



KILBURN ENGINEERING LTD.

CIN : L24232WB1987PLC042956

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

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NOTICE OF EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that Extra-ordinary General Meeting (“EGM”) no. 01/ 2023 – 24 of the members of Kilburn Engineering Limited (the “Company”) will be held on Saturday, 28th October, 2023 at 11:00 A.M. through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”), to transact the following special businesses:

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

1. Issue of Equity Shares on Preferential Allotment Basis for Cash Consideration to Investors in Public Category – as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (“Listing Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time (“ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India (“SEBI”), from stock exchanges where the shares of the Company are listed and any other applicable authorities (“Applicable Authorities”) and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 28,50,000 (Twenty Eight Lakhs Fifty Thousand only) equity shares of face value of ₹ 10/ (Rupees Ten only) per share at a premium of up to ₹ 155/- (Rupees One Hundred Fifty Five only) per share which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, for cash consideration to following “Proposed Allottees” aggregating to amount up to ₹ 47,02,50,000 (Rupees Forty Seven Crore Two Lakhs Fifty Thousand only) under Public Category by way of preferential allotment on a private placement basis, in accordance with the ICDR Regulations and other applicable laws.”

Sr. No.	Name and PAN of the Proposed Allottees	Address	No. of equity shares to be issued
1.	Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata -700017	12,00,000
2.	Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	3,00,000
3.	Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreet, Kolkata-700106	6,00,000
4.	Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	2,50,000
5.	Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai - 400027	2,00,000
6.	Bakliwal Fincom Private Limited PAN : AABCB9895Q	Ideal Plaza, 81, N S Road, 2 nd Floor, Room no. 219, Kolkata – 700 001	3,00,000
	Total		28,50,000

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“RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 28th September, 2023, being the date 30 (thirty) days prior to the date of EGM.”

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

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

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

- i. The equity shares shall be issued and allotted by the Company to the Proposed Allottees in dematerialized form within period of 15 (fifteen) days from the date of passing of this special resolution provided that where the issue and allotment of the said equity shares is pending on account of pendency of any approval for such issue and allotment by any Applicable Authority, the issue and allotment shall be completed within a period of 15 (fifteen) days from the date of such approval, or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time, whichever is later;
- ii. Issue price shall be computed in accordance with the provisions of the ICDR Regulations, 2018;
- iii. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
- iv. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations.”

2. Issue of Equity Shares on Preferential Allotment Basis for consideration other than cash– as a Special Resolution

“RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time (“Listing Regulations”), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time (“ICDR Regulations”), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India (“SEBI”), from stock exchanges where the shares of the Company are listed and any other applicable authorities (“Applicable Authorities”) and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, and subject to and in terms of the agreements to be executed between the Company, M.E Energy Pvt Ltd (“ME Energy”) Helix Investments Company, Mr Vijaysanker Kalathil Kartha and Ms Rema V. Kartha for acquisition of up to 100% of the total issued and paid up share capital of ME Energy by the Company, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 14,00,000 (Fourteen Lakhs only) equity shares of face value of ₹ 10/ (Rupees Ten only) per share at a premium of up to ₹ 155/- (Rupees One Hundred Fifty Five only) per share (“Subscription Shares”) which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, to the below mentioned proposed allottee, who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, as per the particulars set out below, for consideration other than cash, being part consideration payable by the Company for the

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acquisition of up to 100% of the fully paid-up equity shareholding of ME Energy ("Sale Shares"), to be discharged partly by way of cash and partly issue of the Subscription Shares, in accordance with applicable law "

Sr. No.	Name and PAN of Proposed Allottees	Address	Maximum No. of shares proposed to be allotted
1.	K. Vijaysanker Kartha PAN : ABXPK2486J	A-202, 24k Glitterati Phase 1, Vishalnagar, Pimple Nilakh, Pune -411027	14,00,000

"RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 28th September, 2023, being the date 30 (thirty) days prior to the date of EGM."

