

Kilburn Engineering Limited

CIN : L24232WB1987PLC042956

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

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

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the Thirty Fifth Annual General Meeting of the Company will be held on Wednesday, 27th September, 2023 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, 2023 and Report of Directors and Auditors' Report thereon.
2. To declare dividend of Re 1/- per equity share for the Financial Year 2022 - 23
3. To appoint a Director in place of Mr. Navin Nayar (DIN 00136057), who retires by rotation and being eligible offers himself for reappointment.
4. To appoint a Director in place of Mr. Aditya Khaitan (DIN 00023788), who retires by rotation and being eligible offers himself for reappointment.

Special Business

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

5. 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, 2024, 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."

6. As a Special Resolution - revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala w.e.f. 1st April, 2023

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of

Association of the Company, approval of the Company be and is hereby accorded for payment of remuneration to Mr. Ranjit Pamo Lala (DIN: 07266678), Managing Director of the Company, w.e.f. 1st April, 2023 upto 14th May, 2025 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and Audit Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits.

FURTHER RESOLVED THAT even in the event of loss or inadequacy of profits in any financial year commencing from 01st April, 2023, the Company will pay Mr. Ranjit Pamo Lala remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution and matters incidental thereto.

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

7. As a Special Resolution - revision of remuneration w.e.f. 1st April, 2023 and terms of re-appointment of Mr. Anil S. Karnad, Whole Time Director (Operations)

"RESOLVED THAT pursuant to the provisions of Section 197 read with Schedule V as applicable and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, approval of the Company be and is hereby accorded for payment of remuneration to Mr. Anil Somshekar Karnad (DIN: 07551892), Whole Time Director - Operations of the Company, w.e.f. 1st April,

2023 on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company and as set out in the explanatory statement forming part of this resolution notwithstanding that the remuneration may exceed the limits prescribed in the provisions of Section 197, 198 and within the limits prescribed under Schedule V of the Companies Act, 2013 in case of no profits/inadequate profits.

FURTHER RESOLVED THAT in accordance with Section 196 of the Companies Act, 2013 and other applicable provisions of the act and on recommendation of the Nomination & Remuneration Committee the tenure for appointment of Mr. Anil Somshekar Karnad shall be further extended upto 31st March, 2025.

FURTHER RESOLVED THAT in the event of loss or inadequacy of profits in any financial year during the aforesaid period, the Company will pay Mr. Anil S. Karnad, remuneration and perquisites not exceeding the ceiling laid down in Schedule V to the Companies Act, 2013, as may be decided by the Board of Directors

FURTHER RESOLVED THAT Board of Directors of the Company be and is hereby authorised severally to do all such acts, deeds, matters and things as may be

considered necessary or desirable to give effect to this resolution and matters incidental thereto.

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

By Order of the Board of Directors

Arvind Bajoria

Company Secretary

Kolkata

4th August, 2023

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. The Ministry of Corporate Affairs (MCA) has, pursuant to Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No.19/2021 dated December 8, 2021 Circular No. 2/2022 dated May 5, 2022 and Circular No. 10/2022 dated December 28, 2022 (MCA Circulars), permitted holding of the Annual General Meeting through Video Conferencing (VC) or Other Audio Visual Means (OAVM) without the physical presence of the Members at a common venue in accordance with the requirements as provided. The Securities and Exchange Board of India (SEBI) has also, vide its Circular No. SEBI/HO/CFD/ CMD1/ CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/ HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 (SEBI Circulars), granted relaxation in respect of sending physical copies of annual report to shareholders and requirement of proxy for general meetings held through electronic mode.
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 aforesaid MCA Circulars 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 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 AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
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 aforesaid MCA Circulars, 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 aforesaid Circulars of MCA and SEBI.

12. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Kilburn Engineering Limited (“KEL” or “the Company”) is offering e-voting facility to its Members in respect of the businesses to be transacted at the 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, 23rd September, 2023 from 10:00 a.m. (IST) and ends on Tuesday, 26th September, 2023 up to 5:00 p.m. (IST). During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on Wednesday, 20th September, 2023 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting 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.

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

Login type	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alpha- numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/ RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) 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 aklabhcs@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 20th September, 2023 without which the vote shall not be treated as valid.

2. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to cs@kilburnengg.com or mdpldc@yahoo.com. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at <https://www.evotingindia.com/>.
3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 20th September, 2023.
4. Record date for payment of dividend declared at AGM is 20th September, 2023.
5. 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.
6. 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.
7. 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.
8. 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 35th AGM and the Annual Report 2022 -23 will be available on the Company's website, www.kilburnengg.com.

9. 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.

10. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 21st September, 2023 to Wednesday, 27th September, 2023 (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.
11. 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.
12. The Securities & Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market transaction and off-market/ private transaction including, transfer of shares held in physical form, deletion of name of the

deceased shareholder(s), where the shares are held in the name of two or more shareholders, transmission of shares to the legal heir(s), where deceased shareholder was the sole holder of shares and transposition of shares - when there is a change in the order of names in which physical shares are held jointly in the names of two or more shareholders.

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

By Order of the Board of Directors

Arvind Bajoria

Company Secretary

Kolkata

4th August, 2023

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

Details pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards issued by the Institute of Company Secretaries of India for the Directors seeking Appointment / re-appointment in the Annual General Meeting are as under:

Name of Director	Mr. Navin Nayar	Mr. Aditya Khaitan	Mr. Anil Somshekar Karnad
Category	Non Executive Director	Non Executive Director	Executive Director
Date of Birth and Age	12/10/1962 (61 Years)	30/01/1968 (55 Years)	14/11/1965 (58 Years)
Date of Appointment	21/04/2021	31/03/2015	01/12/2021
Qualification	B.Com. (Hons.) , Chartered Accountant (FCA)	B.Com.(Hons.)	B.E. (Prod. Engg.)
No. of Equity Shares held	Nil	1,50,000 + 50,000 (Aditya Khaitan HUF)	Nil
Brief Resume and Experience and Expertise in specific functional areas	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 and expertise in the fields of Audit, taxation and financial services.	He has a rich experience of corporate management as Managing Director of Mcleod Russel India Limited and as a member of Board of Directors of several other listed and unlisted companies.	He has completed B.E. (Prod. Engg.) from Mumbai University. Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals. Responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel.
Terms and conditions of appointment/ re-appointment	Appointed as Non-Executive Director, subject to retirement by rotation	Appointed as Non-Executive Director, subject to retirement by rotation	As per the details provided in the explanatory statement
Remuneration last drawn	Entitled to sitting fees for attending meetings of the Board and its Committees	Entitled to sitting fees for attending meetings of the Board and its Committees	As per the details provided in the corporate governance report annexed herewith
Remuneration proposed to be paid	sitting fees for attending meetings of the Board and its Committees	sitting fees for attending meetings of the Board and its Committees	As per the details provided in the Explanatory Statement
Number of Meetings of the Board attended during the FY 2022-23	5	5	5
Directorships held in other Companies (as on 31-03-2023)	OCL Investments And Leasing Ltd Cheviot Co Ltd Crest Holdings Pvt.Ltd. Amar Vanijya Limited Kanco Tea & Industries Limited Bengal Tea & Fabrics Limited Duncan International (India) Ltd. Nidhi Private Limited JSVM Plywood Industries Limited Winnow Investments And Securities Private Limited Cosmopolitan Investments Limited Rungamattee Tea & Industries Ltd	McNally Bharat Engineering Co. Limited Mcleod Russel India Limited Williamson Financial Services Ltd. Prana Lifestyle Pvt. Limited	None

Name of Director	Mr. Navin Nayar	Mr. Aditya Khaitan	Mr. Anil Somshekar Karnad
Particulars of Committee Chairmanship / Membership held in other Companies	<p>Bengal Tea & Fabrics Ltd. : Audit Committee – Member Stakeholder Relationship Committee – Member Nomination & Remuneration Committee – Member</p> <p>Amar Vanijya Ltd : Audit Committee – Chairman Nomination & Remuneration Committee – Member</p> <p>Cheviot Company Limited : Audit Committee – Chairman Nomination & Remuneration Committee – Member</p> <p>Kanco Tea & Industries Limited : Audit Committee – Chairman Stakeholder Relationship Committee – Member Nomination & Remuneration Committee – Member Corporate Social Responsibility - Member</p>	<p>McLeod Russel India Limited Member - Audit Committee</p> <p>McNally Bharat Engg. Company Limited Member - Nomination and Remuneration Committee</p> <p>Williamson Financial Services Limited Chairman – CSR Committee Member – Share Transfer Committee Member – Committee of Investments, Loans and Borrowings</p>	None
Listed companies from which Director has resigned in the past 3 years	NIL	Eveready Industries India Limited McNally Sayaji Engineering Co. Ltd. Williamson Magor & Co. Ltd.	NIL
Relationship with other directors / KMPs	NIL	NIL	NIL

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

Item No. 5

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 2023 -24 at a remuneration of ₹ 40,000/- and GST at the applicable rate and reimbursement of out of pocket expenses at actuals. In terms of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is required to be ratified by the Shareholders of the Company.

