



KILBURN ENGINEERING LTD.

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

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

CIN : L24232WB1987PLC042956

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Third Annual General Meeting of the Company will be held on Wednesday, 29th September, 2021 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 the Audited Financial Statement for the year ended 31st March, 2021 and Report of Directors and Auditors' Report thereon.
2. To appoint a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and being eligible offers himself for reappointment.

Special Business

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

3. As an Ordinary Resolution – appointment of Mr. Navin Nayar as director of the Company :

"RESOLVED that Mr. Navin Nayar (DIN: 00136057) who was appointed as an Additional Director of the Company on 21st April, 2021 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a director of the Company."

4. As an Ordinary Resolution – appointment of Mr. Manmohan Singh as director of the Company :

"RESOLVED that Mr. Manmohan Singh (DIN: 0699314) who was appointed as an Additional Director of the Company on 21st April, 2021 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a director of the Company."

5. As an Ordinary Resolution – appointment of Mr. Vasumitra Sharma as director of the Company :

"RESOLVED that Mr. Vasumitra Sharma (DIN: 09177255) who was appointed as an Additional Director of the Company on 29th June, 2021 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a director of the Company."

6. As an Ordinary Resolution – appointment of Mr. Shourya Sengupta as director of the Company :

"RESOLVED that Mr. Shourya Sengupta (DIN: 09216561) who was appointed as an Additional Director of the Company on 29th June, 2021 and holds office up to this Annual General Meeting of the Company in terms of Section 161 of The Companies Act, 2013 and in respect of whom the Company has received a notice in writing pursuant to section 160 of The Companies Act, 2013 proposing his candidature for the office of the Director, be and is hereby appointed as a director of the Company."

7. As an Ordinary Resolution – appointment of Mr. Manmohan Singh as an Independent director of the Company, for a tenure of five years :

"RESOLVED that Mr. Manmohan Singh (holding DIN: 0699314), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's Thirty Third Annual General Meeting to the conclusion of the Company's Thirty-eighth Annual General Meeting."

8. As an Ordinary Resolution – appointment of Mr. Shourya Sengupta as an Independent director of the Company, for a tenure of five years :

“RESOLVED that Mr. Shourya Sengupta (holding DIN: 09216561), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company’s Thirty Third Annual General Meeting to the conclusion of the Company’s Thirty-Eighth Annual General Meeting.”

9. As a Special Resolution – appointment of Mr. Subir Chaki as Whole Time Director w.e.f. 1st April, 2021 upto 30th June, 2021.

“RESOLVED that consent of the Members be and is hereby accorded to the appointment of Mr. Subir Chaki (holding DIN: 05174555) as Whole Time Director of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and / or subject to such approvals as necessary, for a period of Three months with effect from April 1, 2021, upto 30th June, 2021 upon the terms and conditions including remuneration as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and as set out in the Explanatory Statement in respect of this item of business, attached herewith.”

“RESOLVED FURTHER THAT so long Mr. Subir Chaki functions as Whole Time Director of the Company, he will not be subject to retirement by rotation and shall not be paid any fees for attending the meetings of the Board or any Committee thereof.”

10. As a Special Resolution – appointment of Mr. Subir Chaki as Managing Director w.e.f. 1st July, 2021 upto 31st March, 2023.

“RESOLVED that consent of the Members be and is hereby accorded to the appointment of Mr. Subir Chaki (holding DIN: 05174555) as Managing Director of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and / or subject to such approvals as necessary, with effect from April 1, 2021 upto March 31, 2023, upon the terms and conditions including remuneration as approved by the Board of Directors on the recommendation of

the Nomination and Remuneration Committee and as set out in the Explanatory Statement in respect of this item of business, attached herewith.”

“RESOLVED FURTHER THAT the Board of Directors shall have the authority to take incidental action and also to modify or amend the terms of appointment and remuneration from time to time within the limits of Schedule V and other applicable provisions of The Companies Act, 2013 (‘The Act’) or any amendments thereto or any re-enactment thereof as may be agreed to between the Board of directors and Mr. Subir Chaki.”

“RESOLVED FURTHER THAT so long Mr. Subir Chaki functions as Managing Director of the Company, he will not be subject to retirement by rotation and shall not be paid any fees for attending the meetings of the Board or any Committee thereof.”

11. As an Ordinary Resolution - Remuneration of Cost Auditor:

“RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment and remuneration of the Cost Auditors, M/s. D. Sabyasachi & Co., for auditing the Cost Accounts of the Company in respect of the products, as may be applicable, for the year ending March 31, 2022, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified.”