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

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

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

- i. The Subscription Shares shall be issued and allotted by the Company to the Proposed Allottee in dematerialised form within a period of 15 (fifteen) days from the later of: (i) date of the approval of this special resolution; or (ii) receipt of last of the approvals required for such issue and allotment by relevant Applicable Authorities (including but not limited to the in-principle approval of the stock exchanges for the issuance of the equity shares to Proposed Allottee on a preferential basis), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, whichever is later;
- ii. Issue price shall be computed in accordance with the provisions of the ICDR Regulations, 2018, as amended;
- iii. The equity shares shall rank pari passu with the then existing equity shares of the Company in all respects including dividend;
- iv. The Subscription Shares so offered, issued and allotted will be listed on the BSE Limited or any other stock exchange, subject to the receipt of necessary regulatory permissions and approvals as the case may be;
- v. The Subscription Shares so offered and issued to the Proposed Allottee, are being issued for consideration other than cash, being the acquisition of Sale Shares from the Proposed Allottee for cash and non-cash consideration (being the Subscription Shares), and the transfer of Sale Shares to the Company will constitute the full consideration for the Subscription Shares to be issued by the Company to the proposed allottee pursuant to this resolution;
- vi. The Subscription Shares so offered, issued and allotted shall not exceed the number of Subscription Shares as approved hereinabove.
- vii. The said equity shares to be issued shall be subject to lock-in as per the SEBI (ICDR) Regulations."

3. Issue of Convertible Warrants on Preferential Allotment Basis – as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("Listing Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure

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Requirements) Regulations 2018, as amended from time to time ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India ("SEBI"), from stock exchanges where the shares of the Company are listed and any other applicable authorities ("Applicable Authorities") and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 39,50,000 (Thirty Nine lacs Fifty Thousand only) convertible warrants of face value of ₹ 10/- (Rupees Ten only) at a premium of up to ₹ 155/- (Rupees One Hundred Fifty Five only) per warrant which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, for other than cash consideration to following proposed allottees who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company, hereinafter also referred to as the "Proposed Allottees" aggregating to amount up to ₹ 65,17,50,000 (Rupees Sixty Five Crores Seventeen Lacs Fifty Thousand only) under Public Category by way of preferential allotment on a private placement basis, in accordance with the ICDR Regulations and other applicable laws"

Sr. No.	Proposed Allottees	Address	No. of convertible warrants to be issued
1.	Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata -700017	24,00,000
2.	Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	3,00,000
3.	Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreet, Kolkata-700106	6,00,000
4.	Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	2,50,000
5.	Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai -400027	4,00,000
	Total		39,50,000

"RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 28th September, 2023, being the date 30 (thirty) days prior to the date of shareholders' approval."

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

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

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

- i. Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.

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- ii. The said Warrants shall be issued and allotted by the Company to the proposed allottees mentioned above within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said convertible warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions, or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time, whichever is later.
- iii. The Equity Shares allotted on conversion of the convertible warrants shall rank pari-passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- iv. The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- v. The proposed allottee (s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of ₹ 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such convertible warrants.
- vi. In case the convertible warrant holder does not apply for the conversion of the outstanding convertible warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said warrants, then the amount paid on each of the said outstanding convertible warrants shall be forfeited and all the rights attached to the said warrants shall lapse automatically.
- vii. The said warrants by themselves until exercise of conversion option and allotment of Equity Shares, does not give to the convertible warrant holder any rights with respect to that of the shareholders of the Company.
- viii. The issue of the convertible warrants as well as Equity Shares arising from the exercise of the convertible warrants shall be governed by the regulations and guidelines issued by SEBI or any other Applicable Authority as the case may be including any modifications thereof.
- ix. The convertible warrants and the equity shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- x. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the convertible warrant holders upon exercise of the warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulations.
- xi. The Company shall allot such equity shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

By Order of the Board of Directors

Kolkata
3rd October, 2023

Arvind Bajoria
Company Secretary
Membership No. : 15390

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

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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. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/ 2023 dated 25-09-2023 ('MCA Circular') permitted the holding of the EGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 12 and thereafter. The venue of the meeting shall be deemed to be the Regd. Office of the Company i.e. Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata, West Bengal - 700001.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with.
4. Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
6. In case of joint holders, 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.
7. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN : INE338F01015. In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.
8. 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), the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. 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 EGM will be provided by CDSL.
9. The Members can join the EGM 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 EGM through VC/OAVM will be made available to atleast 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 EGM without restriction on account of first come first served basis.
10. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
11. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM 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 EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.
12. 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 ensuing Extraordinary General Meeting The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities.

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The Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 25th October, 2023 from 10:00 a.m. (IST) and ends on 27th day, October, 2023 up to 5:00p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on 19th October, 2023 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (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.

- (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.

13. Pursuant to abovesaid 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	<p>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.</p> <p>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 pr 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 ensuing Extraordinary General Meeting The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities.</p> <p>The Instructions for shareholders voting electronically are as under:</p> <ul style="list-style-type: none"> (i) The voting period begins on 25th October, 2023 from 10:00 a.m. (IST) and ends on 27th October, 2023 up to 5:00p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Thursday, 19th October, 2023 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter. (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.

