



KILBURN ENGINEERING LTD.

Regd. Office: Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001

Tel: 033-2231-3337, 3450 **Fax:** 91-33-2231-4768

E-Mail: cs@kilburnengg.com; **Website:** www.kilburnengg.com

CIN : L24232WB1987PLC042956

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Second Annual General Meeting of the Company will be held on Wednesday, 30th September, 2020 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2020 and Report of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Aditya Khaitan (holding DIN 00023788), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following Resolutions:-

3. As an Ordinary Resolution – Appointment of Mr. Mahesh Shah as director of the Company:

"RESOLVED that Mr. Mahesh Shah (DIN: 00405556) who was appointed as an Additional Director of the Company on 13th August, 2019 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a director of the Company."

4. As an Ordinary Resolution – Appointment of Mr. Mahesh Shah as an Independent director of the Company, for a tenure of five years:

"RESOLVED that Mr. Mahesh Shah (holding DIN: 00405556), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the

time being in force), to hold office for a period of five consecutive years w.e.f. 13th August, 2019."

5. As an Ordinary Resolution – Appointment of Ms. Arundhuti Dhar as director of the Company:

"RESOLVED that Ms. Arundhuti Dhar (DIN: 03197285) who was appointed as an Additional Director of the Company on 13th August, 2019 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing her candidature for the office of the Director, be and is hereby appointed as a director of the Company."

6. As an Ordinary Resolution – Appointment of Ms. Arundhuti Dhar as an Independent director of the Company, for a tenure of five years:

"RESOLVED that Ms. Arundhuti Dhar (holding DIN: 03197285), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years w.e.f. 13th August, 2019."

7. As a Special Resolution – Ratification of appointment of Mr. Amitav Roy Choudhury as an Independent director of the Company:

"RESOLVED that in partial modification of the earlier resolution passed in the Thirty First Annual General Meeting of the Company held on 13.08.2019, the tenure of appointment of Mr. Amitav Roy Choudhury (holding DIN: 08501895), a Non-Executive Director, as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and

any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), be construed as effective for continuous five years w.e.f. 29.05.2019 and upto 28.05.2024 not liable to retire by rotation instead of his earlier appointment commencing from the conclusion of the thirty first annual general meeting of the Company till the conclusion of thirty sixth annual general meeting of the Company as passed earlier.

8. As a Special Resolution – Appointment of Mr. Subir Chaki as Whole Time Director.

“RESOLVED that consent of the Members be and is hereby accorded to the appointment of Mr. Subir Chaki (holding DIN: 05174555) as Whole Time Director of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and / or subject to such approvals as necessary, for a period of One year with effect from April 1, 2020, upon the terms and conditions including remuneration as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and as set out in the Explanatory Statement in respect of this item of business, attached herewith.”

“RESOLVED FURTHER THAT the Board of Directors shall have the authority to take incidental action and also to modify or amend the terms of appointment and remuneration from time to time within the limits of Schedule V and other applicable provisions of The Companies Act, 2013 (‘The Act’) or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of directors and Mr. Subir Chaki.”

“RESOLVED FURTHER THAT so long Mr. Subir Chaki functions as Whole Time Director of the Company, he will not be subject to retirement by rotation and shall not be paid any fees for attending the meetings of the Board or any Committee thereof.”

9. As an Ordinary Resolution - Remuneration of Cost Auditor:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment and remuneration of the Cost Auditors, M/s. D. Sabyasachi & Co., for auditing the Cost Accounts of the Company in respect of the products, as may be applicable, for the year

ending March 31, 2021, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.”