12. As a Special Resolution – Approval for continuation of Mr. Manmohan Singh as director, after completion of 75 years of age.

“RESOLVED that in accordance with the applicable regulations of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, consent of the Members be and is hereby accorded to Mr. Manmohan Singh (DIN: 00699314), to continue as director of the Company post completion of 75 years of his age on his original terms of appointment.”

By Order of the Board of Directors

Kolkata
12th August, 2021

Arvind Bajoria
Company Secretary
Membership No.:15390

Regd. Office:
FOUR MANGOE LANE,
SURENDRA MOHAN GHOSH SARANI
KOLKATA – 700 001
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. M/s. V. Singhi & Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 31st Annual General Meeting held on 13th Aug, 2019, to hold office from the conclusion of that Annual General Meeting ("AGM"), until the conclusion of the fifth consecutive AGM of the Company to be held in year 2024 (subject to ratification of the appointment by the Members at every AGM held after that AGM). Pursuant to Notification issued by the Ministry of Corporate Affairs on 7th May, 2018 amending section 139 of the Act and the Rules framed thereunder, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
5. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
6. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing 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 EGM/AGM will be provided by CDSL.
7. 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 EGM/AGM 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/AGM without restriction on account of first come first served basis.
8. 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.
9. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, , the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM 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.
11. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No.

14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

12. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January,13,2021.

13. 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 Second 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 Saturday, 25th September, 2021 from 10:00 a.m. (1ST) and ends on Tuesday, 28th September, 2021 up to 5:00p.m. (1ST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 22nd September, 2021 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (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.

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

Type of shareholders	Login Method
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 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.: 1800 1020 990 and 1800 22 44 30

(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:

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit 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 (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. (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).

	For Shareholders holding shares in Demat Form other than individual and Physical Form
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (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) **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.

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.

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 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.

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. 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 scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 20th September, 2021 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 www.evotingindia.co.in.

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 22nd September, 2021
4. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the AGM. However, he/she can attend the AGM.
5. 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.
6. 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.
7. The Results shall be declared on or after the AGM 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 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.

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 33rd AGM and the Annual Report 2020-21 will be available on the Company's website, www.kilburnengg.com.
8. 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.
9. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 23rd September, 2021 to Wednesday, 29th September, 2021 (both days inclusive). Duly executed and stamped transfer deeds, along with the relative 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.
10. The members who have not encashed their Dividend warrants or who have not received the Dividend for the FY 2015-16, FY 2016-17, FY 2017-18 and FY 2018-19 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) years shall be transferred to the Investor Education and Protection Fund as per the provisions of Section 124 of the Companies Act, 2013.
11. 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.
12. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By Order of the Board of Directors

Kolkata
12th August, 2021

Arvind Bajoria
Company Secretary
Membership No.:15390

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

Particulars of the Directors seeking Appointment / re-appointment in the Annual General Meeting, as required pursuant to SEBI (LODR) Regulations, 2015:

Name of Director	Mr. Amritanshu Khaitan	Mr. Subir Chaki
Category	Non Executive Director	Executive Director (Professional)
Date of Birth	07/11/1982	24/03/1960
Date of Appointment	27/05/2005	13/11/2017
Qualification	B. Com (Hons), MBA from London Business School	B.Tech. (Mech.), AICWA, PGCGM
No. of Equity Shares held	1,30,000	Nil
Brief Resume	Mr. Amritanshu Khaitan is presently the Managing Director of Eveready Industries India Limited and also on the Board of several other listed and unlisted companies.	He has over 30 years of rich experience in the Manufacturing Industry and has worked with various Companies of the group at senior positions. He has served as the Vice Chairman of Confederation of Indian Industry, West Bengal Council, and continues to be a member of the Council and the West Bengal Task Force to advise the State Government of West Bengal.
Directorships held in other Companies (as on 31-03-2020)	Eveready Industries India Ltd. Mcleod Russel India Limited Prana Lifestyle Pvt. Ltd. Preferred Consumer Products Pvt. Ltd.	NIL
Particulars of Committee Chairmanship / Membership held in other Public Companies	<u>Eveready Industries India Limited</u> Member - Stakeholder's Relationship Committee Chairman - Corporate Social Responsibility Committee Chairman - Risk Management Committee <u>Mcleod Russel India Limited</u> Member - Nomination and Remuneration Committee	NIL
Relationship with other directors / KMPs	NIL	NIL