Type of shareholders	Login Method
	<p>(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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders holding securities in demat mode with NSDL	<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.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 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.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/ IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 or joining virtual meeting & voting during the meeting.</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.

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

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Type of shareholders	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 022- 23058738 and 22- 23058542-43.
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.: 18001020 990 and 1800 22 44 30

- (i) 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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10digit alphanumeric *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.

- (i) After entering these details appropriately, click on “SUBMIT” tab.
- (ii) 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.
- (iii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (iv) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

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- (v) 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.
- (vi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (vii) 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.
- (viii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (ix) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (x) 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.

(xi) Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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.
- 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.

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

1. The procedure for attending meeting & e-Voting on the day of the EGM 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 EGM.
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 EGM 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.

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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 EGM 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 /EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the /EGM 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.

2. 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.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

3. OTHER INFORMATION FOR MEMBERS

4. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cs@kilburnengg.com or mdpldc@yahoo.com or aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 18th October, 2023 without which the vote shall not be treated as valid.
5. 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 www.evotingindia.co.in.
6. 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 19th October, 2023
7. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the EGM. However, he/she can attend the EGM.
8. 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.
9. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
10. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.kilburnengg.com and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extraordinary General Meeting.

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Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No.: (033) 2243 5809/ 5029; 2248 2248; Fax No.: (033) 2248 4787; e-mail: mdpldc@yahoo.com shareholders may also note that the Notice of the EGM will be available on the Company's website, www.kilburnengg.com.

11. 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.
12. 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.
13. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By Order of the Board of Directors

Kolkata
3rd October, 2023

Arvind Bajoria
Company Secretary
Membership No. : 15390

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

Explanatory statement pursuant to section 102 of the Companies Act, 2013

ITEM No. 1 and 2:

In order to meet the additional capital requirements, for inorganic growth, and to discharge part consideration in terms of the agreements to be executed between the Company, M.E Energy Pvt Ltd ("**ME Energy**") Helix Investments Company, Mr Vijaysanker Kalathil Kartha and Ms Rema V. Kartha for acquisition of up to 100% of the total issued and paid up share capital of ME Energy, your Company proposes to issue securities on preferential allotment basis.

The resolution proposed at item nos.1 and 2 of the accompanying notice relates to issuance of equity shares to investors ('non – promoter' category) on a preferential basis and will therefore require approval of the members through special resolutions. The consent of the members is being sought pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI LODR Regulations and ICDR Regulations.

The following disclosures for the issue of equity shares on preferential basis are made in accordance with the provisions of The Companies Act, 2013 and the ICDR Regulations:

1. **Date of passing of Board resolution for approving preferential issue** : 03rd October, 2023
2. **Objects of the Preferential Issue:** The object of the proposed issue and allotment of Equity Shares is to meet the additional working capital requirements of the Company and to discharge part of the purchase consideration for the proposed acquisition of up to 100% of the paid up equity share capital of ME Energy.
3. **The total number of shares or other securities to be issued:** 28,50,000(Twenty Eight Lacs Fifty Thousand) Equity Shares for cash consideration and 14,00,000 (Fourteen Lacs only) equity shares for non-cash consideration.
4. **Terms of Issue of the Equity Shares, if any:** The Equity Shares allotted in terms of this resolution shall rank pari passu with existing equity shares of the Company in all respects including dividend.
5. **Relevant date with reference to which the issue price has been arrived:** The "Relevant Date" in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is Thursday, 28th September, 2023, being a date which is 30 (Thirty) days prior to the date of passing of special resolution at EGM.
6. **Pricing of Preferential Issue:** The equity shares will be issued at a price of ₹ 165/- per equity share (including a premium of ₹ 155/- per share) which is not lower than the price determined in terms of relevant provisions of Chapter – V of ICDR Regulations.
7. **Basis on which the price has been arrived at:** The Equity Shares of the Company are listed on BSE Ltd. In terms of regulation 164(5) of the SEBI ICDR Regulations, 2018, the shares of the Company are frequently traded on BSE; therefore, the Equity Shares will be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164(1), if the equity shares have been listed for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted shall not be less than higher of:
 - (a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - (b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

"**Stock Exchange**" for this purpose shall mean any of the recognised stock exchange(s) in which the equity shares of the company are listed and in which the highest trading volume in respect of the equity shares of the company has been recorded during the preceding 90 days prior to the relevant date.

