



KILBURN ENGINEERING LTD.

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

Website : www.kilburnengg.com (A Williamson Magor Group Enterprise)

CIN : L24232WB1987PLC042956

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty First Annual General Meeting of the Company will be held on Tuesday, 13th August, 2019 at 11:00 a.m. at Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2019 and Report of Directors and Auditors' Report thereon.
2. To declare dividend for the financial year ended 31st March, 2019.
3. To appoint a Director in place of Mrs. Priya Saran Chaudhri (holding DIN 00704863), who retires by rotation and being eligible offers herself for reappointment.
4. To approve the appointment of M/s. V. Singhi & Associates, Chartered Accountants (FRN : 311017E) as Statutory Auditors for the period from 15th July, 2019 till this AGM due to casual vacancy caused by resignation by M/s S R B C & Co., Chartered Accountants (FRN : 324982E), previous auditors, and also to hold office as Statutory Auditors for Five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the year ended March 31, 2024, and authorize the Board to fix their remuneration.

Special Business

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

5. As an Ordinary Resolution – appointment of Mr. Amitav Roy Choudhury as director of the Company :

“RESOLVED that Mr. Amitav Roy Choudhury (DIN : 08501895) who was appointed as an Additional Director of the Company on 29th May, 2019 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. Amitav Roy Choudhury as an Independent director of the Company, for a tenure of five years:

“RESOLVED that Mr. Amitav Roy Choudhury (holding DIN : 08501895), 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 First Annual General Meeting to the conclusion of the Company's Thirty-sixth Annual General Meeting.”

7. As a Special Resolution – appointment of Mr. Gobind P. Saraf as an Independent director of the Company, for a tenure of five years:

“RESOLVED that Mr. Gobind P. Saraf (holding DIN : 00206447), a Non-Executive Independent Director, be and is hereby re-appointed as an Independent Director of the Company for second term, 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 First Annual General Meeting to the conclusion of the Company's Thirty-sixth Annual General Meeting.”

8. 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, 2020, 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."

9. As a Special Resolution – Approval for continuation of Mr. Gobind P. Saraf 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. Gobind Saraf (DIN: 00206447), 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
15th July, 2019

Arvind Bajoria
Company Secretary
Membership No. :15390

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

NOTES:

I. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE THEREAT INSTEAD OF HIMSELF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORMS IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT THE REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE MEETING. A PROXY / PROXIES SO APPOINTED SHALL HAVE NO RIGHT TO SPEAK AT THE MEETING.

In terms of Rule 19 of the Companies (Management and Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

II. Explanatory Statement in terms of Section 102 of the Companies Act, 2013 is enclosed and constitutes part of this Notice.

III. 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 AGM.

IV. 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.

V. Relevant documents referred to in the accompanying notice including Annual Report for the financial year 2018-2019 are open for inspection by members at the registered office of the company on all working days of the Company (Monday to Friday) between 11:00 a.m. and 1:00 p.m. up to the date of AGM.

VI. 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.

VII. Complete particulars of the venue of the Meeting including route map and prominent land mark for easy location is enclosed for the convenience of the members. The same has also been hosted at the website of the Company at www.kilburnengg.com

VIII. Voting through electronic means - instructions:

In compliance with Section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rule, 2014, as amended, and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the Company is pleased to provide e-voting facility to its Members in respect of the business to be transacted at the Annual General Meeting (AGM). The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facilities. The facility for voting, through ballot paper, will also be made available at the AGM and the Members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are given in a separate sheet attached hereto forming part of the Notice.

The e-voting particulars are being communicated through the Attendance Slip cum Proxy Form.

