

KILBURN ENGINEERING LIMITED

CIN : L24232WB1987PLC042956

Regd. Office: 1901,19th Floor, Biowonder – Block A, 789, Anandapur, Eastern Metropolitan Bypass, Kolkata-700107

TEL : 033-6904-5700, 3450

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Seventh Annual General Meeting of Kilburn Engineering Ltd ("Company or KEL or Kilburn") will be held on Thursday, 25th September, 2025 at 11:00 A.M through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) the Audited Standalone Financial Statement for the year ended 31st March, 2025 together with the Reports of Board of Directors and Auditors thereon.
 - b) the Audited Consolidated Financial Statement for the year ended 31st March, 2025 together with the Report of Auditors thereon.
2. To declare final dividend of ₹ 2/- per equity share for the Financial Year 2024 - 25
3. To appoint a Director in place of Mr. Navin Nayar (DIN 00136057), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Kalathil Vijaysanker Kartha (DIN: 00176616), who retires by rotation and being eligible offers himself for reappointment.

SPECIAL BUSINESS

5. **Appointment of Nitin S. Sharma & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company and fix their remuneration.**

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

"RESOLVED THAT in accordance with the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and circulars issued thereunder from time to time and based on the recommendations of the Audit Committee and the Board of Directors, the

approval of the members be and is hereby accorded for the appointment of Nitin S. Sharma & Associates, Practicing Company Secretaries (ICSI Firm registration no: S2011MH162900.), a peer reviewed Practicing Company Secretaries Firm as the Secretarial Auditor of the Company for a term of 5(five) consecutive years, commencing from Financial Year 2025-26 till Financial Year 2029-30 at such remuneration and on such terms and conditions as may be determined by the Board of Directors (including its committees thereof), and to avail any other services, certificates, or reports as may be permissible under applicable laws.

RESOLVED FURTHER THAT the Board of Directors of the Company, (including its committees thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms or submission of documents with any authority or accepting any modifications to the clauses as required by such authorities, for the purpose of giving effect to this resolution and for matters connected therewith, or incidental thereto."

6. **Ratification of Remuneration to Cost Auditor for FY 2025-26:**

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

"RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013 (the "Act") read with the Companies (Audit and Auditors) Rules, 2014 framed thereunder (the "Rules") (including any statutory modification(s) or re-enactment thereof for the time being in force) and as recommended by Audit Committee and approved by the Board of Directors of the Company, remuneration of ₹ 60,000 (Rupees Sixty Thousand Only) plus applicable taxes, travel and Out of Pocket Expenses to be paid to M/s. D. Sabyasachi & Co., Cost Accountants (Firm Registration No. 000369), appointed by the Board of Directors of the Company as Cost Auditor on the recommendation of the Audit Committee to conduct the audit of the Cost Records of the Company for the financial year ending 31st March, 2026, be and is hereby ratified."

7. Re-appointment of Mr. Shourya Sengupta (DIN: 09216561), as an Independent Director for a second tenure of five years

To consider and, if thought fit, to pass, the following Resolution 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 on recommendations of the Nomination and Remuneration Committee and the Board of Directors, Mr. Shourya Sengupta (DIN: 09216561), who was appointed as an Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years commencing from 29th June, 2021 upto 28th June, 2026 (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, 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 June, 2026 upto 28th June, 2031 (both days inclusive).

RESOLVED FURTHER THAT any Directors or the Company Secretary of the Company be and are hereby severally authorized to sign various documents, forms, papers, writings, certificates 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.”

8. Material Related Party Transaction(s) with Firstview Trading Private Limited, a Promoter Company

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

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and any other applicable provisions under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), as amended from time to time and other applicable provisions of the Companies Act, 2013 ('Act') read with the Rules framed thereunder [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Company's Policy on Related Party Transactions, approval of Audit Committee and on the recommendation of the Board, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company for entering into and / or continue to enter into Material Related Party Transaction(s) / Contract(s) / Arrangement(s) / Agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise) as specified under Regulation 2(1)(zc) of the Listing Regulations, with Firstview Trading Private Limited (FTPL), a Related Party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of Listing Regulations for availing of Corporate Guarantee upto an aggregate value not exceeding ₹51 crores (inclusive of fees) at any point of time in favour of PNB Investment Services Limited (PNBISL), acting as the Security Trustee, for securing the enhanced working capital limits sanctioned to the Company by consortium of Lenders more particularly explained in the explanatory Statement to this resolution and on such terms and conditions as may be mutually decided between the Company and FTPL, provided that such transaction(s) / contract(s)/ arrangement(s) / agreement(s) is/are shall be carried out at an arm's length pricing basis and in the ordinary course of business.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do and perform all such acts, deeds, matters and things, as may be necessary, including but not limited to, finalizing the terms and conditions, methods and modes in respect of executing necessary documents, including contract(s) / arrangement(s) / agreement(s) and other ancillary documents; seeking necessary approvals from the authorities; settling all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such decisions from powers herein conferred; delegate all or any of the powers conferred on it as deem fit without being required to seek further consent from the Members and that the Members shall be deemed to have accorded their consent thereto expressly by the authority of this Resolution.”

