



KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India

☎ : +91 2522 283000 ✉ : cs@kilburnengg.com 🌐 : www.kilburnengg.com

Ref : KEL/BSE – CSE / 24-25/PB

30th July, 2024

To,
The Corporate Relationship Department
BSE Limited
1st Floor, P.J.Tower,
Dalal Street, Fort,
Mumbai 400 001
Scrip Code : BSE 522101

To,
The Secretary
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata – 700 001

Scrip Code : CSE 21022

Sub: Notice of Postal Ballot

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby enclose the Notice of Postal Ballot ('Notice') dated 12th July 2024 for seeking approval of members of the Company for the following matters:

Sr. No	Particulars	Type of Resolution
1.	Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years	Special
2.	Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive, Non - Independent Director of the Company	Ordinary

In terms of various circulars issued by Ministry of Corporate Affairs, the Notice of Postal Ballot is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories and whose names appeared in the Register of Members / list of beneficial owners maintained by the Company / Depositories as on Friday, 26th July, 2024, i.e. the cut-off date. Physical copies of the Notice, Postal Ballot forms etc., is not being sent to members for this Postal Ballot. The assent or dissent on the above resolutions can be communicated by the members through remote e-voting process ('e-voting'), within the following period:

Commencement of e-voting	Wednesday, July 31, 2024 at 9.00 A.M.
End of e-voting	Thursday, August 29, 2024 at 5.00 P.M.



KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India

☎ : +91 2522 283000 ✉ :cs@kilburnengg.com 🌐 : www.kilburnengg.com

The Notice is also being uploaded on the Company's website, i.e. <https://www.kilburnengg.com/wp-content/themes/kilburn/pdf/shareholders-meetings/KEL-PB-Notice-12-Jul-2024.pdf>, on the website of the Stock Exchanges and on the website of the e-voting agency i.e. CDSL at www.cdslindia.com

For Kilburn Engineering Limited

Arvind Bajoria
Company Secretary & DGM (Costing)
M No. : ACS 15390

Encl: as above



KILBURN ENGINEERING LTD.

CIN : L24232WB1987PLC042956

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

NOTICE OF POSTAL BALLOT

NOTICE is hereby given to the Members of Kilburn Engineering Limited ('the Company'), that, pursuant to and in compliance with Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014 ('the Rules') read with the General Circular No. 9/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs ('MCA'), in continuation to the circulars issued earlier in this regard ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the Secretarial Standard-2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules issued thereunder and Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the resolutions appended below, be passed by the members of the Company (as on the Cut-off Date), through postal ballot ("the Postal Ballot") only by way of remote e-voting ("e-voting") for the following resolutions:

Sr No	Particulars
1.	Special Resolution: Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years
2.	Ordinary Resolution: Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive, Non - Independent Director of the Company

SPECIAL BUSINESS

Item no. 1 - Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years

To consider and, if thought fit, to pass, the following Resolutions as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof for the time being in force), Articles of Association of the Company and applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and pursuant to the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Amitav Roy Choudhury (DIN: 08501895), who was appointed as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 29th May, 2019 upto 28th May, 2024 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom

the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from 29th May, 2024 upto 28th May, 2029 (both days inclusive).

RESOLVED FURTHER THAT Mr. Sachin Vijayakar, Chief Financial Officer, Mr. Arvind Bajoria, Company Secretary and any Director of the Company be and is hereby severally authorized to sign various documents, forms, papers, writings, certificate and to do necessary filings with Ministry of Corporate affairs in connection with or incidental thereto and to do all such acts, deeds, things and matter as may be necessary to give effect to this resolution.”

Item no. 2 - Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive, Non - Independent Director of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 152 and all other applicable provisions of the Companies Act, 2013 (“the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force], Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), who was appointed by the Board of Directors as an Additional Director (Non-Executive Non-Independent) of the Company, with effect from 1st June, 2024 under section 161 of the Act and the Articles of Association of the Company and in respect of whom the Company has received a Notice in writing from a Member under section 160 of the Act, proposing his candidature for the office of Director of the Company being so eligible, be appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT Mr. Arvind Bajoria, Company Secretary and any Director of the Company, be and is hereby severally authorized to sign various documents, forms, papers, writings, certificate and to do necessary filings with Ministry of Corporate affairs / Stock Exchanges in connection with or incidental thereto and to do all such acts, deeds, things and matter as may be necessary to give effect to this resolution.”

By Order of the Board

Kolkata
July 12, 2024

Arvind Bajoria
Company Secretary
(Membership Number: ACS 15390)

Notes:

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons for the proposed Resolutions, considered to be urgent in nature, to be transacted by postal ballot and remote e-Voting is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record their assent or dissent through the remote e- Voting facility provided by the Company.

