



KILBURN ENGINEERING LTD.

CIN : L24232WB1987PLC042956

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING (EGM)

NOTICE is hereby given that an Extra-ordinary General Meeting (EGM) of the Company will be held on Saturday, 27th March, 2021 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following special businesses:

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

1. As an Ordinary Resolution – Increase in Authorised Capital and alteration of Capital Clause in the Memorandum of Association:

"RESOLVED THAT, pursuant to the provisions of Sections 13, 61 and 64 of the Companies Act, 2013 read with other applicable provisions if any of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company from the existing ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 2,17,47,900 (Two Crores Seventeen Lacs Forty Seven Thousand Nine Hundred) equity shares of ₹ 10/- (Rupees Ten) each and 82,52,100 (Eighty Two Lacs Fifty Two Thousand One Hundred) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each to ₹ 56,00,00,000/- (Rupees Fifty Six Crore only) divided into 3,05,00,000 (Three Crore Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each and 2,55,00,000 (Two Crore Fifty Five Lacs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each by creation of additional 87,52,100 (Eighty Seven Lacs Fifty Two Thousand One Hundred) equity shares of ₹ 10/- (Rupees Ten) each and 1,72,47,900 (One Crore Seventy Two Lacs Forty Seven Thousand Nine Hundred) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following new Clause V:

"The Authorised Share Capital of the Company is ₹ 56,00,00,000/- (Rupees Fifty Six Crores only) divided into 3,05,00,000 (Three Crore Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each and 2,55,00,000 (Two Crore Fifty Five Lacs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Company in General Meeting at the time of issue. The Company has and shall always have power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions, attached to any, class of shares in such manner as may for the time being be provided by regulations of the Company."

"RESOLVED FURTHER THAT for the purpose of the giving effect to this resolution, the Board (which expression shall also include a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary for obtaining such approvals in relation to the above and to execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers therein vested in the Board to any Committee thereof to give effect to the aforesaid resolution".

2. As a Special Resolution: Issue of Equity Shares on Preferential Allotment Basis to RBL Bank Limited

"RESOLVED THAT in terms of restructuring of debt (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued

by RBL Bank Limited, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with RBL Bank Limited in relation to or in order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any and to the extent applicable, of the Companies Act 2013 and in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the provisions of Regulation 158(6) of Chapter V – "Preferential Issue" and other applicable provisions, if any, of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as may be modified or re-enacted from time to time (hereinafter referred to as "ICDR Regulations"), the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "Listing Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations 2011 read with the listing agreements entered into by the Company with the stock exchanges where the shares of the Company are listed and all other applicable laws, rules, regulations, notifications, guidelines, circulars and clarifications issued by various authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from lenders and any regulatory and other appropriate authorities, and all such other approvals and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board, the consent of the Company be and is hereby accorded to the Board, to create, offer, issue and allot in dematerialised form, 67,50,000 ((Sixty seven lacs fifty thousand) equity shares of face value of ₹ 10/ (Rupees Ten only) per share at a premium of up to ₹10/- (Rupees Ten only) per share each subject to such equity shares constituting 23.93% of the post-issue share capital of the Company (subject to certain permissible exclusions as may be agreed by RBL Bank Limited), to be issued at consideration other than cash to RBL Bank Limited (PAN: AABCT3335M) having its registered office at 1ST Lane, Shahapuri, Kolhapur, Maharashtra-416001 under the Category Non-Promoter Lender as mentioned in the explanatory statement (hereinafter referred to as the "Proposed Equity Holder") in part conversion of its debt, in one or more tranches, whether it is a shareholder of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT in accordance with Regulation 158(6) of the ICDR Regulations read with Regulations 31-33 of Annex-1 to the RBI Circular, the "Reference Date", for determining the price of the equity shares being allotted to the Proposed Equity Holder by way of preferential issue pursuant to conversion of debt as part of a debt restructuring in accordance with RBI guidelines is the date on which RBL Bank Limited approves the Resolution Plan."