9. Revision of remuneration of Mr. Anil S. Karnad, Whole Time Director (Operations) (DIN 07551892) w.e.f. 1st August, 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, approval of the members be and is hereby accorded for payment of remuneration to Mr. Anil Somshekar Karnad (DIN: 07551892), Whole Time Director - Operations of the Company, w.e.f. 1st August, 2025 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits.

FURTHER RESOLVED THAT the terms and remuneration as set out in the explanatory statement of this resolution shall be deemed to form part hereof and in the event of inadequacy or absence of profits arising in any financial year, Mr. Anil Somshekar Karnad shall be entitled to receive remuneration, perquisites and other benefits etc. upto the limit as approved by the members herein above, as minimum remuneration.

FURTHER RESOLVED THAT the Chief Financial Officer, Company Secretary and any of the Director be and are hereby severally authorized to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution including filing of the required forms and documents with the Ministry of Corporate Affairs and other authorities.

By Order of the Board of Directors

Arvind Bajoria

Company Secretary
Membership No. :15390

Kolkata
7th August, 2025

Regd. Office :
1901, 19th Floor, Biowonder
– Block A, 789, Anandapur,
Eastern Metropolitan Bypass,
Kolkata-700107
CIN : L24232WB1987PLC042956

NOTES:

1. Explanatory Statement for Special Business in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.
2. Additional information, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings issued by The Institute of Company Secretaries of India, in respect of the Directors seeking appointment /re- appointment at this AGM, forms part of the Notice.
3. 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.
4. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2024 dated 19th September, 2024 (MCA Circulars), and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 issued by SEBI (SEBI Circulars) has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2025. In compliance with the provisions of the Companies Act, 2013 (the Act), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, (Listing Regulations) and MCA Circulars, the 37th AGM of the Company shall be conducted through VC/OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM

As per SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 which came into effect from 13th December, 2024, the requirement to send proxy forms is not applicable to general meetings held only through electronic mode. As this AGM would be conducted through VC / OAVM, the requirement to provide facility for appointment of Proxy by the Members is not applicable and physical attendance of members has been dispensed with. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the applicable aforesaid MCA Circulars, the Company is providing the facility of remote e-voting to

its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

6. The Members can join the AGM in 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 facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
8. In accordance with the circulars issued by MCA and SEBI, the Notice of the 37th AGM along with the Annual Report for the financial year 2024-25 is being sent by electronic mode to Members whose e-mail ids are registered with the Company / Registrar & Share Transfer Agent (RTA) or the Depository Participants (DPs). The same has been uploaded on the website of the Company at www.kilburnengg.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com. Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to Members whose e-mail ids are not registered with Company/RTA/DP providing the weblink of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

Those Members who are holding shares in physical form and have not updated their e-mail ids with the Company, are requested to update the same by submitting a duly filled and signed Form ISR-1 along with self-attested copy

of the PAN Card, and self-attested copy of any document as address proof (e.g. Driving License, Voter Identity Card, Passport, Masked Aadhaar, etc.), to the Company's RTA by e-mail to mdplc@yahoo.com / contact@mdplcorporate.com

9. As per Listing Regulations, physical copy of the Annual Report is required to be sent only to those Members who specifically request for the same. Accordingly, Members who wish to obtain a physical copy of the Annual Report for the financial year 2024-25, may write to the Company at cs@kilburnengg.com, requesting for the same by providing their holding details.
10. The AGM has been convened through VC/OAVM in Compliance with aforesaid Circulars of MCA and SEBI.
11. Voting through electronic means –

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Kilburn Engineering Limited ("KEL" or "the Company") is offering e voting facility to its Members in respect of the businesses to be transacted at the Thirty Seventh Annual General Meeting

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The Instructions for shareholders voting electronically are as under:

- I. The voting period begins on Monday, 22nd September, 2025 from 09:00 a.m. (IST) and ends on Wednesday, 24th September, 2025 up to 5:00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 18th September, 2025 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- II. Members who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

- III. Pursuant to SEBI Circular No. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- IV. In terms of SEBI circular no. SEBI/HO/CFD/ CMD/ CIR/P/2020/242 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 email Id in their demat accounts in order to access e-Voting facility.