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 arvind_bajoria@kilburnengg.com or mdpl@cal.vsnl.net.in or scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cDSLindia.com before 10th August, 2019 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 arvind_bajoria@kilburnengg.com or mdpl@cal.vsnl.net.in. You may also send mail to helpdesk.evoting@cDSLindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in.
 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 06th August, 2019.
 4. 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.
 5. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
 6. 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.
- IX. The details of Directors seeking appointment / re-appointment at this Annual General Meeting as required under SEBI LODR Regulations, 2015 is annexed hereto.
- X. Members holding shares in physical form are requested to notify immediately change of address, 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 : mdpl@cal.vsnl.net.in or mdpldc@yahoo.com or skchaubey@mdpl.in.
- XI. The Notice of the 31st AGM and instructions for e-voting, along with the Attendance slip and Proxy form, is being sent by electronic mode to all Members whose email addresses are registered with the Company / Depository Participant(s), unless a Member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the documents are being sent by the permitted mode.
- XII. The dividend, if declared at the Annual General Meeting, would be paid / despatched on or after 14th August, 2019 to those equity shareholders or their mandates :
- (a) whose names appear as Beneficial Owners as at the end of the business hours on Tuesday, 6th August, 2019 in the list of Beneficial Owners to be furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - (b) whose names appear as Members in the Register of Members of the Company after giving effect to valid request(s) received for transmission/transposition of shares lodged with the Company / its Registrar and Share Transfer Agent on or before Tuesday, 6th August, 2019.
- XIII. Members may also note that the Notice of the 31st AGM and the Annual Report 2018-19 will be available on the Company's website, www.kilburnengg.com.
- XIV. 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.
- XV. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 7th August, 2019 to Tuesday, 13th August 2019 (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.
- XVI. The members who have not encashed their Dividend warrants or who have not received the

Dividend for the FY 2015-16, FY 2016-17 and FY 2017-18 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.

XVII. Members / Proxies should bring the Attendance Slip sent herewith, duly filled in, for attending the Annual General Meeting. They are also requested to bring their copies of the Annual Report (mailed separately to all the members) to the meeting.

XVIII. Queries on accounts, if any, should reach the Registered Office of the Company at least seven days before the meeting.

XIX. Pursuant to provisions to section 101 read with other applicable provisions of The Companies Act, 2013, we propose to send all the documents to be sent to Shareholders like General Meeting Notices (including AGM), Audited Financial Statements, Directors' Report, Auditors' Report, etc. in electronic form, to their e-mail address.

Members holding shares in physical form are requested to intimate / update their email address to / with M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Those holding shares in demat mode are

requested to intimate / update their email address to / with their depository participants. We request your whole-hearted support to this initiative by co-operating the Company in implementing this.

XX. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/ private transaction including, transfer of shares held in physical form, deletion of name of the deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

By Order of the Board of Directors

Kolkata
15th July, 2019

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. Gobind P. Saraf	Mr. Amitav Roy Choudhury
Category	Independent Director	Independent Director
Date of Birth	16/08/1944	12/06/1953
Date of Appointment	30/09/2014	29/05/2019
Qualification	B. Com	B.Tech Hons from IIT and also M.Tech in Industrial Engineering and Operations Research from IIT Kharagpur
No. of Equity Shares held	NIL	NIL
Brief Resume	Mr. Saraf has vast experience in overall management of the Companies especially in printing industry. He is associated with Ganges Printing Company Limited since 37 years wherein he is in charge of finance, operations and its overall management.	He has a total experience of about 39 years in management of manufacturing industry. Out of this about 29 years was with Eveready Industries India Limited. He retired as the Vice President And head of Manufacturing at EVEREADY. He was a member of Manufacturing sub committee at CII and subsequently a member of the West Bengal State Committee at CII also.

Name of Director	Mr. Gobind P. Saraf	Mr. Amitav Roy Choudhury
Directorships held in other Companies (as on 31-03-2019)	Williamson Financial Services Limited The Ganges Printing Company Ltd. Vikas Jute Private Ltd. Jet Converters Private Ltd. Easy Pack Private Ltd. Sunshine Marketing Pvt. Ltd. D1 Williamson Magor Bio Fuel Ltd. Varun Tradelink Pvt. Ltd. Babcock Borsig Ltd. Woodside Parks Ltd. Seajuli Developers & Finance Ltd.	NIL
Particulars of Committee Chairmanship / Membership held in other Companies	Woodside Parks Ltd. <u>Member</u> Audit Committee Nomination and Remuneration Committee	NIL
Relationship with other directors / KMPs	NIL	NIL