"RESOLVED FURTHER THAT the equity shares to be allotted in terms of this resolution shall be made fully paid up at the time of allotment and shall rank pari passu with the existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things (including sub-delegating its powers to such other authorised representative(s)) as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, including deciding the dates of allotment, revising the Reference Date in accordance with applicable law, deciding and/ or finalising other terms of issue and allotment in consonance with the ICDR Regulations, appointing intermediaries, advisors, consultants, bankers, other agencies, applying to depositories for admission of securities/ lock-in of securities, giving credit for securities so allotted directly into the depository accounts of the Proposed Equity Holder, listing of the equity shares to be issued and allotted, and to modify, accept and give effect to any modifications to the terms and conditions of the issue as may be required by any of the lenders while approving or implementing the Resolution Plan or by any statutory, regulatory and other appropriate authorities and such other approvals and as may be agreed by the Board, and to settle all questions, difficulties or doubts that may arise in the proposed issue, pricing of the issue, allotment and listing of the equity shares arising there from, including utilisation of the issue proceeds and to execute all such affidavits, agreements, applications, deeds, declarations,

documents, forms, letters, returns, undertakings, writings, etc. in connection with the proposed issue as the Board may in its absolute discretion deem necessary or desirable without being required to seek any further consent or approval of the shareholders or otherwise with the intent that the shareholders shall be deemed to have accepted Board's decisions on such matters as decisions that shall prevail and that the shareholders shall be deemed to have given their approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred on it by this resolution, to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the equity shares being offered shall be allotted to the Proposed Equity Holder by way of a preferential issue/ private placement basis inter-alia be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to the Proposed Equity Holder in dematerialized form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- ii. Issue price shall be computed in accordance with the provisions of the SEBI (ICDR) Regulations;
- iii. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
- iv. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations."

3. As a Special Resolution: Issue of Equity Shares on Preferential Allotment Basis to Firstview Trading Private Limited

"RESOLVED THAT in terms of the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by RBL Bank Limited, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with RBL Bank Limited in relation to or in order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to the provisions of Regulation 164A and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("Listing Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India ("SEBI"), from stock exchanges where the shares of the Company are listed and any other applicable authorities ("Applicable Authorities") and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, consent of the Members

be and is hereby accorded to the Board to create, offer, issue and allot up to 82,00,000 (Eighty two lacs) equity shares of face value of ₹ 10/ (Rupees Ten only) per share at a premium of up to ₹ 10/- (Rupees Ten only) per share which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, for cash consideration to M/s. Firstview Trading Private Limited (PAN: AADCF5697A) having its registered office at Duncan House, 31, Netaji Subhas Road, Kolkata, West Bengal - 700001 hereinafter also referred to as the "Proposed Allottee" aggregating to amount up to ₹ 16,40,00,000 (Rupees Sixteen Hundred Forty Lacs only) under Promoter Category¹ by way of preferential allotment on a private placement basis, in accordance with the ICDR Regulations and other applicable laws."

"RESOLVED FURTHER THAT in terms of the provisions of SEBI ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 26th February 2021, being the date 30 (thirty) days prior to the date of this Extra-Ordinary General Meeting."

RESOLVED FURTHER THAT this special resolution shall be deemed to be passed only if the votes cast by the shareholders in the 'public' category in favour of the aforesaid proposal are more than the number of votes cast against it."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to agree, make and accept all such term(s), condition(s) and alteration(s) as it may deem fit, including condition(s), modification(s) and alteration(s) stipulated or required by any Applicable Authorities or by their bye-laws, rules regulations or guidelines and the Board is also hereby authorised to resolve and settle all questions, difficulties or doubt that may arise in regard to such offer, issue and allotment of equity shares, to finalise and execute all agreements, documents and writings and to all acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit without being required to seek any further consent or approval of the Company or otherwise to the end and intent that they shall be deemed to have given approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power s conferred on it by this resolution, to any committee of directors or any other officer(s) of the Company to give effect to the aforesaid resolution."

"RESOLVED FURTHER THAT the equity shares being offered shall be allotted to the Proposed Allottee by way of a preferential issue/ private placement basis inter-alia be subject to the following:

- i. The equity shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialized form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval;
- ii. Issue price shall be computed in accordance with the provisions of the SEBI (ICDR) Regulations;
- iii. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
- iv. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations."