Pursuant to aforesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 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 or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, 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 cdsi website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 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. 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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.nsdl.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 or joining virtual meeting & voting during the meeting. 2. If the user is not registered for IDeAS e-Services, option to register is available at https:// eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices. nsdl. com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https:// www.evoting.nsdl.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 held 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 or joining virtual meeting & voting during the meeting. 4. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/ evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	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 or joining virtual meeting & voting during the meeting.

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.

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 21 09911
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 022 - 4886 7000 and 22 - 2499 7000

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

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
 - 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:

Login Type	For Shareholders holding shares in Demat Form other than individual 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"> 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 as mentioned in instruction (v).
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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additionally 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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 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; cs@kilburnengg.com if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting 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.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at cs@kilburnengg.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kilburnengg.com. These queries will be replied to by the Company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the /AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the /AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

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 Company/RTA email id.
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.
4. If you have any queries or issues regarding attending AGM & 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 21 09911
5. 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 toll free no. 1800 21 09911.

OTHER INFORMATION FOR MEMBERS

1. 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. through e-mail at cs@kilburnengg.com or mdpldc@yahoo.com or aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before Thursday, 18th September, 2025 without which the vote shall not be treated as valid.
2. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to cs@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 <https://www.evotingindia.com/>.
3. 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 Thursday, 18th September, 2025
4. Record date for payment of final dividend declared at AGM is Thursday, 18th September, 2025
5. The final dividend of ₹ 2.00/- per fully paid-up Equity share of face value ₹ 10.00/- each for financial year ended March 31, 2025, if declared at the AGM, will be paid, subject to Tax Deduction at Source ('TDS'), on or before Friday, 24th October, 2025, to all the Members of the Company, after giving effect to valid transmission or transposition request lodged with the Company as of the close of business hours on Thursday, 18th September, 2025, if any, subject to compliance of all regulatory requirements.

As per SEBI requirements, effective 1st April, 2024, Companies are allowed to make dividend payments only in electronic mode. Members are once again reminded to update their PAN, KYC details, and Choice of Nomination by submitting the relevant ISR Forms before the cut-off date to ensure timely credit of dividends.

Accordingly, payment of dividend (as and when declared), subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Maheshwari Datamatics Pvt. Ltd. The forms for updating the same are available at Company's website www.kilburnengg.com and RTA HYPERLINK "<http://www.mdpl.in>". Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf According to the Finance Act, 2020, dividend income will be taxable in the hands of the Members w.e.f. April 1, 2020, and the Company is required to deduct TDS from the dividend paid to the Members at prescribed rates in the Income Tax Act, 1961 ('the IT Act'). In general, to enable compliance with TDS requirements, Members are requested to complete and/or update their Residential Status, PAN and Category as per the IT Act with their Depository Participants ('DPs') or in case shares are held in physical form, with the Company by sending documents by Thursday, 18th September, 2025 (upto 7:00 pm) to enable the Company to determine the appropriate TDS/ withholding tax rate applicable, verify the documents and provide exemption. For the detailed process, please visit the website of the Company at <https://www.kilburnengg.com> and also refer to the email sent to members in this regard.

6. The facility for voting through e-voting system shall also be made available during the AGM. Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to cast their vote through e-voting during the AGM. The Members who have already casted his/her vote through remote e-voting shall not be eligible to vote at the AGM. However, he/ she shall be eligible to attend the AGM.

7. 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.
8. 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/CS of the Company.
9. The results of the e-voting shall be declared to the Stock Exchanges after the conclusion of AGM. 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 2 (two) working days of passing of the resolutions at the AGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
10. 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: contact@mdplcorporate.com / mdpldc@yahoo.com shareholders may also note that the Notice of the 37th AGM and the Annual Report 2024 -25 will be available on the Company's website, www.kilburnengg.com.
11. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the Notice will also be available for electronic inspection without any fee from the date of circulation of this Notice up to the date of AGM, i.e. Thursday, 25th September, 2025. Members seeking to inspect such documents can send an email to cs@kilburnengg.com.
12. Members who would like to express their views or ask questions may register themselves as a speaker by sending the request along with their queries in advance mentioning their name, demat account number / folio number, e-mail id and mobile number at cs@kilburnengg.com. Only those speaker registration requests received till 05:00 P.M. (IST) on Monday, 15th September, 2025 shall be considered and allowed as speakers during the AGM.
13. The Company reserves the right to restrict the number of questions and speakers, as appropriate for smooth conduct of the AGM.
14. 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.
15. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 19th September, 2025 to Thursday, 25th September, 2025 (both days inclusive). Duly executed and stamped transfer deeds, along with the Share Certificates, should be submitted to the Company's Registrar & Share Transfer Agents before the closure of the Register of Members for registration of transfers.
16. The members who have not encashed their Dividend warrants or who have not received the Dividend for the FY 2017- 18, FY 2018-19, FY 2022- 23 and FY 2023- 24 should approach the Registrars & Transfer Agents of the Company. It may be noted that the amount of dividend remaining unclaimed for a period of Seven (7) consecutive years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Companies Act, 2013.
17. 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.