Name of Director	Mrs. Priya Saran Chaudhri
Category	Non Executive Director
Date of Birth	22/09/1968
Date of Appointment	14/11/2014
Qualification	Graduation (with Double major) US
No. of Equity Shares held	Nil
Brief Resume	She is the managing director of KCT Trading Private Limited and has a vast exposure in business management and Corporate Affairs
Directorships held in other Companies (as on 31-03-2019)	KCT Trading Private Ltd. Shree Durga Agencies Ltd. Arham Vyapaar Private Ltd. Kilburn Engineering Ltd. Papyrus Recycling Private Ltd. Ovol Fibre Solution India Pvt. Ltd.
Particulars of Committee Chairmanship / Membership held in other Companies	<u>Shree Durga Agencies Limited</u> Member – Audit Committee Member – Nomination and Remuneration Committee
Relationship with other directors / KMPs	None

Item No. 4

Board of the Company had proposed some cost reduction measures and some reduction was proposed in the Audit Fees. Company had received a letter dated 29th June, 2019 from previous Statutory Auditors M/s. S R B C & CO. LLP, conveying their inability to continue as statutory auditors till the end of their tenure and their resigning with immediate effect from 29th June, 2019.

They had resigned as the reduction in fees proposed by Kilburn Engineering Ltd., leads to a change of the terms of audit engagement as envisaged under Standard on Auditing 210 (Revised) " Agreeing the Terms of Audit Engagement", is not acceptable to them as it is significantly lower compared to previous year fees and compared to their estimated efforts for audit of F.Y. 2020.

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

Board of directors of the Company filled casual vacancy caused due to resignation of statutory auditors by appointment of new auditors – M/s. V. Singhi & associates, Chartered Accountants, Kolkata, with effect from 15th July, 2019 till this AGM. Their appointment as Statutory Auditors is also proposed for a tenure of five years from the conclusion of this AGM till the conclusion of AGM in 2024, and consent for the said appointment has already been received from the new auditors.

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. 4.

Item No. 5 to 7

Board of Directors had appointed Mr. Amitav Roy Choudhury as Additional Director in their meeting held on 29th May, 2019. His appointment is proposed as an Independent Director for a tenure of five years ending with the AGM to be held in 2024.

Appointment of Mr. Gobind Prasad Saraf (Independent Director) ended on the AGM in 2019 and his further appointment is proposed as an Independent Director for a tenure of five years ending with the AGM to be held in 2024.

The appointment of Directors has been approved by Nomination and Remuneration Committee. Board of Director have received declaration of Independence from Mr. Amitav Roy Choudhury and Mr. Gobind Prasad Saraf. 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. 5 to 7.

Item No. 8

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 2019 -20 at a remuneration of Rs. 40,000/- and service tax 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. 8 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. 8.

Item No. 9

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. Gobind P. Saraf, Non-Executive Director of the Company will attend the age of seventy five years on 10.10.2019. Mr. Saraf is a renowned Businessman and had been on the Board of the Company for several years in the past. The Board considers that Mr. Saraf'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. 9 by way of a Special Resolution for approval of the Members.

Except Mr. Gobind P. Saraf, 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.