4. As a Special Resolution: Issue of Cumulative Redeemable Preference Shares (CRPS) to RBL Bank Limited

"RESOLVED THAT in terms of restructuring of debt (hereinafter referred to as the "Resolution Plan", which term shall include inter alia debt restructuring proposal, sanction letters issued by RBL Bank Limited, the definitive agreements and other documents, writings, written communications as the Board enters into/ exchanges with RBL Bank Limited in relation to or in

¹ As on date, Firstview Trading Private Limited is not a promoter/ promoter group of the Company.

order to implement the Resolution Plan) of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular") and pursuant to the provisions of Sections 23, 42, 55, 62, and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Rules framed there under including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company, and the provisions of any other applicable laws, rules and regulations (including any amendments thereto or re-enactments thereof) and also subject to receipt of the requisite approvals, permissions and sanctions of Reserve Bank of India and other authorities, institutions or bodies ("the appropriate authorities") as may be necessary and subject to such conditions and modification(s) as may be prescribed or imposed by them while granting such approvals, permissions and sanctions, which the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall include Committee of the Board to exercise its powers, if necessary, conferred by this resolution) is empowered to accept; the consent, authority and approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot maximum up to 2,55,00,000 (Two Crore Fifty Five Lakhs) Cumulative Redeemable Preference Shares (CRPS) of face value of ₹ 10/- each with an issue price of ₹ 10/- (Rupees Ten only) per share to RBL Bank Limited, (PAN: AABCT3335M) having its registered office at 1st Lane, Shahapuri, Kolhapur, Maharashtra - 416001) under the Category Non-Promoter Lender in part conversion of its outstanding debt, in one or more tranches, whether it is a shareholder of the Company or not, by way of a preferential allotment and in such manner and on such other terms and conditions, as the Board may, in its absolute discretion, think fit."

"RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion, deem necessary and desirable and expedient for such purpose including without limitation, to finalize, approve and sign, issue Disclosure Document/ Private Placement Offer Letter, and other documents and for the purpose of the aforesaid to give such declarations, affidavits, undertakings, certificates, consents and to authorise any Director and/or Company Secretary to resolve all the questions of doubt that may arise with regard to the issue, offer, allotment, utilization of proceeds and other related matters without requiring any further consent or approval of the members of the Company with regard to the issue of CRPS and to authorize such persons as may be necessary, in connection therewith and incidental thereto in their absolute discretion shall deem fit and to do all such things, deeds and acts and to comply with all the formalities as may be required in connection with and incidental to the aforesaid issue of CRPS."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the power s conferred on it by this resolution, to any Committee of Directors or any other Officer(s) of the Company to give effect to the aforesaid. Resolution."

"RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

By Order of the Board of Directors

Kolkata
4th March, 2021

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

Arvind Bajoria
Company Secretary
Membership No.: A15390

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, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020 and Circular No. 39/2020 dated December 31, 2020 allowed companies to hold Extraordinary General Meeting ("EGM") through video conferencing (VC) or 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 EGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/OAVM is explained at Note No. 27. 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. In line with the various circulars of MCA, the Notice of EGM is being sent only through electronic mode to those shareholders whose valid e-mail addresses are registered with the Company/ Depositories. Shareholder may note that Notice of EGM has been uploaded on the website of the Company at (www.kilburnengg.com). The Notice can also be accessed from the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com.
4. The deemed venue for EGM shall be the Regd. Office of the Company i.e. Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 019 and the proceedings of the EGM shall be deemed to be made thereat
5. Members attending the EGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM 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 EGM 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 EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
7. The Shareholders can join the EGM through the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The attendance through VC/OAVM is restricted and hence will be made available to only 1000 Members on first come first served basis. However attendance of Members holding 2% or more of the shares of the Company, Institutional Investors as on Saturday, 20th March, 2021, 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 EGM without restriction on first come first served basis.
8. Members desirous of obtaining any information concerning the resolutions proposed by the Company are requested to address their questions in writing to the Secretary of the Company by 21st March, 2021.
9. Members who would like to express their views or ask questions during the EGM 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 5th March, 2021 (9:00 a.m. IST) to 20th March, 2021 (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 EGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the EGM. 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. 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.
11. 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.
12. Shareholders holding shares in electronic form are requested to intimate all changes pertaining to their bank particulars nominations, power of attorney, address, name, e-mail address, contact numbers, PAN, etc., to their Depository Participant (DP).
13. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and M/s. Maheshwari Datamatics Pvt. Ltd., Registrars and Share Transfer Agent ("RTA") to provide efficient and better services. Shareholders holding shares in physical form are requested to intimate such changes to the Company or RTA

14. 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 Extra-Ordinary 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 Wednesday, 24th March, 2021 from 10:00 a.m. (1ST) and ends on Friday, 26th March, 2021 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 Saturday, 20th March, 2021 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. 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	<p>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.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <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.