By Order of the Board of Directors

Arvind Bajoria

Kolkata
7th August, 2025

Company Secretary
Membership No. : 15390

Regd. Office :
1901, 19th Floor, Biowonder
– Block A, 789, Anandapur,
Eastern Metropolitan Bypass,
Kolkata-700107
CIN : L24232WB1987PLC042956

Particulars of the Directors seeking appointment / re-appointment in the Annual General Meeting, as required pursuant to SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings:

Name of Director	Mr. Navin Nayar	Mr. Kalathil Vijaysanker Kartha	Mr. Shourya Sengupta	Mr. Anil S Karnad
DIN	00136057	00176616	09216561	07551892
Category	Non Executive Director	Non Executive Director	Independent Director	E x e c u t i v e Director
Date of Birth and Age	12/10/1962 (62 Years)	06/05/1960 (65 Years)	24/09/1990 (35 Years)	14/11/1965 (60 Years)
Date of Appointment	21/04/2021	01/06/2024	29/06/2021	01/12/2021
Qualification	B.Com. (Hons.), Chartered Accountant (FCA)	Diploma in Engineering	B.A LLB (Hons.), The WB National University of Juridical Sciences	B.E. (Prod. Engg.)
No. of Equity Shares held as on 07-08-2025	Nil	14,00,000	Nil	Nil
Brief Resume and experience and expertise in specific functional area	He is a Chartered Accountant by profession and Partner at Firm M/s. Navin Nayar & Co., Chartered Accountants. He has over 32 years of experience and expertise in the fields of Audit, taxation and financial services. He is associated with reputed companies like, Jupiter Wagons Limited, Bengal Tea & Fabrics Ltd, Rungamatttee Tea & Industries Ltd, Duncan International (India) Ltd, etc as Independent Director and also serves as Chairman of the Audit and member of other committees. He is currently playing a crucial role in ensuring financial transparency, compliance with regulations, and informed decision-making in various companies.	Mr Kalathil Vijaysanker Kartha born on May 6, 1960, is a distinguished entrepreneur with over 45 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.	Mr. Shourya Sengupta is a highly acclaimed lawyer, recognized as a Recommended Lawyer in India by the prestigious RSG India Report. He specializes in mergers and acquisitions (both domestic and cross border), private equity, joint ventures, foreign investments and collaborations, business transfer arrangements, corporate restructurings and general corporate advisory. His clients span various sectors including healthcare, hospitality, FMCG, and manufacturing, where he advises both domestic and international clients on complex legal matters. Mr. Sengupta has represented prominent groups such as Blackstone, Temasek, Bandhan Financial Holdings Limited, Usha Martin Limited, Aditya Birla Group, Reliance Industries, Vedant Fashions (Manyavar), Eveready Industries India Limited, Berger Paints India Limited and RPSG Group. He has also co-authored various insightful contributions which were published in the leading newspapers.	He has completed B.E. (Mech.) from Mumbai University. Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals, responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel. Mr. Anil S o m s h e k a r Karnad is responsible for the overall operational management of the Company.