By Order of the Board of Directors

Kolkata
22nd July, 2020

Arvind Bajoria
Company Secretary
Membership No.:A15390

Regd. Office:
FOUR MANGOE LANE,
SURENDRA MOHAN GHOSH SARANI
KOLKATA – 700 001
CIN: L24232WB1987PLC042956

NOTES:

1. Explanatory Statement for Special Business in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
2. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular No. 20/2020 dated 5th May, 2020 read with General Circular No. 14/2020 dated 8th April, 2020 and General Circular No. 17/ 2020 dated 13th April, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 25. The venue of the meeting shall be deemed to be the Regd. Office of the Company i.e. Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata, West Bengal - 700 001.
3. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

5. M/s. V. Singhi & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on 13th Aug, 2019, to hold office from the conclusion of that Annual General Meeting ("AGM"), until the conclusion of the fifth consecutive AGM of the Company to be held in year 2024 (subject to ratification of the appointment by the Members at every AGM held after that AGM). Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
 6. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment / re-appointment at this AGM, forms part of the Notice.
 7. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first serve basis. However attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on Friday, 18th September, 2020, Promoters, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, Scrutinizer, etc. are allowed to attend the AGM without restriction on first come first serve basis.
 8. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Secretary of the Company by 21st September, 2020 at cs@kilburnengg.com.
 9. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at cs@kilburnengg.com from 22nd Sept., 2020 (9:00 a.m. IST) to 24th Sept., 2020 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM. In the interest of time, each speaker is requested to express his / her views in 2 – 3 minutes.
- However, shareholders may post their comments/queries (not more than 150 characters) in the chat box available on the Video Conferencing interface. Message posted by the shareholders will be dealt with accordingly.
10. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the AGM.
 11. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
 12. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN: INE338F01015. In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.
 13. **Voting through electronic means**
Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Kilburn Engineering Limited ("KEL" or "the Company") is offering e-voting facility to its Members in respect of the businesses to be transacted at the Thirty Second Annual General Meeting
The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities.
The Instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Saturday, 26th September, 2020 from 10:00 a.m. (1ST) and ends on Tuesday, 29th September, 2020 up to 5:00p.m. (1ST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 23rd September, 2020 i.e. the cut-off date, 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.
 - (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 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:

	For Members holding shares in Demat Form and Physical Form
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"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.
	<ul style="list-style-type: none"> • In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (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 <Kilburn Engineering 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) Note for Non - Individual Shareholders and Custodians
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.

- b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
- c) 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.
- d) The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- e) 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.
- (xix) 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, under help section or write an email to helpdesk.evoting@cdslindia.com.
14. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at arvind_bajoria@kilburnengg.com or mdpl@cal.vsnl.net.in or scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 25th September, 2020 without which the vote shall not be treated as valid.
15. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to arvind_bajoria@kilburnengg.com or mdpl@cal.vsnl.net.in. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in.
16. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 23rd September, 2020
17. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
18. Mr. A. K. Labh, Practicing Company Secretary (FCS: 4848) of M/s. A.K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
19. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
17. The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kilburnengg.com and on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
18. Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No.: (033) 2243 5809 / 5029; 2248 2248; Fax No.: (033) 2248 4787; e-mail: mdpl@cal.vsnl.net.in or mdpldc@yahoo.com. Members may also note that the Notice of the 32nd AGM and the Annual Report 2019-20 will be available on the Company's website, www.kilburnengg.com.
19. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
20. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 23rd September, 2020 to Tuesday, 29th September, 2020 (both days inclusive).
21. The members who have not encashed their Dividend warrants or who have not received the Dividend for the FY 2015-16, FY 2016-17, FY 2017-18 and FY 2018-19 should approach the Registrars & Transfer Agents of the Company. It may be noted that the amount of dividend remaining unclaimed for a period of Seven (7) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Companies Act, 2013.
- The Member(s) whose dividend / shares as transferred to the IEPF Authority can now claim

their shares from the IEPF Authority by following the Refund Procedure as detailed on the website of IEPF Authority <http://iepf.gov.in/IEPF/refund.html>.

22. Queries on accounts, if any, should be mailed to cs@kilburnengg.com at least seven days before the meeting.
23. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.
24. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
25. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- i. Members will be provided with a facility to attend the AGM through VC / OAVM through the CDSL e-voting system. Members may access the same at CDSL website under Members login by using the remote e- voting credentials. The link for VC / OAVM will be available in Members login where the EVSN of Company will be displayed. Please note that the Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the Notice. Further Members can also use the OTP based login for logging into the e-voting system of CDSL.