Name of Director	Mr. Navin Nayar	Mr. Manmohan Singh
Category	Non Executive & Promoter	Independent Director
Date of Birth	12-10-1962	13/03/1949
Date of Appointment	21-04-2021	21/04/2021
Qualification	B.Com. (Hons.), FCA	B.A. LLB (Hons.)
No. of Equity Shares held	Nil	Nil
Brief Resume	He is a Chartered Accountant by profession and Partner at Firm M/s. Navin Nayar & Co., Chartered Accountants. He has over 30 years of experience in the fields of Audit, taxation and financial services.	He has over 38 years of experience in Hotel and Travel Industry. Manor Hotel, owned by him, is one of the Delhi's first designer boutique hotel and won accolade as one of the world's best new hotels in the year 1991 by Conde Nast.
Directorships held in other Companies (as on 31-03-2021)	OCL Investment & Leasing Ltd. Cheviot Co. Ltd. Crest Holdings Pvt. Ltd. Skyview Investments Pvt. Ltd. Amar Vanijya Ltd Kanco Tea & Industries Limited Bengal Tea & Fabrics Limited Nidhi Private Limited JSVM Plywood Industries Limited Cosmopolitan Investments Limited Winnow Investments and Securities Private Limited	Manor Hotels Private Limited Manor Travels Private Ltd. International Caterers Private Ltd. Big Balls and Stiff Shafts Golf Club Private Ltd. Glen Eagles Golf Club Pvt. Ltd.
Particulars of Committee Chairmanship / Membership held in other Public Companies	<u>Kanco Tea & Industries Ltd.</u> Chairman - Audit Committee Member - Stakeholders Relationship Committee <u>Bengal Tea & Fabrics Ltd.</u> Chairman - Audit Committee Member - Stakeholders Relationship Committee <u>Cheviot Company Ltd.</u> Chairman - Audit Committee <u>Amar Vanijya Ltd.</u> Member - Audit Committee	Nil
Relationship with other directors / KMPs	None	None

Name of Director	Mr. Vasumitra Sharma	Mr. Shourya Sengupta
Category	Non Executive & Promoter	Independent
Date of Birth	15-06-1958	24-09-1990
Date of Appointment	29-06-2021	29-06-2021
Qualification	BA - LLB (Hons.), Diploma in International Trade Laws and ADRs	BA LLB (Hons.)
No. of Equity Shares held	Nil	Nil
Brief Resume	<p>He practiced as an advocate in Civil, Criminal and Revenue side for a period about 5 years and thereafter in the year 1985 joined State Mineral Development Corporation Ltd. -(Govt. of U.P. Undertaking) in Dehradun till 1994)</p> <p>After serving Public Sector Undertaking for almost 10 Years switched over to Private sector and served in various Listed Companies about 25 years in different capacities and was deeply involved in the area of Litigation, Arbitration including International Arbitration, Corporates matters, Indirect taxation and matters relating to Human Resource Development and Industrial Relations.</p>	<p>He is an Advocate, from Khaitan & Co LLP (one of India's most reputed and largest law firms). Mr Shourya Sengupta has wide experience in advising various domestic and international corporates on mergers, acquisitions, corporate restructuring and investments along with a vast regulatory experience. He has also been recommended by the reputed RSG Consulting as a "Recommended" Corporate Lawyer in India in 2019-20.</p>
Directorships held in other Companies (as on 31-03-2021)	None	None
Particulars of Committee Chairmanship / Membership held in other Companies	None	None
Relationship with other directors / KMPs	None	None

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

Item No. 3 to 8

In order to broad base the Board of Directors and pursuant to terms of Debt Restructuring Plan by RBL, and as per the recommendation received from Nomination and Remuneration Committee, Board of Directors had appointed Mr. Navin Nayar and Mr. Manmohan Singh as additional Director vide Resolution by circulation on 21st April, 2021. Further Board of directors passed revised resolutions for appointment of Mr. Vasumitra Sharma and Mr. Shourya Sengupta as additional Director in their meeting held on 29th June, 2021. The tenure of additional directors thus appointed is valid upto the conclusion of 33rd Annual General Meeting and Company has received notice u/s. 160 of The Companies Act, 2013 for their appointment as regular directors of the Company.

Appointment of Mr. Manmohan Singh and Mr. Shourya Sengupta is proposed as an Independent Director for a

tenure of five years ending with the AGM to be held in 2026.

All the details of other directorships and shareholding of the aforesaid directors have been provided in this notice.

None of the Directors (other than the director whose appointment is proposed) and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3 to 8.

Item No. 9 & 10

As per the recommendation of Nomination and Remuneration Committee, Mr. Subir Chaki was appointed as Whole Time Director of the Company w.e.f. 1st April, 2021 in the meeting of Board held on 9th February, 2021 and was designated as Managing Director w.e.f. 1st July, 2021 upto 31st March, 2023 by the Board of Directors in their meeting held on 29th June, 2021.