"**Frequently traded shares**" means the shares of the company, in which the traded turnover on any recognised stock exchange during the 240 trading days preceding the relevant date, is at least 10% of the total number of shares of such class of shares of the issuer.

Equity Shares of the Company are listed on BSE Ltd. (BSE) and are frequently traded at BSE. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 trading days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed at ₹ 165/- per equity share, including premium of ₹ 155/-

A certificate has been obtained from Practicing Company Secretary and a copy of the certificate shall be placed before the shareholders certifying that the issue is being made in accordance with the requirements of SEBI regulations.

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A copy of the valuation report obtained by the Company from CA Santanu Brahma, Kolkata an independent registered valuer is posted on the website of the Company at www.kilburnengg.com

8. **Intention of promoters / directors / key managerial personnel to subscribe to the offer:** Not applicable
9. **The class or classes of persons to whom the allotment is proposed to be made:** the allotment is proposed to be made to the public shareholders of the Company.
10. The name of the proposed allottee, the identities of the persons who are the ultimate beneficial owners of the shares and/ or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them and change in control:
- a. Shareholding prior to and after allotment of equity shares

Names of the Allottees	Address	Pre issue % holding	Post allotment equity shareholding	Post Issue % holding	Beneficial Ownership
Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata-700017	2.85% (10,69,245 equity shares)	22,69,245	4.96%	Mr. Pranay Agarwal
Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	Nil	3,00,000	0.65%	Mr. Bharat Kumar Chordia
Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreeet, Kolkata-700106	Nil	6,00,000	1.31%	Mr. Suresh Kumar Jalan
Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	Nil	2,50,000	0.54%	Mr. Vishnu Kant Mohta
Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai-400027	Nil	2,00,000	0.43%	Ms. Urvashi Parekh
Bakliwal Fincom Private Limited PAN : AABCB9895Q	Ideal Plaza, 81, N S Road, 2 nd Floor, Room no. 219, Kolkata – 700 001	Nil	3,00,000	0.65%	Mr. Binod Agarwal
K. Vijaysanker Kartha PAN : ABXPK2486J	A-202 24k Glitterati Phase 1, Vishalnagar, Pimple Nilakh, Pune -411027	Nil	14,00,000	3.05%	K. Vijaysanker Kartha

- All the proposed allottees fall in non-promoter category
- While calculating post allotment shareholding, we have not considered the conversion of 34,50,000 convertible warrants allotted on 21-04-2023, to avoid understanding complexity.

- b. Shareholding after conversion of warrants (as mentioned in item no. 3)

Names of the Allottees	Address	Pre issue % holding	Total post conversion Shareholding	Post Issue % holding after conversion of warrants	Beneficial Ownership
Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata-700017	2.85% (10,69,245 equity shares)	46,69,245	10.20%	Mr. Pranay Agarwal
Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	Nil	6,00,000	1.31%	Mr. Bharat Kumar Chordia

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Names of the Allottees	Address	Pre issue % holding	Total post conversion Shareholding	Post Issue % holding after conversion of warrants	Beneficial Ownership
Everdeliver Logistics Private Limited PAN : AAECE8411G	55B,Mirza Galib Sreet, Kolkata-700106	Nil	12,00,000	2.62%	Mr. Suresh Kumar Jalan
Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	Nil	5,00,000	1.09%	Mr. Vishnu Kant Mohta
Rossy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai-400027	Nil	6,00,000	1.31%	Ms. Urvashi Parekh
Bakliwal Fincom Private Limited PAN : AABCB9895Q	Ideal Plaza, 81, N S Road, 2 nd Floor, Room no. 219, Kolkata – 700 001	Nil	3,00,000	0.65%	Mr. Binod Agarwal

- All the proposed allottees fall in non-promoter category
- While calculating post allotment shareholding, we have not considered the conversion of 34,50,000 convertible warrants allotted on 21-04-2023, to avoid understanding complexity.