The Board recommends the resolution set out at Item no. 5 for the approval of the Members of the Company by way of Ordinary Resolution.

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. 5.

Item No. 6

The members of the Company by way of Postal Ballot the result of which was declared on 12th August, 2022 appointed Mr. Ranjit Pamo Lala as a Managing Director on the Board of the Company w.e.f. 15th May, 2022. Considering his valuable expert contribution to the Company, the Board of Directors on the recommendation of the Nomination and Remuneration Committee and Audit Committee has approved the revision of remuneration of Mr. Ranjit Pamo Lala, Managing Director w.e.f. 1st April, 2023 subject to the approval of the members.

The detailed terms and conditions of revision in the remuneration are set out below :

Revised Remuneration

Salary (Basic): ₹ 5,70,000 /- (Rupees Five Lacs Seventy Thousand Only) per month with such revision as the Board may approve from time to time.

Performance Bonus: Managing Director is entitled to annual variable performance bonus upto ₹ 30,00,000/- (Rupees Thirty Lacs only) which will be payable subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

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

HRA: Managing Director will be paid House Rent Allowance @ ₹ 2,85,000 /- monthly.

Medical Allowance: Family medical insurance coverage will be provided by the Company to Managing Director as per the scheme applicable to the senior executive staff of the Company.

Other Allowances: A special pay of ₹ 6,280 /- (Rupees Six Thousand Two Hundred Eighty only) per month.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Ranjit Pamo Lala subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

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

The Board recommends the resolution set out at Item no. 6 for the approval of the Members of the Company by way of Special Resolution.

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Ranjit Pamo Lala is concerned or interested, financial or otherwise, in the resolution set out at Item no. 6.

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, 2023)

Particulars	₹ In Lacs
Sales and other Income	23,618.91
Gross Profit before interest, finance charges and depreciation	4,933.12
Interest & Finance Charges	791.58
Depreciation	265.00
Profit before Tax	3,876.54
Exceptional Items	-
Tax Expenses	863.15
Profit after Tax	3,013.39

Export Performance and net foreign exchange earnings:

	Foreign Exchange Earnings ₹ Crores
2022 – 2023	32.72
2021 – 2022	16.11
2020 – 2021	10.27

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 2022-23	- Nil
Investment in Share Capital by Foreign Companies	- Nil

II. Information about the appointee / director :**Background Details**

Name of Director	Mr. Ranjit Pamo Lala
Age	54 years
Qualification	B.E(MachineTool Engg.), Masters in Marketing Management

Past Remuneration:

Salary (monthly) - ₹ 3,25,000, Other allowances (monthly) - ₹ 4,53,053, Joining Bonus (one time) - ₹ 12,00,000, Performance Bonus (one time) - ₹ 25,00,000, retiral benefits (P.F. and Gratuity)

Recognition or awards: None

Job profile and his suitability:

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

Remuneration proposed:

Already given in the Explanatory Statement.

Pecuniary and other relationships:

Except for receiving remuneration as a Managing Director, Mr. Lala 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. Lala'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.

I. Other Information**Reasons of loss or inadequate profits:**

The company currently has profitable operations. The Company has earned a net profit of ₹ 3013.39 Lakhs during the year 2022-23 as compared to net profit of ₹ 155.05 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on it's obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2023, the remuneration payable to the said directors is within the permissible limits of the said section, however, the Company in spirit of good compliance has decided to take approval of shareholders through Special Resolution, as recommended.

Steps taken or proposed to be taken for improvement

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

Expected increase in productivity and profits in measurable terms

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

II. Disclosures**Information on the remuneration package of the managerial personnel:**

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

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

The details of remuneration have been mentioned in Explanatory Statement;

Service contracts, notice period, severance fees -

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

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

Memorandum of Interest:

Except Mr. Lala, seeking revision in his remuneration, 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. 6.