- ii. Members can participate in the AGM through

smart phone/laptop. However, for better experience and smooth participation it is advisable to join the Meeting using Google Chrome, through Laptops connected through broadband. Further Members will be required to use Internet with a good speed to avoid any disturbance during the meeting. Participating Members are requested to keep their device under 'Mute' mode, except for pre-registered speakers, when invited to speak at the Meeting.

- iii. Participants connecting from Mobile Devices or Tablets or through Laptop via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- iv. The Members who are shareholders as on 23rd September, 2020 are requested to join the AGM through VC/OAVM mode, 30 minutes before the scheduled time of the commencement of the Meeting and not later than 15 minutes after the commencement of the meeting by following the procedure mentioned in the Notice.
- v. Members who need assistance before or during the AGM, can contact CDSL on evoting@cdsl.co.in or use Toll Free No.1800-222-990

By Order of the Board of Directors

Kolkata
22nd July, 2020

Arvind Bajoria
Company Secretary
Membership No.:A15390

Regd. Office:
FOUR MANGOE LANE,
SURENDRA MOHAN GHOSH SARANI
KOLKATA – 700 001
CIN: L24232WB1987PLC042956

Particulars of the Directors seeking Appointment / re-appointment in the Annual General Meeting, as required pursuant to SEBI (LODR) Regulations, 2015 :

Name of Director	Mr. Aditya Khaitan	Mr. Mahesh Shah	Ms. Arundhuti Dhar
Category	Non Executive Director	Independent Director	Independent Director
Date of Birth	30/01/1968	25/12/1952	21/06/1973
Date of Appointment	31/03/2015	13/08/2019	13/08/2019
Qualification	B. Com (Hons)	Chartered Accountant, Cost Accountant, Company Secretary along with a degree in Law and Business Management	Graduation from St. Xavier's College, Kolkata

Name of Director	Mr. Aditya Khaitan	Mr. Mahesh Shah	Ms. Arundhuti Dhar
No. of Equity Shares held	1,50,000	Nil	Nil
Brief Resume	He hails from a renowned family of industrialists and has industry experience as a successful businessman who has an active interest in the activities of the Company.	He is the Past President of The Institute of Company Secretaries of India, The Institute of Cost & Works Accountants of India, and has been a Past member of Accounting Standard Board of ICAI. He has well represented leading industrial and trade bodies-both on regional and national level such as the Indian Chamber of Commerce, Bharat Chamber of Commerce, Calcutta Chamber of Commerce, CII, FICCI, ASSOCHAM etc.	She had worked with leading Companies like American Express Bank , HDFC Bank, IL&FS Property Management & Services Pvt. Ltd. She was an Independent Director on the board of EMC Limited and presently holding office of Independent director in McNally Bharat Engineering Company Ltd., Mcleod Russel India Ltd., Williamson Magor & Co. Ltd., Eveready Industries India Ltd. and Williamson Financial Services Limited.
Directorships held in other Companies (as on 31-03-2020)	Eveready Industries India Ltd. McNally Bharat Engineering Co. Ltd. Babcock Borsig Ltd. Prana Lifestyle Pvt. Ltd. Williamson Magor & Co. Ltd. Williamson Financial Services Limited Mcleod Russel India Limited Mcnally Sayaji Engineering Limited D1 Williamson Magor Bio Fuel Limited	Eveready Industries India Ltd. Inter Corporate Financiers & Consultants Limited	Eveready Industries India Ltd. McNally Bharat Engineering Co. Ltd. Williamson Magor & Co. Ltd. Williamson Financial Services Limited Mcleod Russel India Limited
Particulars of Committee Chairmanship / Membership held in other Companies SRC (Stakeholder's Relationship Committee) NRC (Nomination and Remuneration Committee) CSR (Corporate Social Responsibility Committee)	<u>Mcleod Russel India Limited</u> Member – Audit Committee <u>McNally Bharat Engineering Co. Limited</u> Member – NRC <u>Babcock Borsig Limited</u> Member – Audit Committee Member – NRC Member – SRC <u>D1 Williamson Magor Bio Fuel Limited</u> Chairman – Audit Committee Chairman – NRC	<u>Eveready Industries India Limited</u> Member – Audit Committee Member – CSR Committee Chairman – NRC Chairman – SRC	<u>Williamson Magor & Co. Limited</u> Member – NRC Chairman – Audit Committee Chairman – SRC <u>McNally Bharat Engineering Co. Limited</u> Member – Audit Committee Member – CSR Committee Member – NRC Member – SRC <u>Mcleod Russel India Limited</u> Chairperson – Audit Committee Member – CSR Committee Chairperson – NRC Chairperson – SRC