11. The pre issue and post issue shareholding pattern of the Company:

(after conversion of all warrants allotted by way of preferential allotment issued under this Notice)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	PROMOTERS' HOLDING				
1	Indian				
i	Individual	4,06,600	1.08%	4,06,600	0.89%
ii	Bodies Corporate	1,98,43,101	52.82%	1,98,43,101	43.35%
	Sub-total	2,02,49,701	53.90%	2,02,49,701	44.24%
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	2,02,49,701	53.90%	2,02,49,701	44.24%
B	NON-PROMOTERS' HOLDING				
1	Institutional Investors	2,25,800	0.60%	2,25,800	0.49%
2	Non-Institution	-	-	-	-
3	Private corporate bodies	49,81,379	13.26%	1,17,81,379	25.74%
4	Directors and relatives	-	-	-	-
5	Indian public	1,07,38,344	28.58%	1,21,38,344	26.52%
6	Others (including NRIs)	13,75,134	3.66%	13,75,134	3.00%
	Sub-total (B)	1,73,20,657	46.10%	2,55,20,657	55.76%
	GRAND TOTAL (A) + (B)	3,75,70,358	100%	4,57,70,358	100%

12. **Proposed time frame within which the allotment shall be completed:** As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority /Stock Exchange or the Central Government, within 15 days from the date of such approval(s), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time, whichever is later as the case may be, whichever is later.

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13. **No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price**

a. Allotment of Equity Shares on 21-04-2023

Sr. no.	Name of Allottees	No. of equity shares allotted	Price at which shares are allotted (₹)
1.	Khivraj Motors Private Limited PAN : AAACK2572Q	2,50,000	₹ 80 (Including Premium of ₹70 per share)
2.	Tusk Investment Limited PAN : AACCI0480R	2,00,000	₹ 80 (Including Premium of ₹70 per share)
3	Bansidhar Badridas Modi Private Limited PAN : AAACB8137G	1,00,000	₹ 80 (Including Premium of ₹70 per share)
	Total	5,50,000	

b. Allotment of Convertible Warrants on 21-04-2023

Sr. no.	Name of Allottees	No. of Convertible Warrants allotted	Price at which Convertible Warrants are allotted (₹)
1.	Firstview Trading Private Limited PAN : AADCF5697A	15,00,000	₹ 80 (Including Premium of ₹70 per share)
2.	Ekta Credit Private Limited PAN : AAACE7167R	2,50,000	₹ 80 (Including Premium of ₹70 per share)
3	Vivaya Enterprises Private Limited PAN : AAICV0983G	2,50,000	₹ 80 (Including Premium of ₹70 per share)
4	Khivraj Motors Private Limited PAN : AAACK2572Q	2,50,000	₹ 80 (Including Premium of ₹70 per share)
5.	Tusk Investment Limited PAN : AACCI0480R	8,00,000	₹ 80 (Including Premium of ₹70 per share)
6.	Bansidhar Badridas Modi Private Limited PAN : AAACB8137G	4,00,000	₹ 80 (Including Premium of ₹70 per share)
	Total	34,50,000	34,50,000

c. Allotment of Equity Shares on conversion of Convertible Warrants on 19-06-2023 :

Sr. no.	Name of Allottees	No. of Convertible Warrants allotted	Price at which Convertible Warrants are allotted (₹)
1.	Firstview Trading Private Limited PAN : AADCF5697A	5,35,294	₹ 34 (Including Premium of ₹24 per share)
2.	Ekta Credit Private Limited PAN : AAACE7167R	3,38,235	₹ 34 (Including Premium of ₹24 per share)
3	Vivaya Enterprises Private Limited PAN : AAICV0983G	3,38,235	₹ 34 (Including Premium of ₹24 per share)
	Total	12,11,764	

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14. Change in control, if any, in the Company that would occur consequent to the preferential offer: There shall be no change in management or control of the Company pursuant to the issue of the equity shares.
15. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: It is proposed that the part of the purchase consideration shall be discharged by issuing the Equity Shares to the Subscriber in terms of the agreements to be executed for the proposed acquisition of up to 100% paid up equity shares of ME Energy. The value of Equity Shares has been arrived based on the Valuation report issued by CA Santanu Brahma, Registered valuer and that the purchase consideration has been approved by the Board of Directors.
16. Lock in period: The equity shares under the proposed preferential issue to public shareholders shall be subject to a lock-in period as per the requirements of ICDR Regulations.
17. Compliance certificate: A certificate from Practicing Company Secretary, certifying that the issue of equity shares is being made in accordance with requirements of ICDR Regulations will be open for inspection at the Registered Office of the Company during office hours on all working days, except Saturdays/ Sundays and other holidays, between 11.00 a.m. and 6.00 p.m. up to the date of declaration of results of voting on or before 28th October, 2023.

18. Undertakings

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

19. Compliance Certificate

A copy of the certificate issued by the practicing Company Secretary shall be placed before the shareholders certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) regulations, 2018 and the same has been made available on the website of the Company at: kilburnengg.com/shareholders-meetings/ pursuant to regulation 163(2) of the SEBI ICDR Regulations.