The relevant document referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on cs@kilburnengg.com mentioning their name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.

In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, July 26, 2024, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only. Physical copies of the Notice of Postal Ballot along with Postal Ballot Forms and pre- paid business envelopes are not being sent to the Members who have not registered their e-mail address with the Company/RTA or the Depository Participant(s). Members are requested to provide their assent or dissent through Remote e-Voting only.

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, July 26, 2024, being the cut-off date, are entitled to vote on the Resolution set forth in this Notice of Postal Ballot and are requested to refer to the Notice of Postal Ballot and the detailed instructions on the manner of casting vote given therein. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Notice of Postal Ballot has been uploaded on the website of the Company at www.kilburnengg.com. The Notice of Postal Ballot can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com. The Notice of Postal Ballot is also available on the website of CDSL, i.e. www.evotingindia.com.

In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facilities for Members to exercise their right to vote on the resolutions proposed, through remote e-Voting system. For this purpose, the Company has engaged the services of Central Depository Services Limited (CDSL), as the authorized agency for providing the said facilities of the remote e-Voting.

The remote e-Voting period begins on **Wednesday, July 31, 2024 at 9.00 A.M. and ends on Thursday, August 29, 2024 at 5.00 P.M.** The remote e-Voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, July 26, 2024, being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Mr. A. K. Labh, Practicing Company Secretary (FCS 4848 / COP 3238) has been appointed to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not

later than two working days of the conclusion of the Postal Ballot, a Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Board of Directors of the Company or an authorised person, who shall countersign the same and declare the results of the voting forthwith.

Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolution, if passed by requisite majority by Postal Ballot through remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e. Thursday, August 29, 2024

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 immediately after the declaration of results and also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

Instructions for Remote e-Voting

Process to vote electronically using CDSL / NSDL e-Voting system:

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to CDSL e-Voting system at <https://www.cdslindia.com>.

Step 2: Cast your vote electronically on CDSL e-Voting system.

Step 1: Access to CDSL / NSDL e-Voting system

A) Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers’ website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at

Type of shareholders	Login Method
	<p>https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID

and Forget Password option available at abovementioned website.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Maheshwari Datamatics Private Limited at mdpldc@yahoo.com. The forms for updating the same are available at www.kilburnengg.com

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s)

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
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">• Shareholders who have not updated their PAN with the

	Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; aklabhcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to mdpldc@yahoo.com; cs@kilburnengg.com.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33.

The details relating to the Director proposed to be Appointment / re-appointment, as required to be provided in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below :

Name of Director	Mr. Amitav Roy Choudhury	Mr. Kalathil Vijaysanker Kartha
DIN	08501895	00176616
Category	Non Executive Independent Director	Non - Executive Non - Independent Director
Date of Birth and Age	12/06/1953 (71 Years)	06/05/1960 (64 Years)
Date of Appointment	29/05/2019	01/06/2024
Qualification	B.Tech Hons from IIT and also M.Tech in Industrial Engineering and Operations Research from IIT Kharagpur	Diploma in Engineering
No. of Equity Shares held	Nil	14,00,000
Brief Resume and experience and expertise in specific functional area	<p>He has a total experience of about 44 years in management of manufacturing industry. Out of this about 29 years was with Eveready Industries India Limited.</p> <p>He retired as the Vice President and head of Manufacturing at EVEREADY. He was a member of Manufacturing subcommittee at CII and subsequently a member of the West Bengal State Committee at CII also.</p>	<p>Mr Kalathil Vijaysanker Kartha born on May 6, 1960, is a distinguished entrepreneur with over 44 years of experience in thermal engineering, project management, and business development. He founded M.E Energy Pvt. Ltd. in Pune, growing it into a \$10M thermal engineering company with a global client base. Previously, he held senior roles at Thermax Ltd. overseeing major projects, including a 6 MW power plant in Indonesia. His early career includes positions at Tata Robins Fraser Ltd., W J Ryan Ltd. in the UK, and Kerala State Detergents. Mr. Kartha holds a business management diploma from XLRI, Jamshedpur, and a mechanical engineering diploma from Kerala, complemented by advanced management training at IIM Ahmedabad.</p>
Terms and conditions of appointment / re-appointment	Re-appointment as Independent Director for a second tenure of five years.	Appointed as Non-Executive Non - Independent Director liable to retire by rotation.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	As mentioned in Item no. 1 of the explanatory statement.	Not Applicable
Remuneration last drawn	Entitled to sitting fees for attending	Entitled to Remuneration as