15. 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 mdpldc@yahoo.com or scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 20th March, 2021 without which the vote shall not be treated as valid.
16. 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 mdpldc@yahoo.com. 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.
17. 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 20th March, 2021
18. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the EGM. However, he/she can attend the EGM.
19. 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.
20. 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.
21. The Results shall be declared on or after the EGM 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 EGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extra-Ordinary General Meeting.
22. 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 : mdpldc@yahoo.com. Members may also note that the Notice of the EGM will be available on the Company's website, www.kilburnengg.com.

23. 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.
24. Queries on accounts, if any, should be mailed to cs@kilburnengg.com at least seven days before the meeting.
25. 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.
26. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
27. INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC / OAVM ARE AS UNDER:
 - i. Members will be provided with a facility to attend the EGM through VC / OAVM through the CDSL e-voting system. Members may access the same at please mention CDSL website details 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 EGM 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 20th March, 2021 are requested to join the EGM 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 EGM, can contact CDSL on helpdesk.evoting@cdslindia.com or use Toll Free No.1800-222-990.

By Order of the Board of Directors

Kolkata
4th March, 2021

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

Arvind Bajoria
Company Secretary
Membership No.: A15390

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

Item No. 1

The present Authorised Share Capital of the Company is ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 2,17,47,900 (Two Crores Seventeen Lacs Forty Seven Thousand Nine Hundred) equity shares of ₹ 10/- (Rupees Ten) each and 82,52,100 (Eighty Two Lacs Fifty Two Thousand One Hundred) Redeemable Preference Shares of ₹ 10/- (Rupees Ten).

Your Company is contemplating to issue equity shares on preferential basis to investors including RBL Bank Limited and issue Cumulative Redeemable Preference Shares (CRPS), in order to fulfil the terms of restructuring of debt through a Resolution Plan of the Company formulated under the principles of the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) Directions, 2019 issued by the Reserve Bank of India vide its circular dated 7th June 2019 (hereinafter referred to as the "RBI Circular").

It is therefore proposed to increase the Authorised Share Capital of the Company from ₹ 30,00,00,000/- (Rupees Thirty Crores only) divided into 2,17,47,900 (Two Crores Seventeen Lacs Forty Seven Thousand Nine Hundred) equity shares of ₹ 10/- (Rupees Ten) each and 82,52,100 (Eighty Two Lacs Fifty Two Thousand One Hundred) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) to ₹ 56,00,00,000/- (Rupees Fifty Six Crore only) divided into 3,05,00,000 (Three Crore Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each and 2,55,00,000 (Two Crore Fifty Five Lacs) Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each.

The approval of the Members is sought in terms of Sections 13, 61, 64 and other applicable provisions, if any, of the Act, to increase the Authorised Share Capital as well as to alter the Capital Clause of the Memorandum of Association of the Company.

Members are required to note that the draft of the altered Memorandum of Association of the Company shall be made available on the website of the Company (i.e. www.kilburnengg.com), to facilitate online inspection by the Members upto the date of the Extra-Ordinary General Meeting.

The Board is of the opinion that the Resolution at item No. 1 of the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company, by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 1, except to the extent of their shareholding, if any, in the Company.

Item Nos. 2, 3 and 4

In order to meet the requirements of the debt restructuring ("Resolution Plan") proposed by the Company and as advised by the Lender as per the sanction letter for restructuring of debt from RBL Bank Limited pursuant to the principles under the Reserve Bank of India (Prudential Framework for Resolution of Stressed Assets) directions dated 7th June, 2019, it is proposed that the short-term loans with principal amount totaling to ₹ 95 Crore outstanding towards RBL Bank Limited alongwith interest thereon, shall be converted into new long term loan of ₹ 65 Crore carrying interest @ 9% to be repaid to RBL Bank Limited over a period of 12.5 years. Further, the said Resolution Plan envisages infusion of funds into equity capital of the Company by a new investor and conversion of part of loans from RBL Bank Limited into equity shares and Cumulative Redeemable Preference Shares.

The issuance of securities pursuant to the Resolution Plan shall be in such manner and on such terms and conditions as prescribed under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), 2018 (ICDR Regulations) and in compliance with the applicable provisions of the Companies Act, 2013 read with RBI guidelines.