Mr. Subir Chaki's tenure as Whole Time Director of the Company ended on 31st March, 2021, during which he was entitled to following terms of remuneration:

Salary (Basic): ₹ 4,00,000/- (Rupees Four Lakhs Only) per month with such revision as the Board may approve from time to time in the salary grade of ₹ 3,00,000 – ₹ 50,000 – ₹ 6,00,000.

Performance Bonus: Equivalent to six months' basic salary in a year, payable on half yearly basis based on performance evaluation by the management.

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

Allowances / Perquisites:

Housing: Free furnished accommodation will be provided by the Company. In case no accommodation is provided to the whole time director, he will be paid House Rent Allowance @ ₹ 2,00,000/- monthly.

Car: Mr. Chaki will be provided with a Company car with driver, for his official and personal purposes.

Medical Insurance: Family medical insurance coverage will be provided by the Company as per the scheme applicable to the senior executive staff of the Company. He and his family is entitled to reimbursement of costs of Annual executive health check-up.

Leave Travel Concession: The Whole Time Director / M.D. will be entitled to Leave Travel Assistance (LTA) once in a year. The amount of LTA per year is ₹ 4,00,000/-.

Club Fees: The Wholetime Director / M.D. is entitled to reimbursement of Club Fees enrolment fees in respect of any one new club membership during his tenure, if approved by the Board of Directors.

Other Allowances: A special pay of ₹ 1,19,316/- (Rupees One Lakh Nineteen Thousand Three Hundred Sixteen only) per month.

Retiral Benefits: Contribution to the Company's Provident Fund and Superannuation Fund and / or Annuity Fund in accordance with rules and regulations governing the said funds. Gratuity will be payable in accordance with rules of the Company and such Gratuity shall not exceed half a month's salary for each completed year of service, irrespective of his tenure in the Company.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Whole Time Director / M.D. shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications

laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

Leave: The Whole Time Director / M.D. will be entitled to leave on full pay, perquisites and allowances as following

Casual Leave: Casual Leave of 7 days per annum out of which 3 days' leave can be taken at a stretch. This leave is non-cumulative.

Sick Leave: On actual basis.

Leave Encashment: The Whole Time Director / M.D. will be entitled to 30 days' leave per annum for each completed year of service, which may be accumulated upto a maximum of 360 days and encashed as per basic salary received at the end of tenure.

Sitting Fees: The Whole Time Director / M.D. shall not be entitled to any Sitting Fees for attending the meetings of Board of Directors of the Company or Committees thereof.

The Board of Directors at its meeting held on February 9, 2021, resolved to appoint Mr. Subir Chaki as Whole Time Director of the Company w.e.f. April 1, 2021 on the same existing terms and conditions pursuant to the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and subject to the approval of the shareholders in a General Meeting and/or the Central Government approval as may be necessary.

The Board of Directors at its meeting held on June 29, 2021, resolved to appoint Mr. Subir Chaki as Managing Director of the Company w.e.f. July 1, 2021 upto March 31, 2023 on the same existing terms and conditions pursuant to the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and subject to the approval of the shareholders in a General Meeting and/or the Central Government approval as may be necessary.

The aforementioned appointment of Mr. Chaki and the terms as to remuneration requires the approval of the Members in general meeting. The above terms of remuneration have been approved by the Nomination and Remuneration Committee of the Board In the meeting held on 09th February, 2021 (for appointment as Whole Time Director) and in the meeting held on 20th April, 2021 (for appointment as Managing Director).

The Resolution(s) set out in Item No. 9 & 10 is accordingly proposed to be passed by way of Special Resolution and the Board recommends the same for approval of the Members.

Except Mr. Chaki, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 & 10.

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, 2021)

Particulars	₹ In Lacs
Sales and other Income	8841
Gross Profit before interest, finance charges and depreciation	1643
Interest & Finance Charges	1133
Depreciation	402
Profit before Tax	108
Exceptional Items	(12689)
Tax Expenses	(3411)
Profit after Tax	(9170)

Export Performance and total foreign exchange earnings:

	Export (FOB value) ₹ Crores	Total Foreign Exchange Earnings ₹ Crores
2020 - 2021	10.10	10.27
2019 - 2020	18.33	25.28
2018 - 2019	26.17	26.23

Foreign Investments or collaborators, if any	:	Foreign Collaborators are as following: i. M/s. Nara Machinery Co. Ltd. (Japan) ii. M/s. Carrier Vibrating Equipment Inc (USA)
Investment in subsidiaries during 2020-21	-	Nil
Investment in Share Capital by Foreign Companies	-	Nil