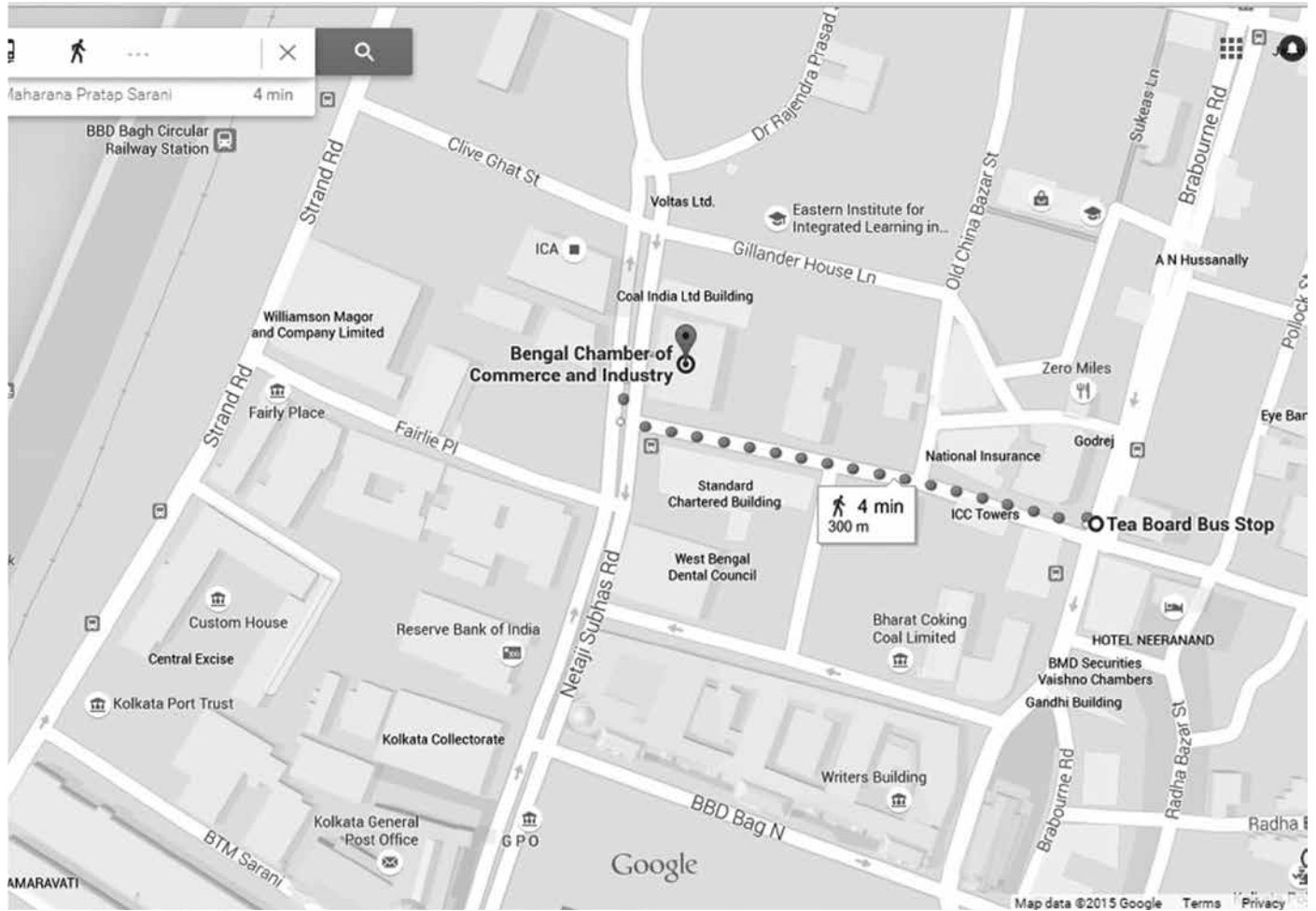
By Order of the Board of Directors

Kolkata
15th July, 2019

Arvind Bajoria
Company Secretary
Membership No. :15390

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

Route Map of the Venue of 31st Annual General Meeting



ATTENDANCE SLIP
(To be presented at the entrance)

Kilburn Engineering Limited

CIN : L24232WB1987PLC042956

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

TEL: 033-2231-3337, 3450 **FAX:** 91-33-2231-4768

E-Mail: administrator@kilburnengg.oom; **Website:** www.kilburnengg.oom

Folio No/Client ID & DP Id:

31st Annual General Meeting on Tuesday, 13th August, 2019 at 11.00 a.m. at Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhash Road, Kolkata - 700 001.

- A member/proxy wishing to attend the Meeting must complete this Attendance Slip before coming to the Meeting and hand it over at the entrance.
- If you intend to appoint a proxy, please complete the Proxy Form and deposit it at the Company's Registered Office, at least 48 hours before the Meeting.
- Please bring your copy of the Annual Report to the Meeting.