	meetings of the Board and its committees	Managing Director of subsidiary Company, M/s. M.E Energy Private Limited, as approved by Board and members of the subsidiary company.
Number of Meetings of the Board attended during the FY 2023-24	5 out of 5 Board Meetings	Not Applicable
Remuneration proposed to be paid	sitting fees for attending meetings of the Board and its committees	Nil
Names of listed entities in which the person holds directorships	Nil	Nil
Directorships held in other Companies (as on 31-03-2024)	1. M.E Energy Private Limited	1. M.E Energy Private Limited 2. Keshav Goseva Foundation
Particulars of Committee Chairmanship / Membership held in other Companies	Nil	Nil
Listed Companies from which director has resigned in the last three years	Nil	Nil
Relationship with other directors / KMPs	Nil	Nil

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

Item No. 1:

Mr. Amitav Roy Choudhury (DIN: 08501895) was appointed as an Independent Director of the Company by the Members at the 31st Annual General Meeting of the Company held on 13th August, 2019 for a period of 5 (five) consecutive years commencing from 29th May, 2019 upto 28th May, 2024 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

The NRC, after taking into account the performance evaluation of Mr Choudhury during his first term of 5 (five) years and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his reappointment for a second term of 5 (five) years. The NRC has considered his diverse skills, leadership capabilities, expertise in, general management, sustainability and vast business experience, among others, as being key requirements for this role. In view of the above, the NRC and the Board are of the view that Mr Choudhury possesses the requisite skills and capabilities, which would be of immense benefit to the Company, and hence, it is desirable to re-appoint his as an Independent Director.

Based on recommendation of the NRC, the Board had re-appointed Mr. Amitav Roy Choudhury (DIN: 08501895) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e.,

w.e.f. 29th May, 2024 upto 28th May, 2029 (both days inclusive), subject to approval of the Members by way of a Special Resolution.

As per Section 149 of the Act, an independent director may hold office for two terms up to 5 (five) consecutive years each. The Company has, in terms of Section 160(1) of the Act, received in writing notice from a Member, proposing his candidature for the office of Director. The profile and specific areas of expertise of Mr. Choudhury are provided as Annexure to this Notice.

Mr. Choudhury has given his declaration to the Board, inter alia, confirming that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and the rules made thereunder, Regulation 16(1)(b) of the SEBI Listing Regulations, (ii) is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority (iii) is eligible to be appointed as a Director in terms of Section 164 of the Act and (iv) he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgement and without any external influence. He has also given his consent in writing to act as a Director in Form DIR-2 pursuant to Rule 8 of the Appointment Rules.

In the opinion of the Board, Mr. Choudhury is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the SEBI Listing Regulations for appointment as an Independent Director and he is independent of the Management. The Board considers that the continued association of Mr. Choudhury would be of immense benefit to the Company and is desirable to continue to avail his services as an Independent Director and accordingly the Board recommends the re-appointment of Mr. Choudhury as an Independent Director as set out at Item No. 1 of the accompanying Notice, for approval by the Members. Electronic copy of the terms and conditions of appointment of the Independent Directors is available for inspection and is also available on the website of the Company at <https://www.kilburnengg.com>.

Except for Mr. Choudhury and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Item No. 2:

The Board of Directors of the Company at its meeting held on 27th May, 2024, based on the recommendation of the Nomination and Remuneration Committee, recommended for the approval of the Members, the appointment of Mr. Kalathil Vijaysanker Kartha (DIN : 00176616), as Non -Executive Non - Independent Director of the Company, w.e.f. 01st June, 2024, liable to retire by rotation.

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Mr. Kartha has given his consent to act as a Director of the Company pursuant to Section 152 of Act. The Company has received a Notice under Section 160 of the Act from a Member signifying his candidature as a Director of the Company. Mr. Kartha has further confirmed that he is neither disqualified nor debarred from holding the Office of Director under the Companies Act or pursuant to any Order issued by the SEBI.

Additional information in respect of Mr. Kartha pursuant to the Listing Regulations and the SS-2, is provided in the Annexure to this Notice.

The Board is of the view that the association of Mr. Kartha and the rich experience and the vast knowledge he brings with him would benefit the Company. He also possesses requisite skills, expertise and competencies,

particularly carrying industry expertise and expertise in the area of Corporate Management and Industrial Technology.

The Board of Directors recommends passing of the resolution no. 2 of this Notice, for the appointment of Mr. Kartha as a Director of the Company liable to retire by rotation, for the approval of the Members.

Except for Mr. Kartha and/or his relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

By Order of the Board

Kolkata
July 12, 2024

Arvind Bajoria
Company Secretary
(Membership Number: ACS 15390)