II. Information about the appointee/director

Background Details

Name of Director	:	Mr. Subir Chaki
Age	:	61 years
Qualification	:	B.Tech. (Mech.), AICWA, PGCGM

Expertise and Experience in specific functional areas:

Mr. Subir Chaki (61) is a Mechanical Engineer from IIT, Kharagpur, Qualified Cost Accountant and PGCGM from IIM, Calcutta. He has over 30 years of rich experience in the Manufacturing Industry. He joined McNally Sayaji Engineering Limited as President - Operations from October 1, 2011. He also served as the President (Manufacturing), Executive Vice President (Manufacturing), Vice President (Flashlight Business) and other various capacity with Eveready Industries India Limited for more than 25 years before joining McNally Sayaji Engineering Limited as Whole Time Director, where he continued till September 2017. With effect from October, 2017, he joined Kilburn Engineering Ltd. as Chief Operating Officer and was appointed as Managing Director of Kilburn Engineering w.e.f. 1st April, 2018 for a tenure of two years that ended on 31st March, 2020. For the year 2020 - 21, he was designated as Whole Time Director of the Company. He has served as the Vice Chairman of Confederation of Indian Industry, West Bengal Council, and continues to be a member of the Council and the West Bengal Task Force to advise the State Government. He has also been a member of the Governing Council at Kalyani University, Chairman of Teacher's Training Institute and has been advising several Engineering colleges in West Bengal.

Past remuneration:

In his last employment as Whole Time Director of Kilburn Engineering Ltd., Mr. Chaki had been receiving basic salary @ ₹ 4,00,000/- per month and other allowances and perquisites as approved by the Members.

Job profile and his suitability:

Mr. Chaki was the Whole Time Director of Kilburn Engineering Limited, responsible for the overall operational management of the Company during 2020 - 21. The Board is of the opinion that Mr. Chaki has the requisite qualifications, expertise and experience for the job he is holding.

Remuneration proposed:

Already given in the Explanatory Statement.

Pecuniary and other relationships:

Except for receiving remuneration as a Whole Time Director / Managing Director, Mr. Chaki has no pecuniary relationship with the Company. He is not related to any other managerial personnel of the Company.

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

Mr. Chaki's 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.

III. Other Information

Reasons of loss or inadequate profits:

The company has a net loss of ₹ 91.70 Crores during the year 2020-21 as compared to net profit of ₹ 5.17 Crores in the previous year. The company has recognised provision for the entire outstanding amount of ICDs and written-off the entire amount of interest accrued on such ICDs without prejudice to any of the legal rights and remedies available to recover the outstanding amounts. The effect of the same has been disclosed as an exceptional loss aggregating to ₹ 126.89 Crores in the Statement of Profit and Loss during the last quarter of the year 2020-21.

Presently, the economy is facing several challenges posed by Covid 19 pandemic; but is hopeful of fast economic recovery and better economic environment in the coming years.

IV. Disclosures

Information on the remuneration package of the managerial personnel:

The shareholders are notified of the remuneration package through explanatory statements annexed to the Notice of Meetings in which proposals for their appointments are placed before the shareholders.

Disclosures on remuneration package and other terms of Directors under 'Corporate Governance' Report:

The Corporate Governance Report forms a part of the Annual Report for the year and the remuneration package and other terms applicable to the Directors have been disclosed therein.

Memorandum of Interest:

Except Mr. Chaki, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 9 and 10.

Item No. 11

The Board of Directors, on the recommendation of the Audit Committee has approved the appointment of M/s. D. Sabyasachi & Company, 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 2021 -22 at a remuneration of ₹ 40,000/- and G.S.T. 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 to be ratified by the Shareholders of the Company.

The Board recommends the resolution set out at Item no. 11 for the approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item no. 11.

Item No. 12

In terms of Regulation 17(1A) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 issued on May 9, 2018 and effective from April 1, 2019, consent of the Members by way of a Special Resolution is required for continuing the directorship of a Non-Executive Director who has attained the age of seventy five years.

Mr. Manmohan Singh Non-Executive Director of the Company will attend the age of seventy five years on 12.03.2024. Mr. Singh is a renowned Businessman and had been on the Board of the Company for several years in the past. The Board considers that Mr. Singh's continued association as Non- Executive Director of the Company would be of immense benefit to the Company. Accordingly, the Board recommends the resolution set out at Item No. 12 by way of a Special Resolution for approval of the Members.

Except Mr. Manmohan Singh, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 12.

By Order of the Board of Directors

Kolkata
12th August, 2021

Arvind Bajoria
Company Secretary
Membership No.:15390

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