I record my presence at the 31st Annual General Meeting

Name of Proxy in BLOCK LETTERS : _____

(If the Proxy attends instead of the Member)

Signature of Member/Proxy

Form No.MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L24232WB1987PLC042956

Name of the Company : Kilburn Engineering Limited

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

Name of the Member(s) :

Registered address :

E-mail Id :

Folio No./Client Id & DP Id :

I/We, being the member(s) of shares of the above named Company, hereby appoint

1. Name:

Address:.....

E mail: Signature: or failing him/her

2. Name:

Address:.....

E mail: Signature: or failing him/her

3. Name:

Address:.....

E mail: Signature:

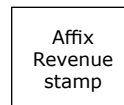
as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Thirty First Annual General Meeting of the Company on Tuesday, 13th August, 2019 at 11:00 A.M. at Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, Kolkata – 700 001 and at any adjournment thereof in respect of such Resolutions as are indicated below:

Resolution Nos.

1.	To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31 st March, 2019
2.	To declare a dividend for the financial year ended 31 st March, 2019.
3.	To appoint a Director in place of Mrs. Priya Saran Chaudhri (holding DIN : 00704863), who retires by rotation and being eligible, offers himself for reappointment.
4.	To approve the appointment of M/s. V. Singhi & Associates, Chartered Accountants (FRN : 311017E) as Statutory Auditors for the period from 15 th July, 2019 till this AGM due to casual vacancy caused by resignation by M/s S R B C & Co., Chartered Accountants (FRN : 324982E), previous auditors, and also to hold office as Statutory Auditors for Five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the year ended March 31, 2024, and authorize the Board to fix their remuneration.
5.	Appointment of Mr. Amitav Roy Choudhury as director of the Company.
6.	Appointment of Mr. Amitav Roy Choudhury as an Independent director of the Company, for a tenure of five years.
7.	Appointment of Mr. Gobind P. Saraf as an Independent director of the Company, for a tenure of five years.
8.	Ratification of remuneration of Cost Auditor.
9.	Approval of continuation of appointment of Mr. Gobind P. Saraf as director, post completion of 75 years of age.

Signed this..... day of 2019

Signature of Shareholder(s)



Signature of Proxy holder(s)

Notes:

1. This form of proxy In order to be effective should be duly completed and deposited at the Registered Office of the Company at Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata-700001, not later than 48 hours before commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the 31st Annual General Meeting.

Kilburn Engineering Limited

CIN : L24232WB1987PLC042956

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

TEL: 033-2231-3337, 3450 | **FAX:** 91-33-2231-4768 | **E-Mail:** cs@kilburnengg.com | **Website:** www.kilburnengg.com

E-voting Instructions for 31st AGM

Folio No/Client ID & DP Id :

Name :

Address :

Joint Holder(s) :

No. of shares held :

Dear Member,

Sub : 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 First Annual General Meeting scheduled to be held on Tuesday, 13th August, 2019 at 11:00 a.m.

The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") to provide e-voting facilities. The e-voting particulars are set out below:

ELECTRONIC VOTING PARTICULARS

EVSN (E-voting Sequence Number)	USER ID	PERMANENT ACCOUNT NUMBER (PAN)

The e-voting facility will be available during the following voting period:

Commencement of e-voting From 10.00 a.m. (IST) on 10th August, 2019

End of e-voting Up to 5.00 p.m. (IST) on 12th August, 2019

Please read the instructions printed overleaf before exercising the vote. This Communication forms an integral part of the Notice dated 15th July, 2019 for the Thirty First Annual General Meeting scheduled to be held on 13th August, 2019. A copy of the said Notice is sent herewith.

Attention is invited to the statement on the accompanying Notice that the businesses of the Meeting may be transacted through electronic voting system and that the Company is providing facility for voting by electronic means.

The Notice of the Annual General Meeting and this Communication are also available on the website of the Company at www.kilburnengg.com

Yours faithfully,

For **Kilburn Engineering Limited**

Arvind Bajoria

Company Secretary

Membership No. ACS - 15390

Kolkata
15th July, 2019

Annexure A

1. The Instructions for shareholders voting electronically are as under:

- (i) The voting period begins on 10th August, 2019 from 10:00 a.m. (1ST) and ends on 12th August, 2019 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 9th August, 2019 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) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders".
- (v) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotlndia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the folio number in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Kilburn Engineering Limited> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non - Individual Shareholders and Custodians**
 - a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 - c) 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.
 - d) 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.
 - e) 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.
- (xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

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KILBURN ENGINEERING LTD.