The resolutions proposed at item nos. 2, 3 & 4 of the accompanying notice relates to issuance of equity shares and cumulative redeemable preference shares to RBL Bank Limited and the new investor on a preferential basis and will therefore require approval of the members through special resolutions. The consent of the members is being sought pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI LODR Regulations and ICDR Regulations.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of Section 62 read with the Companies (Share Capital and Debentures) Rules, 2014 and the ICDR Regulations:

- 1. The objects of the issue:** To meet the requirements of the Resolution Plan for debt restructuring of the Company.
- 2. The total number of shares or other securities to be issued:** (a) 67,50,000 equity shares to RBL Bank Limited; (b) 82,00,000 equity shares to the new investor, Firstview Trading Private Limited; and (c) 2,55,00,000 cumulative redeemable preference shares to RBL Bank Limited.
- 3. The price or price band at which the allotment is proposed:** ₹ 20 per equity share in terms of SEBI ICDR Regulations. Cumulative Redeemable Preference Shares being issued at ₹10 per share.
- 4. Basis on which the price has been arrived at:** Two weeks average traded share price, as per regulation 164(A) of ICDR Regulations.
- 5. The relevant date on the basis on which price has been arrived at:** 26th February, 2021 in relation to issuance of shares to the new Investor. The Reference Date for determining the price of the equity shares being allotted to RBL Bank Limited pursuant to conversion of debt as part of a debt restructuring in accordance with RBI guidelines is the date on which the lender approves the Resolution Plan.
- 6. The class or classes of person to whom the allotment is proposed to be made:** Bodies Corporate
- 7. Intention of promoters, directors or Key Managerial Personnel to subscribe the offer:** None of the promoters, directors or key managerial personnel of the Company intends to subscribe to the offer.
- 8. The proposed time within which the offer shall be completed:** Within 15 days from the date of EGM in accordance with Regulation 170 of the ICDR Regulations.
- 9. The names of the proposed Allottees and the percentage of post preferential capital that may be held by them:**

Equity Shares:

Name of the Proposed Allottees	Present (Number of equity shares)	%	Proposed (Number of equity shares)	% of equity share capital
Firstview Trading Private Limited (new Investor) (issue against cash)	NIL	0	82,00,000	29.07%
RBL Bank Limited (Lender) (issue for consideration other than cash)	NIL	0	67,50,000	23.93%

Cumulative Redeemable Preference Shares:

Name of the Proposed Allottees	Present (Number of preference shares)	%	Proposed (Number of preference shares)	% of preference share capital
RBL Bank Limited (Lender) (issue for consideration other than cash)	NIL	0	2,55,00,000	100%

- 10. Change in control, if any:** The Board of Directors of the Company would be changed post implementation of the debt restructuring such that the new investor would have majority Board representation in line with applicable SEBI and RBI guidelines.

11. The pre-issue and post-issue shareholding pattern of the Company will be as below:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	PROMOTERS' HOLDING				
1	Indian				
2	Individual	4,54,501	3.43	4,54,501	1.61
3	Bodies Corporate ²	75,50,537	56.96	1,57,50,537	55.84
	Sub-total				
2	Foreign Promoters				
	Sub-total (A)	80,05,038	60.39	1,62,05,038	57.45
B	NON-PROMOTERS' HOLDING				
1	Institutional Investors	800	0.01	67,50,800	23.93
2	Non-Institution				
3	Private corporate bodies	2,32,033	1.75	2,32,033	0.82
4	Directors and relatives				
5	Indian public	47,57,319	35.89	47,57,319	16.87
6	Others (including NRIs)	2,60,578		2,60,578	0.92
	Sub-total (B)	52,50,730	39.61	1,20,00,730	42.55
	GRAND TOTAL (A) + (B)	1,32,55,768	100	2,82,05,768	100.00

12. Identity of the natural persons who are ultimate beneficial owners of the shares proposed to be allotted and / or who ultimately control the proposed allottees

RBL Bank Limited

Firstview Trading Private Limited

13. Additional information pursuant to Regulation 164A of the SEBI ICDR Regulations

- The resolutions proposed for members' approval in relation to preferential issuance will require votes casted in favour of the resolutions from shareholders in the public category to be more than the number of votes cast against the resolutions to avail exemption from the open offer.
- The Company shall obtain required confirmations from the statutory auditor and the audit committee on the date of dispatch of this notice and also on the date of allotment of securities certifying that all the applicable conditions under Regulation 164A are met.