Name of Director	Mr. Aditya Khaitan	Mr. Mahesh Shah	Ms. Arundhuti Dhar
			<p><u>Williamson Financial Services Limited</u> Member – Audit Committee Member – NRC Member – SRC</p> <p><u>Eveready Industries India Limited</u> Chairperson – Audit Committee Member – CSR Committee Member – NRC Member – SRC</p>
Relationship with other directors / KMPs	NIL	None	None

Name of Director	Mr. Amitav Roy Choudhury	Mr. Subir Chaki
Category	Independent Director	Executive Director (Professional)
Date of Birth	12/06/1953	24/03/1960
Date of Appointment	29/05/2019	13/11/2017
Qualification	B.Tech Hons from IIT and also M.Tech in Industrial Engineering and Operations Research from IIT Kharagpur	BE (Mech.), AICWA, PGCGM
No. of Equity Shares held	Nil	Nil
Brief Resume	He has a total experience of about 39 years in management of manufacturing industry. Out of this about 29 years was with Eveready Industries India Limited. He retired as the Vice President and head of Manufacturing at EVEREADY. He was a member of Manufacturing sub committee at CII and subsequently a member of the West Bengal State Committee at CII also.	He has over 30 years of rich experience in the Manufacturing Industry and has worked with various Companies of the group at senior positions. He has served as the Vice Chairman of Confederation of Indian Industry, West Bengal Council, and continues to be a member of the Council and the West Bengal Task Force to advise the State Government of West Bengal.
Directorships held in other Companies (as on 31-03-2020)	NIL	NIL
Particulars of Committee Chairmanship / Membership held in other Companies	NIL	NIL
Relationship with other directors / KMPs	NIL	NIL

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**Item No. 3 & 4**

Appointment of Mr. Mahesh Shah was made as an Additional Director by Board in their meeting held on 13th August, 2019 and he was designated as Independent Director by the Board for a tenure of five years. His appointment was recommended by the Nomination and Remuneration Committee. His appointment as an Independent Director for a tenure of five years is proposed to be ratified by the members.

All the details of other directorships and shareholding of the aforesaid directors have been provided in this notice.

None of the Directors (other than the director whose appointment is proposed) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3 & 4.

Item No. 5 & 6

Appointment of Ms. Arundhuti Dhar was made as an Additional Director by Board in their meeting held on 13th August, 2019 and she was designated as Independent Director by the Board. Her appointment was recommended by the Nomination and Remuneration Committee. Her appointment as an Independent Director for a tenure of five years is proposed to be ratified by the members.

All the details of other directorships and shareholding of the aforesaid directors have been provided in this notice.

None of the Directors (other than the director whose appointment is proposed) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 5 & 6.

Item No. 7

Board of Directors had appointed Mr. Amitav Roy Choudhury as Additional Director in their meeting held on 29th May, 2019. His appointment as an Independent Director for a tenure of five years was approved by the members at thirty first Annual General Meeting (AGM), w.e.f. the close of thirty first AGM upto thirty sixth AGM. The approval accorded by the members is sought to be partially modified, by ratifying the appointment of Mr. Amitav Roy Choudhury for a tenure of five years w.e.f. 29th May, 2019.