Corporate Identity Number (CIN) : L24232WB1987PLC042956
Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata - 700 001.
Tel. No. 033-22313337 / 22313450, Fax No. 033- 033-22314768
Email : cs@kilburnengg.com Website : www.kilburnengg.com

NOTICE OF AGM, BOOK CLOSURE & E-VOTING

Notice is hereby given that the Thirty First Annual General Meeting of the Company will be held on Tuesday, 13th August, 2019 at 11.00 a.m. at Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhash Road, Kolkata - 700 001.

Notice pursuant to Section 91 of the Companies Act, 2013 is also given that the Register of Members and Share Transfer Books of the Company will remain closed from 7th August, 2019 to 13th August, 2019, (both days inclusive) for the purpose of the Annual General Meeting and payment of dividend.

Notice of the Meeting, setting out the business to be transacted thereat, together with the Financial Statements of the Company for the year ended 31st March, 2019, the Auditor's report and Director's report thereon for the said year have been sent to the Members to their registered addresses by post/E-mail.

Notice is also given that in terms of Section 108 of the Companies Act, 2013 and the Rules made thereunder, the Company is offering E-Voting facility to its Members in respect of business to be transacted at the 31st Annual General Meeting. The Company has engaged the services of Central Depository Services (India) Limited ("CDSL") as the Agency to provide e-voting facility.

The particulars relating to E-Voting in terms of Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, are given below:

- I) The date of completion of sending the Notices : 20.07.2019
- II) The date and time of commencement of E-Voting: 10.08.2019 at 10.00 a.m.
- III) The date and time of end of E-Voting : 12.08.2019 at 5p.m. Voting shall not be allowed beyond the end date and time mentioned above.
- IV) Website address of the Company and the Agency where notice of the Meeting along with e-voting instructions is displayed :
Company : www.kilburnengg.com CDSL : www.cdslindia.com
- V) Contact Details of the persons/s responsible to address the grievances connected with electronic voting.

Name	E-mail Address	Phone No.
1. Mr. S.K. Choubey	mopldc@yahoo.com	9903305154 / (033)2243 5809/ 5029
2. CDSL	helpdesk.evoting@cdslindia.com	(033) 3297 4880

For Kilburn Engineering Limited

Arvind Bajoria
Company Secretary
Membership No. - 15390

Place : Kolkata
Date : 24-07-2019

DURANTA BARTA (BENGALI)

31ST July, 2019

Barrackpore Municipality



কিলবার্ন ইঞ্জিনিয়ারিং লি.

Corporate Identity Number (CIN): L24232WB1987PLC042956

রেজি. অফিস : চার মাস্টার্স লেন, সুব্রহ্মণ্য শোহন যোগ সর্বাণী, কলকাতা-৭০০০০১

টেলি. নং: ০৩৩-২২৩১৩৩৩৭ / ২২৩১৩৪৫০, ফ্যাক্স নং: ০৩৩-০৬৩-২২৩১৪৭৬৮

E-mail: cs@kilburnengg.com Website: www.kilburnengg.com

এজিএম, বুক ক্রোজার ও ই-ভোটিং বিজ্ঞপ্তি

এতদ্বারা বিজ্ঞপিত করা যায় যে কোম্পানির বার্ষিক সাধারণ সভা অনুষ্ঠিত হবে মঙ্গলবার, ১৩ আগস্ট, ২০১৯ সন্ধ্যা ১১.০০ ঘটিকায় উইলিয়ামসন মগর হল, দা বেল্ল স্ট্রোর অফ কমার্শ অ্যান্ড ইন্ডাস্ট্রি, ৬, নেতাজী সড়ক কলকাতা-৭০০০০১।