20. Disclosure regarding wilful defaulter or fraudulent borrower

In terms of Regulation 163(1)(i) of the SEBI ICDR Regulations, we hereby declare that none of the promoters or directors of the Company is wilful defaulter or fraudulent borrower.

The Board of Directors of the Company believe that the proposed preferential issue is in the best interest of the Company and its members and is an important step towards the growth and future expansions of the Company which would result in increased efficiencies and operational benefits. The Board of Directors, therefore, recommends the resolution as set out in this notice for the issue of equity shares by way of special resolution for your approval.

ITEM No. 3 :

In order to meet the additional capital requirements, for inorganic growth, your company proposes to issue securities on preferential allotment basis.

The resolution proposed at item no. 3 of the accompanying notice relates to issuance of convertible warrants to Amodini Sales Pvt. Limited and other investors on a preferential basis and will therefore require approval of the members through special resolutions. The consent of the members is being sought pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI LODR Regulations and ICDR Regulations.

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

1. **Date of passing of Board resolution for approving preferential issue:** 03rd October, 2023
2. **The objects of the issue:** To meet the additional working capital requirements of the Company and to discharge part of the purchase consideration for the proposed acquisition of up to 100% of the paid up equity share capital of ME Energy.

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3. The total number of convertible warrants to be issued:
- (a) 39,50,000 (Thirty Nine Lakh Fifty Thousand) convertible warrants to Amodini Sales Pvt. Limited and investors who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company as following.

Sr. no.	Proposed Allottees	Address	No. of warrants to be issued
1.	Amodini Sales Private Limited	4/A, Auckland Square, Park Circus, Kolkata-700017	24,00,000
2.	Navaratan Property Holdings Private Limited	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	3,00,000
3	Everdeliver Logistics Private Limited	55B, Mirza Galib Sreeet, Kolkata-700106	6,00,000
4.	Alexcy Marketing Private Limited	6,Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	2,50,000
5.	Rosy Pink Enterprises Private Limited	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghobadi, Byculla East, Mumbai-400027	4,00,000
	Total		39,50,000

4. The price or price band at which the allotment is proposed: Rs. 165 per convertible warrant in terms of SEBI (ICDR) Regulations, 2018, as amended.
5. Basis on which the price has been arrived at: as per regulation 161 / 164 of ICDR Regulations, 2018, as amended, the price of the equity shares to be allotted shall not be less than higher of:
- (a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.
- A copy of the valuation report obtained by the Company from CA Santanu Brahma, an Independent registered valuer is posted on the website of Company at www.kilburnengg.com
6. The relevant date on the basis on which price has been arrived at: 28th September, 2023, being the date 30 days prior to date of shareholders' approval at EGM.
7. The class or classes of person to whom the allotment is proposed to be made: Convertible warrants being issued to private companies/investors who are not promoters and who do not belong to the promoter(s) and the promoter group.
8. Intention of promoters, directors or Key Managerial Personnel to subscribe the offer: Not Applicable
9. The proposed time within which the offer shall be completed: As required under the ICDR Regulations, the Company shall complete the allotment of equity shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority /Stock Exchange or the Central Government, within 15 days from the date of such approval(s), or such other extended period as may be permitted in accordance with SEBI ICDR Regulations, as amended from time to time, whichever is lateras the case may be, whichever is later..

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10. The names of the proposed Allottees and the percentage of post preferential capital that may be held by them

a. Shareholding prior to and after allotment of equity shares

Names of the Allottees	Address	Pre issue % holding	Post allotment equity shareholding	Post Issue % holding	Beneficial Ownership
Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata-700017	2.85% (10,69,245 equity shares)	22,69,245	4.96%	Mr. Pranay Agarwal
Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	Nil	3,00,000	0.65%	Mr. Bharat Kumar Chordia
Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreeet, Kolkata-700106	Nil	6,00,000	1.31%	Mr. Suresh Kumar Jalan
Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	Nil	2,50,000	0.54%	Mr. Vishnu Kant Mohta
Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai-400027	Nil	2,00,000	0.43%	Ms. Urvashi Parekh

• All the proposed allottees fall in non-promoter category

b. Shareholding after conversion of warrants (as mentioned in item no. 3)