Name of Director	Mr. Navin Nayar	Mr. Kalathil Vijaysanker Kartha	Mr. Shourya Sengupta	Mr. Anil S Karnad
Terms and conditions of appointment / re-appointment	Appointed as Non-Executive Non - Independent Director liable to retire by rotation.	Appointed as Non-Executive Non - Independent Director liable to retire by rotation.	Re-appointed as Non-Executive Independent Director not liable to retire by rotation for second tenure of five years.	Re-appointed as Whole -Time Director (Operations), not liable to retire by rotation, for a period of two years from April 1, 2025 to March 31, 2027.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Company has identified certain skills and capabilities required by the directors of the company and these are specified in matrix setting out the 'Core skills / expertise/ competence of the board of directors' forming part of Directors' report.	Not Applicable
Remuneration last drawn	Entitled to sitting fees for attending meetings of the Board and its committees	Entitled to Remuneration as Managing Director of subsidiary company, M/s. M.E Energy Private Limited, as approved by Board and members of the subsidiary company	Entitled to sitting fees for attending meetings of the Board and its committees	As per the details provided in the Explanatory Statement
Remuneration proposed to be paid	Sitting fees for attending meetings of the Board and its committees	NIL	Sitting fees for attending meetings of the Board and its committees	As per the details provided in the Explanatory Statement
Number of Meetings of the Board attended during the FY 2024-25	5	3	7	7
Directorships held in other Companies (as on 31-03-2025)	1. Bengal Tea & Fabrics Limited (Listed Company) 2. Jupiter Wagons Limited (Listed Company) 3. Jupiter Electric Mobility Private Limited 4. Jupiter Tatravagonka Railwheel Factory Private Limited 5. OCL Investments and Leasing Ltd 6. Crest Holdings Pvt.Ltd. 7. Duncan International (India) Ltd. 8. Nidhi Private Limited 9. Winnow Investments and Securities Private Limited 10. Cosmopolitan Investments Private Limited 11. Rungamattee Tea & Industries Ltd	1. M.E Energy Private Limited 2. Keshav Goseva Foundation	1. Albert David Ltd. (Listed company) 2. Asian Hotels (East) Ltd. (Listed company) 3. GJS Hotels Ltd.	M.E Energy Private Limited

Name of Director	Mr. Navin Nayar	Mr. Kalathil Vijaysanker Kartha	Mr. Shourya Sengupta	Mr. Anil S Karnad
Particulars of Committee Chairmanship / Membership held in other Companies (as on 31-03-2025)	Bengal Tea & Fabrics Ltd. : Audit Committee – Chairman Stakeholder Relationship Committee – Member Nomination & Remuneration Committee – Chairman Jupiter Wagons Limited Audit Committee – Chairman Stakeholder Relationship Committee – Chairman Nomination & Remuneration Committee – Member Risk Management Committee – Member Corporate Social Responsibility Committee – Member Jupiter Tatravagonka Railwheel Factory Private Limited Audit Committee – Chairman Nomination & Remuneration Committee – Member Jupiter Electric Mobility Private Limited Audit Committee – Chairman Nomination & Remuneration Committee – Member	NIL	Albert David Ltd Nomination & Remuneration Committee – Member Corporate Social Responsibility Committee - Member Asian Hotels(East)Limited Audit Committee – Chairman Stakeholder Relationship Committee – Chairman Nomination & Remuneration Committee – Chairman	NIL
Listed Companies from which director has resigned in the last three years	1) Amar Vanijya Limited 2) Kanco Tea & Industries Limited 3) Cheviot Co Ltd	NIL	NIL	NIL
Relationship with other directors / KMPs	NIL	NIL	NIL	NIL

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

Item No. 5 : Appointment of Secretarial Auditor and to fix their remuneration

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment or re-appointment of Secretarial Auditor is required to be approved by the Shareholders of the Company at the Annual General Meeting.

Accordingly, in terms of the aforesaid requirement and provisions of Section 204 of the Act, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors of the Company upon the recommendation of the Audit Committee approved the appointment of M/s Nitin S. Sharma & Associates, a peer reviewed firm of Practising Company Secretaries, (Firm Registration No. S2011MH162900) as Secretarial Auditor of the Company for a period of 5 (Five) years beginning from FY 2025-26, at a remuneration of ₹ 60,000/- in respect of Secretarial Audit to be undertaken for the FY 2025-26. The remuneration for the subsequent financial years during the tenure of their appointment, shall be decided by the Audit Committee/ Board.

M/s Nitin S. Sharma & Associates, a Peer Reviewed Firm of Practising Company Secretaries is a leading Company Secretaries firm registered with Institute of Company Secretaries of India (ICSI). The firm having touch points in 4 cities in India. This firm specializes in providing high quality services and solving complexity relating to various Corporate Laws Matters. Their existence for over a decade in the Indian professional arena supplements the technical proficiency of the client service teams to create powerful business solution tailored to the client's need. They are a multi-skilled, multi-disciplined firm, offering clients a wide range of industry-focused business solutions.

The proposed fee is based on the knowledge, expertise, industry experience and the time and efforts required to be put in by the Secretarial Auditor.

M/s Nitin S. Sharma & Associates has given its consent to act as the Secretarial Auditor and confirmed that they hold a valid peer review certificate issued by ICSI and that they are not disqualified from being appointed as Secretarial Auditor.