Item No. 7

At the Extra-Ordinary General Meeting of the Company held on 15th February, 2022, Mr. Anil Somshekar Karnad was appointed as a Whole-time Director on the Board w.e.f. 1st December, 2021 for a period of two years i.e. upto 30th November, 2023. Since, the tenure of appointment of Mr. Anil Somshekar Karnad shall end on 30th November, 2023, the Board of Directors on the recommendation of Nomination and Remuneration Committee has approved the extension of the tenure of appointment of Mr. Anil Somshekar Karnad, Whole Time Director – Operations upto 31st March, 2025 along with following revision in his terms of remuneration.

Revised Remuneration

Salary (Basic): ₹ 3,90,000 /- (Rupees Three Lacs Ninety Thousand Only) per month with such revision as the Board may approve from time to time.

Performance Bonus: Whole Time Director (operations) is entitled to annual variable performance bonus upto ₹ 20,00,000/- (Rupees Twenty Lacs only) which will be payable subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

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

HRA: Whole Time Director (operations) will be paid House Rent Allowance @ ₹ 80,000 /- monthly.

Medical Allowance: Family medical insurance coverage will be provided by the Company to Whole Time Director as per the scheme applicable to the senior executive staff of the Company.

Leave Travel Allowance (LTA): The Whole Time Director will be entitled to Leave Travel Allowance (LTA) per year of ₹ 1,44,000/-.

Other Allowances: A special pay of ₹ 40,000 /- (Rupees Forty Thousand only) per month.

In the event of inadequacy of profits or no profits, the Company will pay the above remuneration as minimum remuneration to Mr. Anil Somshekar Karnad subject to limits laid down under Section 197, Schedule V and all other applicable provisions of the Act, as amended from time to time.

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

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

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Somshekar Karnad is concerned or interested, financial or otherwise, in the resolution set out at Item no. 7.

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, 2023)

Particulars	₹ In Lacs
Sales and other Income	23,618.91
Gross Profit before interest, finance charges and depreciation	4,933.12
Interest & Finance Charges	791.58
Depreciation	265.00
Profit before Tax	3,876.54
Exceptional Items	-
Tax Expenses	863.15
Profit after Tax	3,013.39

Export Performance and net foreign exchange earnings:

	Foreign Exchange Earnings ₹ Crores
2022 – 2023	32.72
2021 – 2022	16.11
2020 – 2021	10.27

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 2022-23	- Nil
Investment in Share Capital by Foreign Companies	- Nil

II. Information about the appointee / director :

Background Details	
Name of Director	Mr. Anil Somshekar Karnad
Age	58 years
Qualification	B.E (Mech.)

Past remuneration:

Salary (monthly) - ₹ 3,10,000, Other allowances (monthly) - ₹ 1,20,950, Fixed Bonus (monthly) - ₹ 1,00,000, Performance Bonus (one time) - ₹ 15,00,000, retiral benefits (P.F. and Gratuity)

Job profile and his suitability:

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

Recognition or awards:

Nil

Job profile and his suitability:

He has completed B.E. (Mech.) from Mumbai University.

Mr. Karnad has a varied and diverse experience and expertise in sectors such as oil & gas, fertilizers, power and chemicals, responsible for all verticals of deliveries, including Production, Quality, Engineering, Procurement, Subcontracting, Site Erection & Commissioning and Personnel.

Remuneration proposed :

As prescribed above in the Explanatory Statement.

Pecuniary and other relationships:

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

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

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

III. Other Information**Reasons of loss or inadequate profits:**

The company currently has profitable operations. The Company has earned a net profit of ₹ 3013.39 Lakhs during the year 2022-23 as compared to net profit of ₹ 155.05 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on it's obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2023, the remuneration payable to the said directors is within the permissible limits of the said section, however, the Company in spirit of good compliance has decided to take approval of shareholders through Special Resolution, as recommended.

Steps taken or proposed to be taken for improvement

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

Expected increase in productivity and profits in measurable terms

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

IV. Disclosures

Information on the remuneration package of the managerial personnel:

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

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

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

Service contracts, notice period, severance fees -

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

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

Memorandum of Interest:

Except Mr. Karnad, seeking revision in his remuneration and extension of his tenure, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

By Order of the Board of Directors

Arvind Bajoria

Company Secretary

Kolkata

4th August, 2023

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