All the details of other directorships and shareholding of the aforesaid directors have been provided in this notice.

None of the Directors (other than the director whose appointment is proposed) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 7.

Item No. 8

Mr. Subir Chaki's tenure as Managing Director of the Company ended on 31st March, 2020. Pursuant to recommendation of the Nomination and Remuneration Committee, the Board of Directors at its meeting held on February 8, 2020, resolved to appoint Mr. Subir Chaki as Whole Time Director of the Company w.e.f. April 1, 2020 for a tenure of six months upto 30th September, 2020 and in the board meeting held on 22nd July, 2020, his tenure was further extended for six months upto 31st March, 2021, pursuant to the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and subject to the approval of the shareholders in a General Meeting and/or the Central Government approval as may be necessary, on the following terms of remuneration:

Salary (Basic): ₹ 4,00,000/- (Rupees Four Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of ₹ 3,00,000 – ₹ 50,000 – ₹ 6,00,000.

Fixed Bonus: Equivalent to six months' basic salary in a year.

Other allowances / perquisites will be as per Company's policy, briefed as following:

Allowances / Perquisites:

Housing: Free furnished accommodation will be provided by the Company. In case no accommodation is provided to the whole time director, he will be paid House Rent Allowance @ ₹ 2,00,000/- monthly.

Car: Mr. Chaki will be provided with a Company car with driver. Additionally, Mr. Chaki will be provided with a car for his official and personal purposes.

Medical Insurance: Family medical insurance coverage will be provided by the Company as per the scheme applicable to the senior executive staff of the Company.

Leave Travel Allowance: The Whole Time Director will be entitled to Leave Travel Allowance (LTA). The amount of LTA per year is ₹ 4,00,000/-.

Club Fees: The Wholetime Director is entitled to reimbursement of Club Fees, if approved by the Board of Directors.

Other Allowances: A special pay of ₹ 1,19,316/- (Rupees One Lakh Nineteen Thousand Three Hundred Sixteen only) per month.

Retiral Benefits: Contribution to the Company's Provident Fund and Superannuation Fund and/or Annuity Fund in accordance with rules and regulations governing the said funds irrespective of the tenure of his service in the Company. Gratuity will be payable in accordance with rules of the Company and such Gratuity shall be paid

irrespective of his tenure of service and shall not exceed half a month's salary for each completed year of service.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Whole Time Director shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

Leave: The Whole Time Director will be entitled to leave on full pay, perquisites and allowances as following

Casual Leave: Casual Leave of 7 days per annum out of which 3 days' leave can be taken at a stretch. This leave is non-cumulative.

Sick Leave: On actual basis.

Leave Encashment: The Whole Time Director will be entitled to 30 days' leave per annum for each completed year of service, which may be accumulated upto a maximum of 360 days and can be encashed as per basic salary received at the end of tenure.

Sitting Fees: The Whole Time Director shall not be entitled to any Sitting Fees for attending the meetings of Board of Directors of the Company or Committees thereof.

The aforementioned appointment of Mr. Chaki and the terms as to remuneration requires the approval of the Members in general meeting. The above terms of remuneration have been approved by the Nomination and Remuneration Committee of the Board In the meeting held on 08th February, 2020.

The Resolution(s) set out in Item No. 8 is accordingly proposed to be passed by way of Special Resolution and the Board recommends the same for approval of the Members.

Except Mr. Chaki, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

Nature of Industry : Engineering
 Date of commencement of Commercial production : The Company was incorporated in 1987 and had already commenced production

Financial performance based on given indicators:
 (For the year ended March 31, 2020)

Particulars	₹ In Lacs
Sales and other Income	15031
Gross Profit before interest, finance charges and depreciation	2825
Interest & Finance Charges	1722
Depreciation	414
Profit before Tax	689
Tax Expenses	172
Profit after Tax	517

Export Performance and total foreign exchange earnings:

	Export (FOB value) ₹ Crores	Total Foreign Exchange Earnings ₹ Crores
2019-2020	18.33	25.28
2018-2019	26.17	26.23
2017-2018	23.50	23.89