14. Additional information pursuant to Regulation 158(6) of the SEBI ICDR Regulations

- The conversion price of the debt has been determined in accordance with the guidelines specified by the Reserve Bank of India and in compliance with the applicable provisions of the Companies Act, 2013.
- The conversion price has been certified by two independent valuers.
- Securities will be locked-in in accordance with the applicable provisions of the SEBI ICDR Regulations.

15. Undertakings

The Company undertakes to re-compute the price of the securities in terms of the provisions of SEBI ICDR Regulations, if it is required to do so, and if the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the securities shall continue to be locked-in till the time such amount is paid by the allottee.

² As on date, Firstview Trading Private Limited is not a promoter/ promoter group of the Company.

16. Auditor's Certificate

A copy of the certificate issued by the statutory auditor of the Company shall be placed before the EGM certifying that the issue is being made in accordance with the requirements of SEBI regulations.

17. Additional information in relation to the issuance of Cumulative Redeemable Preference Shares to RBL Bank Limited

As part of the Resolution Plan it is proposed that Cumulative Redeemable Preference Shares (CRPS) of the Company be issued to RBL Bank Limited on preferential basis, by conversion of a part of outstanding Loans granted to the Company at face value of ₹ 10/- (Rupees Ten Only) per CRPS with a coupon rate of 0.01% payable at the end of every quarter from the date of subscription, in compliance with Section 42 and Section 62 and other applicable provisions of the Companies Act, 2013, as per following conditions:

Particulars	Remarks
Date of Passing of Board Resolution	March 4, 2021
Nature of Shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or non-convertible	Cumulative Redeemable Preference Shares.
Size of the issue, number of preference shares and nominal value of each shares, price at which the same is proposed to be issued	2,55,00,000 (Two Crore Fifty Five Lakhs) CRPSs of face value of ₹ 10/- each aggregating to ₹ 2550 Lakhs (Rupees Twenty Five Hundred Fifty Lakhs only).
Manner of issue of shares	On a preferential allotment basis in accordance with the provisions of section 62 of the Act.
Name and address of valuer who performed valuation	Mr. Santanu Brahma, Registered Valuer, Securities or Financial Assets.
Terms of the issue, including terms and rate of dividend on each share, etc.	Key terms of the issue of the CRPS: (a) The CRPS holders will be entitled to 0.01% coupon rate, payable at the end of every quarter from the date of subscription. (b) The CRPS holders are entitled to have the proceeds of dissolution or winding up applied to pay off their CRPS investment in the Company, prior and in preference to any other payments by the Company to the equity share holders. (c) the CRPS shall not have voting rights on any matter of the Company.
Terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion	CRPS amounting to Rs. 10 Crores to be repaid upfront within three months of allotment and balance ₹ 15.50 Crores are redeemable in two equal annual instalments at the end of 168 th month and 180 th month from the date of allotment.
Principle terms of assets charged as securities	Nil
Class or classes of person to whom the allotment is proposed to be made	The CRPS are proposed to be allotted to RBL Bank Limited.

Intention of promoters, directors or KMP to subscribe to the offer/ contribution made by the promoters or directors either as part of the offer or separately in furtherance of objects	The present Promoters, Directors or Key Managerial Personnel of the Company are not offered the said CRPS.
Proposed time within which the allotment shall be completed	The allotment shall be completed within 15 days from the date of passing of the resolution.
The name of the proposed allottees and the percentage of the post preferential offer capital held by them	RBL Bank Limited is the proposed allottee and will hold 100% of the Cumulative Redeemable Preference Share capital of the Company at the time of the issue of the CRPS.
The change in control, if any, in the Company that would occur consequent to the preferential offer	There will not be any change in control of the Company due to preferential allotment of CRPS.
The number of persons to whom allotment on preferential basis have already been made during the calendar year, in terms of number of securities as well as price	NIL

The Board is of the opinion that the Resolutions proposed at item Nos. 2, 3 & 4 of the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolutions for approval by the Members of the Company, by way of Special Resolutions.

There will be change in control as mentioned at para 10 above. Apart from that, none of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 2, 3 & 4, except to the extent of their shareholding, if any, in the Company.

By Order of the Board of Directors

Kolkata
4th March, 2021

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

Arvind Bajoria
Company Secretary
Membership No.: A15390

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