Accordingly, approval of the members is being sought for passing an Ordinary Resolution as set out at Item No. 5 of this Notice for appointment of M/s Nitin S. Sharma & Associates as Secretarial Auditor of the Company for a period of 5 (Five) years.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 5 of the Notice.

Item no. 6: Ratification of remuneration of Cost Auditor

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Co., Cost Accountants, as Cost Auditors of the Company, subject to approval(s) as may be necessary, for auditing the cost accounts of the Company relating to any products as may be applicable for the financial year 2025 -26 at a remuneration of ₹ 60,000/- (Rupees Sixty Thousand only) and GST at the applicable rate and reimbursement of out of pocket expenses at actuals. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders of the Company. M/s. D. Sabyasachi & Co., Cost Accountants, have furnished certificate regarding their eligibility for appointment as Cost Auditors of the Company.

Accordingly, the Board recommends the resolution set out at Item no. 6 for the approval of the Members of the Company by way of Ordinary Resolution.

None of the Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 6 of the Notice.

Item no. 7: Re-appointment of Mr. Shourya Sengupta (DIN: 09216561), as an Independent Director for a second tenure of five years

Mr. Shourya Sengupta (DIN: 09216561) was appointed as an Independent Director of the Company by the Members at the 33rd Annual General Meeting of the Company held on 29th September, 2021 for a period of 5 (five) consecutive years commencing from 29th June, 2021 upto 28th June, 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on recommendation of the Nomination and Remuneration Committee, the Board had re-appointed Mr. Shourya Sengupta (DIN: 09216561) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from 29th June, 2026 upto 28th June, 2031 (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. Sengupta are provided as Annexure to this Notice. Mr. Sengupta 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 judgment 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 Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, Mr. Sengupta 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. Sengupta 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. Sengupta as an Independent Director as set out at Item No. 7 of the accompanying Notice, for approval by the Members.

Electronic copy of the terms and conditions of appointment of the Independent Director is available for inspection and is also available on the website of the Company at <https://www.kilburnengg.com>.

The Board recommends the resolution set out at Item no. 7 for the approval of the Members of the Company by way of Special Resolution.

Except for Mr. Sengupta and/or his relatives, 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. 7

Item no. 8: . Material Related Party Transaction(s) with Firstview Trading Private Limited, a Promoter Company

Pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), inter alia, states that all Material Related Party Transactions ('RPTs') shall require prior approval of the Members by means of an Ordinary Resolution, even if such transaction(s) are in the ordinary course of business and at an arm's length pricing basis.

A transaction with a Related Party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crore or 10% of the annual consolidated turnover of a listed entity as per the last audited financial statements of the listed entity, whichever is lower and shall require prior approval of shareholders by means of an ordinary resolution.

In view of the above, Related Party Transactions (RPTs) with Firstview Trading Private Limited (FTPL), though in the ordinary course of the business and at an arm's length, are expected to exceed the aforesaid threshold of 10% of the annual consolidated turnover of the Company, and therefore the Company seeks Members prior approval for the same.

The Audit Committee reviewed the relevant details of the proposed material RPT, as required under the Listing Regulations, including the material terms and the basis of pricing, the ordinary course of business and arm's length requirements and granted approval for the material RPTs to be entered into by the Company with FTPL. The Board of Directors, considering the recommendation of the Audit Committee and reviewing all the relevant details of the proposed material RPT and recommended the same for the approval by the Members as an Ordinary resolution.

Members may note that as per the provisions of the Listing Regulations, related parties shall not vote to approve the resolution, irrespective of whether they are a party to the transaction or not.

Details of the proposed RPT of the Company with FTPL, including the information required to be disclosed in the Explanatory Statement pursuant to the Master Circular No. SEBI/HO/CFD/PoD-2/CIR/P/0155 dated 11th November, 2024, are as follows:

SI No.	Description
1.	Summary of information provided by the Management to the Audit Committee for approval of the proposed RPTs
a.	<p>Name of the Related Party and its relationship with the Company or its subsidiary, including nature of its concern or interest (financial or otherwise)</p> <p>Firstview Trading Private Limited (FTPL) is a promoter company of Kilburn Engineering Limited and holds 29.59% of the equity share capital of the Company. FTPL, being a promoter, is considered a related party under Section 2(76) of the Companies Act, 2013 and is interested financially in the proposed transaction.</p>
b.	<p>Name of the Director(s) or Key Managerial Personnel who is related, if any and nature of relationship</p> <p>Related Director(s): NIL</p> <p>Related KMPs: NIL</p>
c.	<p>Type, material terms, tenure, monetary value and particulars of the proposed RPTs</p> <p>The proposed transaction involves providing of a corporate guarantee by FTPL, in favour of PNB Investment Services Limited (acting as Security Trustee for the PNB Consortium), to secure the working capital facilities sanctioned to Kilburn Engineering Limited to an amount aggregating to ₹50 crores. As consideration for issuing the guarantee, FTPL shall be entitled to receive fees of (2% per annum) on the guaranteed amount from Kilburn Engineering Limited till the time guarantee subsist. The Corporate Guarantee will be co-terminus with the tenure of the loan. The guarantee is to be provided in the ordinary course of business and on an arm's length basis.</p>
d.	<p>Any advance paid or received for the contract or arrangement, if any</p> <p>NIL</p>
e.	<p>Percentage of the Company's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed RPTs.</p> <p>The guarantee amount of ₹ 50 crores represents approximately 11.79% of the Company's annual consolidated turnover of ₹ 424 crores (FY 2024-25). The fees of ₹1 crore payable to FTPL represents approximately 0.24% of the Company's annual consolidated turnover.</p>
2.	Justification for the proposed RPTs
	<p>FTPL, as a promoter, will be providing an unsecured guarantee to help the Company obtain enhanced working capital facilities from the PNB Consortium at favourable terms. The fees is in line with commercial norms and reflects the risk undertaken. This financial support from the promoter strengthens the Company's liquidity and banking arrangements.</p>
3.	Details of proposed RPTs relating to any loans, inter-corporate deposits, advances or investments made or given by the Company or its subsidiary
a.	<p>Details of the source of funds in connection with the proposed transaction</p> <p>Not Applicable</p>
b.	<p>Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments:</p> <ul style="list-style-type: none"> - Nature of indebtedness - Cost of funds and - Tenure <p>Not Applicable</p>
c.	<p>Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security</p> <p>Not Applicable</p>
d.	<p>The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT</p> <p>Not Applicable</p>

SI No.	Description
4.	<p>Arm's length pricing and a statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder</p> <p>The RPT will be in line with the Company's Policy on Related Party Transactions and will be on an arm's length basis and in the ordinary course of business. The pricing mechanism is based on the arm's length principle, determined with reference to prevailing market rates or considering various factors including comparable with unrelated parties or other alternative pricing methods, as may be applicable.</p> <p>Since the fees of 2% on the guaranteed amount is consistent with market norms, no external valuation report is required.</p>
5.	<p>Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis</p> <p>The value of the proposed corporate guarantee of ₹50 crores, represents 641% of the annual consolidated turnover of FTPL for the financial year ended 31st March 2025. Additionally, the fees of ₹1 crore payable under the transaction represents 12.82% of FTPL's annual consolidated turnover.</p>
6.	<p>Any other information that may be relevant</p> <p>All relevant information are mentioned in the Explanatory Statement setting out material facts, pursuant to Section 102(1) of the Act, forming part of this Notice.</p>

The Board recommends the resolution set out at Item No.8 for the approval of the members of the Company by way of an ordinary resolution.

None of the other Directors, KMPs and/ or their respective relatives is in any way, concerned or interested, financially or otherwise, in the Resolution mentioned at Item No. 8 of the Notice.

Item No. 9 : Revision of remuneration of Mr. Anil S. Karnad, Whole Time Director (Operations) w.e.f 1st August, 2025

The members of the Company by way of Postal Ballot the result of which was declared on 26th April, 2025 re-appointed Mr. Anil S. Karnad (DIN:07551892) as a Whole Time Director (Operations) on the Board of the Company w.e.f. 1st April, 2025. Considering his valuable expert contribution to the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee has approved the revision of remuneration of Mr. Anil S. Karnad, Whole Time Director (Operations) w.e.f. 1st August, 2025 subject to the approval of the members.

Revised Remuneration

Salary (Basic): ₹ 5,80,000 /- (Rupees Five Lakhs Eighty Thousand Only) per month with such revision as the Board may approve from time to time.

Performance Bonus: Whole Time Director (operations) is entitled to annual variable performance bonus upto ₹ 20,00,000/- (Rupees Twenty Lacs only) which will be payable

subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

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

HRA: Whole Time Director (operations) will be paid House Rent Allowance @ ₹ 1,21,000/- (Rupees One Lakh Twenty One Thousand only) per month.

Fixed Bonus: Whole Time Director (operations) will be paid Fixed Bonus @ ₹ 1,47,000/- (Rupees One Lakh Forty Seven Thousand Only) per month.