Names of the Allottees	Address	Pre issue % holding	Total Number of Equity Shares post conversion of warrants, pursuant to this notice	Post Issue % holding after conversion of warrants	Beneficial Ownership
Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata-700017	2.85% (10,69,245 equity shares)	46,69,245	10.20%	Mr. Pranay Agarwal
Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	Nil	6,00,000	1.31%	Mr. Bharat Kumar Chordia
Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreeet, Kolkata-700106	Nil	12,00,000	2.62%	Mr. Suresh Kumar Jalan
Alexcy Marketing Private Limited PAN : AACCA1793P	6, Waterloo Street, Room No.508, 5 th Floor, Kolkata-700069	Nil	5,00,000	1.09%	Mr. Vishnu Kant Mohta
Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai-400027	Nil	6,00,000	1.31%	Ms. Urvashi Parekh

• All the proposed allottees fall in non-promoter category

• While calculating post allotment shareholding, we have not considered the conversion of 34,50,000 convertible warrants allotted on 21-04-2023, to avoid understanding complexity.

11. Change in control, if any : The Board of Directors of the Company would not be changed post allotment.

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12. The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;

a. Allotment of Equity Shares on 21-04-2023

Sr. no.	Name of Allottees	No. of equity shares allotted	Price at which shares are allotted (₹)
1.	Khivraj Motors Private Limited PAN : AAACK2572Q	2,50,000	Rs. 80 (Including Premium of Rs 70 per share)
2.	Tusk Investment Limited PAN : AACCI0480R	2,00,000	Rs. 80 (Including Premium of Rs 70 per share)
3	Bansidhar Badridas Modi Private Limited PAN : AAACB8137G	1,00,000	Rs. 80 (Including Premium of Rs 70 per share)
	Total	5,50,000	

b. Allotment of Convertible Warrants on 21-04-2023

Sr. no.	Name of Allottees	No. of Convertible Warrants allotted	Price at which Convertible Warrants are allotted (₹)
1.	Firstview Trading Private Limited PAN : AADCF5697A	15,00,000	₹ 80 (Including Premium of ₹70 per share)
2.	Ekta Credit Private Limited PAN : AAACE7167R	2,50,000	₹ 80 (Including Premium of ₹70 per share)
3	Vivaya Enterprises Private Limited PAN : AAICV0983G	2,50,000	₹ 80 (Including Premium of ₹70 per share)
4	Khivraj Motors Private Limited PAN : AAACK2572Q	2,50,000	₹ 80 (Including Premium of ₹70 per share)
5.	Tusk Investment Limited PAN : AACCI0480R	8,00,000	₹ 80 (Including Premium of ₹70 per share)
6.	Bansidhar Badridas Modi Private Limited PAN : AAACB8137G	4,00,000	₹ 80 (Including Premium of ₹70 per share)
	Total	34,50,000	34,50,000

c. Allotment of Equity Shares on conversion of Convertible Warrants on 19-06-2023 :

Sr. no.	Name of Allottees	No. of Convertible Warrants allotted	Price at which Convertible Warrants are allotted (₹)
1.	Firstview Trading Private Limited PAN : AADCF5697A	5,35,294	₹ 34 (Including Premium of ₹24 per share)
2.	Ekta Credit Private Limited PAN : AAACE7167R	3,38,235	₹ 34 (Including Premium of ₹24 per share)
3	Vivaya Enterprises Private Limited PAN : AAICV0983G	3,38,235	₹ 34 (Including Premium of ₹24 per share)
	Total	12,11,764	

KILBURN ENGINEERING LTD.13. **The pre-issue and post-issue shareholding pattern of the Company will be as below:**

(after conversion of all warrants allotted by way of preferential allotments issued under this notice)

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held	% of equity holding
A	PROMOTERS' HOLDING				
1	Indian				
i	Individual	4,06,600	1.08%	4,06,600	0.89%
ii	Bodies Corporate	1,98,43,101	52.82%	1,98,43,101	43.35%
	Sub-total	2,02,49,701	53.90%	2,02,49,701	44.24%
2	Foreign Promoters	-	-	-	-
	Sub-total (A)	2,02,49,701	53.90%	2,02,49,701	44.24%
B	NON-PROMOTERS' HOLDING				
1	Institutional Investors	2,25,800	0.60%	2,25,800	0.49%
2	Non-Institution	-	-	-	-
3	Private corporate bodies	49,81,379	13.26%	1,17,81,379	25.74%
4	Directors and relatives	-	-		
5	Indian public	1,07,38,344	28.58%	1,21,38,344	26.52%
6	Others (including NRIs)	13,75,134	3.66%	13,75,134	3.00%
	Sub-total (B)	1,73,20,657	46.10%	2,55,20,657	55.76%
	GRAND TOTAL (A) + (B)	3,75,70,358	100%	4,57,70,358	100%

While calculating post allotment shareholding, we have not considered the conversion of 34,50,000 convertible warrants allotted on 21-04-2023, to avoid understanding complexity.

