



KILBURN ENGINEERING LTD.

(A Williamson Magor Group Enterprise)

REGD. OFFICE : Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700 001.

Website : www.kilburnengg.com

CIN : L24232WB1987PLC042956

NOTICE OF POSTAL BALLOT

(pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder (s)

Sub : Passing of Resolution(s) by Postal Ballot

Notice is hereby given, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, to transact the following special business by the Members of Kilburn Engineering Limited ("the Company") by passing Resolutions through Postal Ballot:

1. Borrowing money(ies) for the business of the Company – As special resolution:

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Annual General Meeting held on August 20, 1998 and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the 'Board'), to borrow moneys from time to time for the purposes of the Company's business exceeding the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, subject to the condition that the moneys borrowed, together with the moneys already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) at any time, shall not exceed a sum of Rs. 300 crores."

2. Creation of Charge / Mortgage on assets of the Company, both present and future, in favour of lenders – As special resolution:

"RESOLVED that in supersession of the Ordinary Resolution adopted at the Annual General Meeting held on August 20, 1998 and pursuant to Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Company be and is hereby accorded to the creation by the Board of Directors of the Company or any Committee of the Board (hereinafter referred to as the 'Board') of such mortgages and charges in addition to the existing mortgages and charges created by the Company as the Board may direct on such of the assets of the Company, both present and future, in such manner as the Board may direct together with power to take over the management of the Company in certain events, to or in favour of all or any of the financial institutions/ banks/any other lending or investing agencies/trustees for the holders of debentures/bonds/other instruments which may be issued to and subscribed by all or any of the financial institutions/banks/any other lending agencies or any other person(s)/bodies corporate by private placement or otherwise, to secure rupee/foreign currency loans, debentures, bonds or other instruments of an equivalent aggregate value not exceeding Rs. 300 crores together with interest thereon at the respective agreed rates, compound interest, additional interest, liquidated damages, commitment charges, premia on prepayment, or on redemption, costs, charges, expenses and all other monies payable by the Company to the aforesaid parties or any of them under the agreements/arrangements entered into/to be entered into by the Company in respect of the said loans/debentures/bonds or other instruments.

RESOLVED further that the Board be and is hereby authorized to finalise with the aforesaid parties or any of them, the documents for creating the mortgages/charges and accepting or making any alterations, changes, variations to or in the terms and conditions, to do all such acts, deeds, matters and things and to execute all such documents and writings as it may consider necessary, for the purpose of giving effect to this Resolution."

3. Making loans / investments or providing security / guarantee for other companies, as may be necessary for business of the Company – As special resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 and rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time), subject to such approvals, consents, sanctions and permissions, as may be necessary, and the Articles of Association of the Company and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), to give loans to any companies and / or give any guarantee or provide security in connection with a loan to any company(ies) (including overseas subsidiaries) and / or acquire by way of subscription, purchase or otherwise, the securities of any company(ies) upto an aggregate amount not exceeding Rs. 200 crore notwithstanding that the aggregate of the loans or guarantees or securities so far given or to be given and/ or securities so far acquired or to be acquired by the Company may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of the Company be and is hereby authorised to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem fit, necessary or appropriate.

4. **Adoption of new articles of association of the Company – As special resolution:**

“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Board of directors be and is hereby authorised to re-draft the existing articles of association to bring those in line with provisions of The Companies Act, 2013 and adopt the new Articles of Association in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board of Directors

Kolkata
13th August, 2014
Regd. Office :
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani
Kolkata – 700 001
CIN : L24232WB1987PLC042956

Arvind Bajoria
Company Secretary

NOTES:

1. The Statement pursuant to Section 102 of the Companies Act, 2013 setting out material facts is annexed hereto.
2. The Postal Ballot Notice is being sent to all the Members, whose names appear on the Register of Members / List of beneficial owners as received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 22, 2014.
3. The Board of Directors have appointed Mr. Atul Kumar Labh, Practicing Company Secretary (FCS-4848) of M/s. A.K. Labh & Co., Company Secretaries as Scrutinizer for conducting postal ballot voting process in a fair and transparent manner.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rules made there under and Clause 35B of the Listing Agreement, the Company is pleased to provide e-voting facility for its Members of the Company to enable them to cast their votes on the resolutions electronically.

Kindly note that the Members can opt for only one mode of voting, i.e. either by physical postal ballot or e-voting. If you are opting for e-voting, then do not vote by physical postal ballot also and vice versa. In case Members cast their vote by both physical postal ballot and e-voting, it may be noted that votes cast by them through valid physical postal ballot shall prevail and votes cast by e-voting will be treated as invalid. Maheshwari Datamatics Private Limited, our Registrar and Transfer Agent will be facilitating e-voting to enable the Members to cast their votes electronically. Members are requested to carefully read the instructions given in the enclosed Postal Ballot Form. Postal Ballot Form duly completed with the assent (for) or dissent (against), and signed should be returned directly to the Scrutinizer so as to reach the Scrutinizer not later than close of working hours on October 7, 2014 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The Scrutinizer will submit his report to the Chairman appointed by the Board after completion of the scrutiny and the results of postal ballot will be announced on or before October 14, 2014, at the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata – 700 001.

Voting through electronic means - instructions:

The Company is pleased to provide e-voting facility to its Members in respect of the business to be transacted through Postal Ballot. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. E-voting period will commence from September 8, 2014 at 9.00 a.m. (IST) and will end on October 7, 2014 at 6.00 p.m. (IST).

