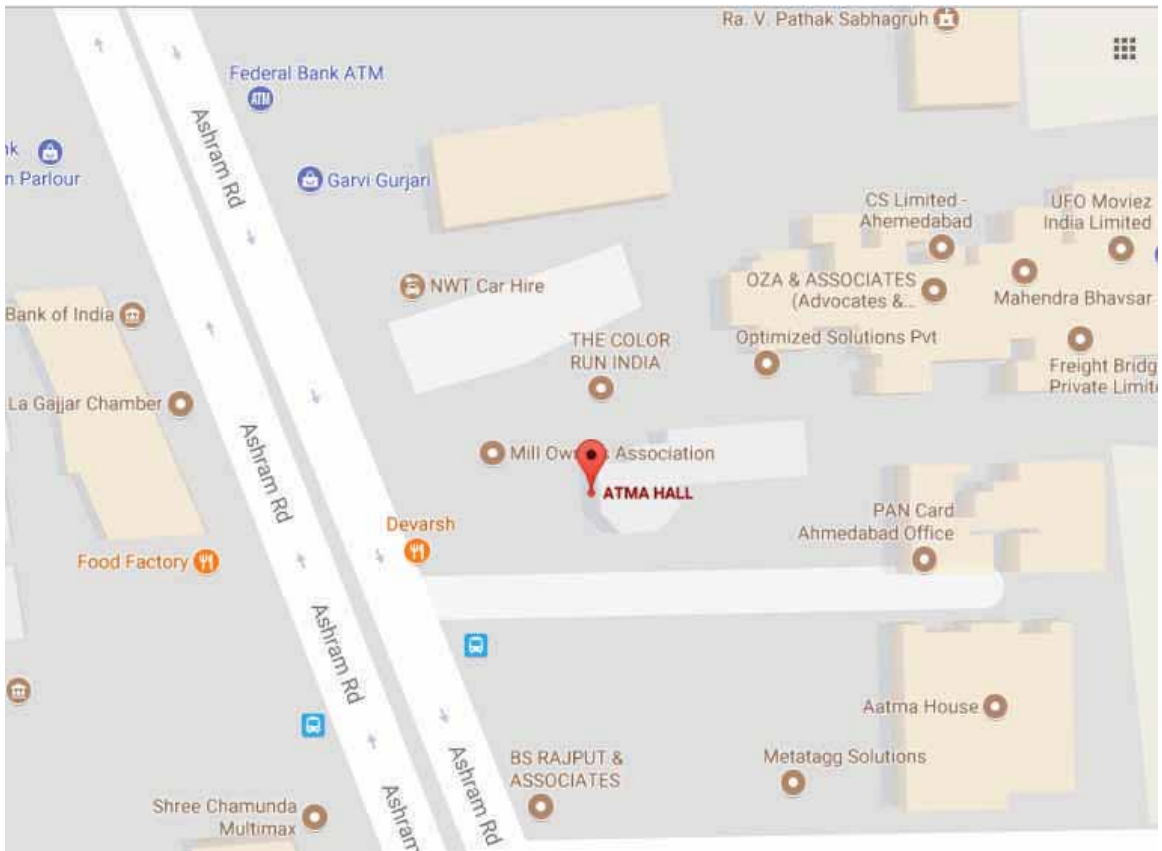
Signature of shareholder : \_\_\_\_\_

Signature of Proxy holder(s) : \_\_\_\_\_

<b>Affix Revenue Stamp</b>
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Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

## ROUTE MAP FOR AGM VENUE



Shareholders are requested to bring their copies of Annual Report at the Annual General Meeting as the same will not be distributed in the meeting hall.