14. **Identity of the ultimate beneficial owners of the proposed allottees and /or the persons who ultimately control the proposed allottees :**

Sr. no.	Proposed Allottees	Address	Ultimate Beneficial Owner(s)
1.	Amodini Sales Private Limited PAN : AACCA0969R	4/A, Auckland Square, Park Circus, Kolkata-700017	Mr. Pranay Agarwal
2.	Navaratan Property Holdings Private Limited PAN : AACCV3964D	418, 4 th Floor, Bharat Kumar Bhavan, Anna Salai, Chennai – 600 006	Mr. Bharat Kumar Chordia
3	Everdeliver Logistics Private Limited PAN : AAECE8411G	55B, Mirza Galib Sreeet, Kolkata-700106	Mr. Suresh Kumar Jalan
4.	Alexcy Marketing Private Limited PAN : AACCA1793P	6,Waterloo Street, Room No.508, 5 th Floor, Kolkata - 700069	Mr. Vishnu Kant Mohta
5.	Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	B-104, Sussex Industrial Estate, Dadoji Kondeo X Road, Ghodapdeo, Byculla East, Mumbai-400027	Ms. Urvashi Parekh

15. **Undertakings**

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

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16. Compliance Certificate

A copy of the certificate issued by the practicing Company Secretary shall be placed before the shareholders certifying that the issue is being made in accordance with the requirements of SEBI (ICDR) regulations, 2018 and the same has been made available on the website of the Company at : kilburnengg.com/shareholders-meetings/ pursuant to regulation 163(2) of the SEBI ICDR Regulations.

17. Disclosure regarding wilful defaulter or fraudulent borrower

In terms of Regulation 163(1)(i) of the SEBI ICDR Regulations, we hereby declare that none of the promoters or directors of the Company is wilful defaulter or fraudulent borrower.

18. Additional information in relation to the issuance of Convertible Warrants

In terms of Regulation 163(1) of the SEBI ICDR Regulations, certain disclosures are required to be made to the Members of the Company which forms part of this Explanatory Statement.

The salient features of the preferential issue of Convertible Warrants are :

- i. The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible warrants is 30th September, 2023, which is a date 30 days prior to the date on which the resolution is deemed to be passed.
- ii. The Convertible warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- iii. In case the option to subscribe to equity shares against such convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such convertible warrants shall be forfeited by the Company.
- iv. The Convertible Warrants and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, shall be locked-in terms of applicable provisions of Regulation 167 of SEBI ICDR Regulations; and
- v. The equity shares allotted on exercise of Convertible Warrants shall rank pari-passu in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

19. Details of the Issue of convertible warrants :

1. The allotment of the convertible warrants is subject to the proposed allottee(s) not having sold any equity shares of the Company during the Ninety Trading days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee (s) have not sold any equity shares of the Company during the Ninety Trading days preceding the Relevant Date.
2. The Object of the Issue through preferential offer is to meet additional capital requirement for acquisition of M.E Energy Private Limited ;
3. Maximum number of specified securities to be issued :

The resolution set out in this Notice authorize the Board to issue convertible warrants convertible in to equal number of equity shares of face value of Rs. 10/- each at a price of Rs. 165/- per warrant including premium of ₹ 155/- as per the table specified below :

Sr. no.	Name of the Proposed Allottees	Category	Maximum no. of warrants proposed to be allotted
1.	Amodini Sales Private Limited PAN : AACCA0969R	Non - Promoter	24,00,000
2.	Navaratan Property Holdings Private Limited PAN : AACCV3964D	Non - Promoter	3,00,000

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Sr. no.	Name of the Proposed Allottees	Category	Maximum no. of warrants proposed to be allotted
3	Everdeliver Logistics Private Limited PAN : AAECE8411G	Non - Promoter	6,00,000
4.	Alexcy Marketing Private Limited PAN : AACCA1793P	Non - Promoter	2,50,000
5.	Rosy Pink Enterprises Private Limited PAN : AAMCR3491D	Non - Promoter	4,00,000
	Total		39,50,000

By Order of the Board of Directors

Kolkata
3rd October, 2023

Arvind Bajoria
Company Secretary
Membership No. : 15390

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