Foreign Investments or collaborators, if any	:	Foreign Collaborators are as following: i. M/s. Nara Machinery Co. Ltd. (Japan) ii. M/s. Carrier Vibrating Equipment Inc (USA)
Investment in subsidiaries during 2019-20	-	Nil
Investment in Share Capital by Foreign Companies	-	Nil

II. Information about the appointee/director

Name of Director	:	Mr. Subir Chaki
Age	:	60 years
Qualification	:	B.E (Mech.), AICWA, PGCGM

Expertise and Experience in specific functional areas:

Mr. Subir Chaki (60) is a Mechanical Engineer from IIT, Kharagpur, Qualified Cost Accountant and PGCGM from IIM, Calcutta. He has over 30 years of rich experience in the Manufacturing Industry. He joined McNally Sayaji Engineering Limited as President - Operations from October 1, 2011. He also served as the President (Manufacturing), Executive Vice President (Manufacturing), Vice President (Flashlight Business) and other various capacity with Eveready Industries India Limited for

more than 25 years before joining McNally Sayaji Engineering Limited as Whole Time Director, where he continued till September 2017. With effect from October, 2017, he joined Kilburn Engineering Ltd. as Chief Operating Officer and was appointed as Managing Director of Kilburn Engineering w.e.f. 1st April, 2018 for a tenure of two years that ended on 31st March, 2020. He has served as the Vice Chairman of Confederation of Indian Industry, West Bengal Council, and continues to be a member of the Council and the West Bengal Task Force to advise the State Government. He has also been a member of the Governing Council at Kalyani University, Chairman of Teacher's Training Institute and has been advising several Engineering colleges in West Bengal.

Past remuneration:

In his last employment as Managing Director of Kilburn Engineering Ltd., Mr. Chaki had been receiving basic salary @ ₹ 4,00,000/- per month and other allowances and perquisites as approved by the Members.

Job profile and his suitability:

Mr. Chaki was the Managing Director of Kilburn Engineering Limited, responsible for the overall operational management of the Company. The Board is of the opinion that Mr. Chaki has the requisite qualifications, expertise and experience for the job he is holding.

Remuneration proposed:

Already given in the Explanatory Statement.

Pecuniary and other relationships:

Except for receiving remuneration as a Whole Time Director, Mr. Chaki has no pecuniary relationship with the Company. He is not related to any other managerial personnel of the Company.

Comparative remuneration profile with respect to industry, size of the Company, profile of position and person:

Mr. Chaki's proposed remuneration matches his background, proven capabilities and vast experience in Industries. His remuneration is commensurate with the norms in the industry having regard to the size, complexities of this Company and the job responsibilities.

III. Other Information

Reasons of loss or inadequate profits:

The company had a net profit of ₹ 5.17 Crores during the year 2019- 20 as compared to net profit of ₹ 5.92 Crores in the previous year. Due to impact of Covid pandemic during the last quarter of year 2019-20, the profitability was impacted.

Presently, the world economy has been drastically impacted due to Covid pandemic, however negative

sentiment towards Chinese imports is expected to create a stable business environment for the Company in the coming years.

IV. Disclosures

Information on the remuneration package of the managerial personnel:

The shareholders are notified of the remuneration package through explanatory statements annexed to the Notice of Meetings in which proposals for their appointments are placed before the shareholders.

Disclosures on remuneration package and other terms of Directors under 'Corporate Governance' Report:

The Corporate Governance Report forms a part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

Memorandum of Interest:

Except Mr. Chaki, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.

Item No. 9

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Company, Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2020-21 at a remuneration of ₹ 40,000/- and service tax at the applicable rate and reimbursement of out of pocket expenses at actuals. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the Shareholders of the Company.

The Board recommends the resolution set out at Item no. 9 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 9.

By Order of the Board of Directors

Kolkata
22nd July, 2020

Arvind Bajoria
Company Secretary
Membership No.:A15390

Regd. Office:
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SURENDRA MOHAN GHOSH SARANI
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