Medical Allowance: ₹ 1,250/- (Rupees One Thousand Two Hundred and fifty only) per month. Additionally, family medical insurance coverage will be provided by the Company to Whole Time Director as per the Company's Policy.

Leave Travel Allowance (LTA): The Whole Time Director will be entitled to Leave Travel Allowance (LTA) per year of ₹ 3,00,000/- (Rupees Three Lakhs only).

Other Allowances: A special pay of ₹ 80,640/- (Rupees Eighty Thousand Six Hundred and Forty only) per month.

Retiral Benefits : Provident Fund, Gratuity benefits as per applicable rules

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Anil Somshekar Karnad in terms of provisions of Section 197, read with Section II of Part II of Schedule V and all other applicable provisions of the Act, as amended from time to time.

Pursuant to the provisions of Section 117(3), 197, Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013, the said terms & conditions of remuneration has been placed for the approval of the members in the Annual General Meeting.

The necessary information/disclosure in compliance with Schedule V relating to Mr. Anil Somshekar Karnad has been provided in a separate section of this Notice.

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

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Somshekar Karnad is concerned or interested, financially or otherwise, in the resolution set out at Item no. 9.

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

I. General Information:

Nature of Industry	:	Engineering
Date of commencement of commercial Production	:	The Company was incorporated in 1987 and had already commenced production
Financial performance based on given indicators	:	For the year ended March 31, 2025

Standalone financial performance based on given indicators: (For the year ended March 31, 2025)

Particulars	₹ in Lakhs
Sales and other Income	33800.02
Gross Profit before interest, finance charges and depreciation	9057.18
Interest & Finance Charges	1147.73
Depreciation	558.55
Profit before Tax	7350.90
Exceptional Items	-
Tax Expenses	1869.26
Profit after Tax	5481.64

Foreign Investments or collaborators, if any:	Foreign Collaborators are as following :
	i. M/s. Nara Machinery Co. Ltd. (Japan)

III. Information about the appointee / director :

Background Details	
Name of Director	Mr. Anil Somshekar Karnad
Age	60 years
Qualification	B.E (Mech.)

Past remuneration: Salary (monthly) - ₹ 4,93,350, HRA (monthly): ₹ 101,200, LTA (annually) : ₹ 1,82,160, Other allowances (monthly) – ₹ 50,600, Performance Bonus (one time) – ₹ 20,00,000, Fixed Bonus (monthly) - ₹ 126,500, retiral benefits (P.F. and Gratuity), Medical insurance cover as per Company policy.

Job profile and his suitability:

Mr. Anil Somshekar Karnad is responsible for the overall operational management of the Company. The Board is of the opinion that he has the requisite qualifications, expertise and experience for the job he is holding.

He has completed B.E. (Mech.) from Mumbai University. Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals, responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel.

Recognition or awards:

Nil

Remuneration proposed :

As prescribed above in the Explanatory Statement.

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

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

Pecuniary and other relationships:

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

III. Other Information

Reasons of loss or inadequate profits:

The company currently has profitable operations. The Company has earned a net profit of ₹ 5481.64 Lakhs during the year 2024-25 as compared to net profit of ₹ 3967.02 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on its obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the Company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2025, the remuneration payable to the said directors is within the permissible limits of the said section, however, the Company in spirit of good compliance has decided to take approval of shareholders through Special Resolution, as recommended.

Steps taken or proposed to be taken for improvement

Company aims to execute high value orders and strengthen management in the coming years to achieve higher profitability.

Expected increase in productivity and profits in measurable terms

Aforesaid steps are likely to result in higher productivity and profits in the coming years, though it cannot be precisely determined.

IV. Disclosures

Information on the remuneration package of the managerial personnel:

The shareholders are notified of the remuneration package through explanatory statement annexed to the Notice of Meeting in which proposal for their appointment are placed before the shareholders.

Details of fixed component and performance linked incentives along with the performance criteria -

The details of remuneration have been mentioned in respective Explanatory Statement;

Service contracts, notice period, severance fees -

The contract for appointment of Whole Time Director (Operations) is upto 31st March, 2027 and can be terminated with a notice of three months, no severance fees is payable on termination of appointment;

Stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable: There is no stock option scheme available in the Company.

Memorandum of Interest:

Except Mr. Karnad, seeking revision in his remuneration and extension of his tenure, 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. 9.

By Order of the Board of Directors

Arvind Bajoria

Company Secretary
Membership No. : 15390

Kolkata
7th August, 2025

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