The procedure and instructions for e-voting are as under:

- (a) Log on to the e-voting website www.evotingindia.com
- (b) Click on “Shareholders” tab.
- (c) Now Enter your User ID (For **CDSL**: 16 digits beneficiary ID; For **NSDL**: 8 Character DP ID followed by 8 Digits Client ID); Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login.
- (d) 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.
- (e) If you are a first time user fill up the following details in the appropriate boxes and follow the steps given below: (Applicable for both demat shareholders as well as physical shareholders)

| | 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. • 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. |
|-----------------------|--|

- (f) After entering these details appropriately, click on "SUBMIT" tab.
- (g) Members holding shares in physical form will then reach directly, 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 the 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.
- (h) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (i) Click on the EVSN for the relevant <"**Kilburn Engineering Limited**"> on which you choose to vote.
- (j) 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.
- (k) Click on the "RESOLUTIONS FILE LINK" if you wish to view the Resolutions.
- (l) 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.
- (m) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (n) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (o) If Demat account holder has forgotten the changed password then Enter the User ID and Image Verification and click on Forgot Password & enter the details as prompted by the system.
- (p) i. Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as **Corporates**. The scanned copy of the Registration Form bearing the stamp and signature of the entity is required to be submitted to helpdesk.evoting@cdslindia.com.
- ii. After receiving the login details they have to create a user in order to be able to link the account(s) which they wish to vote on.
- iii. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts and then they would be able to cast their vote.
- iv. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
5. 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 without which the vote shall not be treated as valid.
6. 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.
7. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company.
8. Mr. Atul Kumar 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.
9. The Scrutinizer shall within a period not exceeding three (3) working days 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.
10. The resolutions shall be taken as passed effectively on the date of declaration of the result. The result of the Postal Ballot alongwith the Scrutinizer's Report will be posted on the website of the Company at www.kilburnengg.com.
11. Notice of Postal Ballot along with Postal Ballot Form containing the process, instructions and the manner of conducting e-voting is being sent electronically to all the Members whose email ID's are registered with the Company / Depository Participant(s). For Members who request for a hard copy and for those who have not registered their email addresses, physical copies of the same are being sent through the permitted mode.
12. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Member as on August 22, 2014. Members can vote for their entire voting rights as per their discretion.
13. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days, except Saturday between 11:00 a.m. and 1:00 p.m. up to October 7, 2014.
14. Members who have not registered their email addresses so far are requested to register their e-mail address so that they can receive the communications from the Company electronically.

Annexure to the notice

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013.

Item No. 1 & 2

- i) In the Annual General Meeting held on August 20, 1998, the Members authorized the Board in terms of Section 293(1)(a) of the Companies Act, 1956, by way of Ordinary Resolution, to create mortgages/charges on properties of the Company, both present and future in favour of lenders/trustees as and when the business exigencies so require, up to a limit of Rs. 200 Crores.
- ii) In the Annual General Meeting held on August 20, 1998, the Members authorized the Board, in terms of Section 293(1)(d) of the Companies Act, 1956, by way of Ordinary Resolution, to make borrowings (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business), over and above the aggregate of paid up share capital and free reserves of the Company up to a limit of Rs. 200 Crores.

Section 180 of the Companies Act, 2013 effective from September 12, 2013, requires that the above powers be exercised by the Company with consent of the Members by way of Special Resolution. Vide General Circular No. 4/2014 dated March 25, 2014, the Ministry of Corporate Affairs has clarified that the Ordinary Resolutions passed under Section 293(1)(a) and 293 (1)(d) of the Companies Act, 1956 is sufficient compliance of Section 180 of the Companies Act, 2013 for a period of one year from the date of notification of the said section.

It is, therefore, necessary for the members to pass Special Resolution under Section 180(1)(a) and 180(1)(c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 1 & 2, of the Notice, to enable to the Board to create such mortgages/charges as and when the business exigencies so require and to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company, respectively, up to the said limits.

The Board recommends the resolutions set out at Item Nos. 1 & 2 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, financially or otherwise, in the resolution set out at Item No. 1 & 2.

Item no. 3

Section 186 of the Companies Act, 2013 effective from April 1, 2014, requires that a company can exercise the following powers with consent of the Members by way of Special Resolution :

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty per cent. of its paid-up share capital, free reserves and securities premium account or one hundred per cent. of its free reserves and securities premium account, whichever is more.

As company has to enter into agreements in the ordinary course of business that include giving guarantee or providing security for any loan to other companies in the 'Williamson Magor group' or other matters included in section 186, It is, therefore, necessary for the members to pass Special Resolutions under Section 186 and other applicable provisions of the Companies Act, 2013, as set out at Item No. 3, respectively, of the Notice, to enable the Board to enter into such transactions as and when the business exigencies so require and to make investments or provide securities / guarantees for other companies in excess of the limits mentioned in section 186, up to the said limits.

The Board recommends resolutions set out at Item No. 3 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, financially or otherwise, in the resolution set out at Item No. 3.

Item no. 4

The Articles of Association ("AoA") of the Company as presently in force are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with The Companies Act, 2013 (' The Act '). Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of Schedule I of the Act which sets out the model articles of association for a company limited by shares. Accordingly, existing articles of association will be aligned with the Act.

Provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders and will also be available for inspection at the registered office of the Company.

The Board recommends resolutions set out at Item No. 4 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, financially or otherwise, in the resolution set out at Item No. 4.

By Order of the Board of Directors

Kolkata
13th August, 2014
Regd. Office :
Four Mangoe Lane,
Surendra Mohan Ghosh Sarani
Kolkata – 700 001
CIN : L24232WB1987PLC042956

Arvind Bajoria
Company Secretary