সভার ৯১ কোম্পানি আইন, ২০১৩ অনুসারে আরও বিজ্ঞপিত করা যায় যে কোম্পানির সদস্য বেক্ষেত্রীয় এবং ধারা ৯১ কোম্পানি আইন, ২০১৩ থেকে ১৩ আগস্ট, ২০১৯ (উভয় দিন সমেত) বার্ষিক সাধারণ সভার ট্রান্সক্রিপ্ট বুক বন্ধ থাকবে ৭ আগস্ট, ২০১৯ থেকে ১৩ আগস্ট, ২০১৯ (উভয় দিন সমেত) বার্ষিক সাধারণ সভা এবং লডাংশ প্রদানের জন্য।

সভার বিজ্ঞপ্তি, স্থির হয়েছে বার্নিঞ্জার লেনডেন এখানে, সঙ্গে আর্থিক বিবরণী কোম্পানির ৩১ মার্চ, ২০১৯ বছর সমাপ্তে, অডিটর রিপোর্ট এবং ডিরেক্টরদের রিপোর্ট উল্লিখিত বছরের পঠানো হয়েছে সদস্যদের নথিভুক্ত চিকনায় পোস্ট ই-মেল মাধ্যমে।

আরও বিজ্ঞপিত করা যায় যে ধারা ১০৮ কোম্পানি আইন, ২০১৩ এবং অনুসারী ধারা, কোম্পানি ই-ভোটিং সুবিধা নিয়ে সদস্যদের ব্যবসায়িক লেনডেন মাঝে ৩১তম বার্ষিক সাধারণ সভায়। কোম্পানি নিম্নলিখিত কয়েকটি সার্ভিস অফ সফটওয়্যার প্রাইভেট লিমিটেড ("সিডিএসএল") ই-ভোটিং সুবিধা দেওয়ার একেজি হিসাবে।

সিডিএসএল (সিডিএসএল) লিমিটেড ("সিডিএসএল") ই-ভোটিং সুবিধা দেওয়ার একেজি হিসাবে।

ই-ভোটিং সংক্রান্ত বিবরণী অনুসারী ধারা ২০ কোম্পানি (প্রশাসনিক ও পরিচালন) ধারা, ২০১৪, সংশোধনী, সিন্ড্রেট

উল্লিখিত :
১) বিজ্ঞপ্তি প্রেরণ সম্পূর্ণ হওয়ার তারিখ : ২০.০৭.২০১৯
২) ই-ভোটিং শুরু হওয়ার তারিখ ও সময় : ১০.০৮.২০১৯ সন্ধ্যা ১০.০০ ঘটিকা।
৩) ই-ভোটিং শেষ হওয়ার তারিখ ও সময় : ১২.০৮.২০১৯ বিকাল ৫.০০ ঘটিকায়। উপরি

উল্লিখিত শেষ সময় ও তারিখের পর ভোটদান গ্রহণ নহে।
৪) কোম্পানির এবং সভার বিজ্ঞপ্তি যেখানে প্রদর্শিত হবে সেই একেজি ওয়েবসাইট চিকনা সঙ্গে ই-

ভোটিং সংক্রান্ত নির্দেশাবলী :
কোম্পানি : www.kilburnengg.com সিডিএসএল : www.cdslindia.com

ই-ভোটিং সুবিধা ই-ভেল চিকনা ফোন নং:
১. শ্রী এম.কে. চৌধুরী mdpldc@yahoo.com ১১০৬৩০৫১৫৫
(০৩৩) ২২৪৩ ৫৮০২ : ৫০২২
(০৩৩) ৩২২৭ ৪৮৮০

২. সিডিএসএল helpdesk.evoting@cdslindia.com

কিলবার্ন ইঞ্জিনিয়ারিং লিমিটেড-এর পক্ষে
অবিন্দ্য বাজোরিয়া
কোম্পানি সচিব
নদমাপ নং.-১৫৩৩০

স্থান : কলকাতা
তারিখ : ২৪-০৭-২০১৯

State / U.T	Code	State / U.T	Code	State / U.T	Code
Andaman & Nicobar	AN	Himachal Pradesh	HP	Pondicherry	PV
Andhra Pradesh	AP	Jammu & Kashmir	JK		
Assam	AR	Jharkhand	JK		

List of two - digit state / U.T codes as per Indian Motor Vehicle Act, 1988