



KILBURN ENGINEERING LTD.

CIN : L24232WB1987PLC042956

Regd. Office: Unit No. 1901, 19th Floor, Biowonder - Block A, 789, Anandapur, Kolkata – 700 107

TEL: 033-6904 5700

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

NOTICE OF POSTAL BALLOT

NOTICE is hereby given to the Members of Kilburn Engineering Limited ('the Company'), that, pursuant to and in compliance with Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 and Rule 22 of the Companies (Management & Administration) Rules, 2014 ('the Rules') read with the General Circular No. 9/2024 dated September 19, 2024 issued by the Ministry of Corporate Affairs ('MCA'), in continuation to the circulars issued earlier in this regard ('MCA Circulars'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('Listing Regulations'), the Secretarial Standard-2 on General Meetings ('SS-2') and other applicable provisions of the Act and Rules issued thereunder and Listing Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), that the special resolutions appended below, are proposed for consideration by the members of the Company for passing by means of postal ballot ("the Postal Ballot") by voting through electronic means only:

Sr No	Particulars
1.	Special Resolution: Re-appointment of Mr. Ranjit Pamo Lala (DIN: 07266678) as the Managing Director for a period of two years.
2.	Special Resolution: Re-appointment of Mr. Anil Somshekar Karnad (DIN: 07551892) as the Whole Time Director (Operations) of the Company for a period of two years.
3.	Special Resolution: Appointment of Mr. Shishir Joshipura (DIN: 00574970) as an Independent Director for a first term of five consecutive years.

SPECIAL BUSINESS

ITEM NO. 1 - RE-APPOINTMENT OF MR. RANJIT PAMO LALA (DIN: 07266678) AS THE MANAGING DIRECTOR FOR A PERIOD OF TWO YEARS.

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

"RESOLVED THAT pursuant to Sections 152, 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations')(including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

and the provisions of the Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to re-appoint Mr. Ranjit Pamo Lala (DIN: 07266678) as Managing Director of the Company for a period of 2 (Two) years effective from 15th May, 2025 and his remuneration be revised w.e.f. 01st April, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

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

RESOLVED FURTHER THAT the Directors, 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, Stock Exchanges and other authorities.”

ITEM NO. 2 - RE-APPOINTMENT OF MR. ANIL SOMSHEKAR KARNAD (DIN: 07551892) AS THE WHOLE TIME DIRECTOR (OPERATIONS) OF THE COMPANY FOR A PERIOD OF TWO YEARS.

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

“RESOLVED THAT pursuant to Sections 152, 196, 197, 198, 203 and other applicable provisions if any, of the Companies Act, 2013 (‘Act’) read with Schedule V of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the provisions of the Articles of Association of the Company and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from time to time and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to re-appoint Mr. Anil Somshekar Karnad (DIN: 07551892) as Whole Time Director (Operations) of the Company for a period of 2 (Two) years effective from 01st April, 2025 at a revised remuneration w.e.f. 01st April, 2025 on the terms and conditions as set out in the Explanatory Statement annexed to this Notice.

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

RESOLVED FURTHER THAT the Directors, 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, Stock Exchanges and other authorities.”

ITEM NO. 3 - APPOINTMENT OF MR. SHISHIR JOSHIPURA (DIN: 00574970) AS AN INDEPENDENT DIRECTOR FOR A FIRST TERM OF FIVE CONSECUTIVE YEARS

“RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualification of Directors) Rules, 2014 and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-

enactment(s) thereof for the time being in force], and the provisions of the Articles of Association of the Company and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the approval of the Members be and is hereby accorded to appoint Mr. Shishir Joshipura (DIN : 00574970), who was appointed by the Board of Directors as an Additional Director (in the capacity of Independent Director) of the Company with effect from 07th February, 2025, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of an Independent Director, as an Independent Director, not liable to retire by rotation, to hold office for a first term of 5 (five) consecutive years commencing from 07th February, 2025 to 06th February, 2030 (both days inclusive).

RESOLVED FURTHER THAT the Directors, 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, Stock Exchanges and other authorities.”

By Order of the Board

Arvind Bajoria

Company Secretary

(Membership Number: ACS 15390)

Kolkata

February 10, 2025

Notes:

The Explanatory Statement pursuant to Section 102 read with Section 110 of the Act setting out the material facts and reasons for the proposed Resolutions, considered to be urgent in nature, to be transacted by postal ballot and remote e-Voting is appended herein below and forms a part of the Notice. Members are requested to peruse the proposed resolutions, along with the Explanatory Statement, and thereafter record their assent or dissent through the remote e- Voting facility provided by the Company.

The relevant document referred to in the accompanying Notice of Postal Ballot and the Explanatory Statement shall be open for inspection electronically, during business hours on all working days, until the last date of the Remote e-Voting, basis the request of the Member(s) being sent on cs@kilburnengg.com mentioning their name, Folio no./Client ID and DP ID and the name of the document, with a self-attested copy of their PAN Card attached to the e-mail.

In line with the MCA Circulars, this Notice of Postal Ballot is being sent to the Members whose names appear in the Register of Members/List of Beneficial Owners as on Friday, March 21st, 2025, and whose e-mail addresses are registered with the Company/the Registrar and Transfer Agent (RTA), Maheshwari Datamatics Private Limited/the Depositories/Depository Participants via electronic mode only. Physical copies of the Notice of Postal Ballot along with Postal Ballot Forms and pre- paid business envelopes are not being sent to the Members who have not registered their e-mail address with the Company/RTA or the Depository Participant(s). Members are requested to provide their assent or dissent through Remote e-Voting only.

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, March, 21st, 2025, being the cut-off date, are entitled to vote on the Resolution(s) set forth in this Notice of Postal Ballot and are requested to refer to the Notice of Postal Ballot and the detailed instructions on the manner of casting vote given therein. A person who is not a Member as on the cut-off date should treat this Notice of Postal Ballot for information purpose only.

The Notice of Postal Ballot has been uploaded on the website of the Company at www.kilburnengg.com. The Notice of Postal Ballot can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and The Calcutta Stock Exchange Limited at www.cse-india.com. The Notice of Postal Ballot is also available on the website of CDSL, i.e. www.evotingindia.com.

In terms of Section 108 and Section 110 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-Voting facilities for Members to exercise their right to vote on the resolutions proposed, through remote e-Voting system. For this purpose, the Company has engaged the services of Central Depository Services (India) Limited (CDSL), as the authorized agency for providing the said facilities of the remote e-Voting.

The remote e-Voting period begins on **Thursday, 27th March, 2025 at 9.00 A.M. and ends on Friday, 25th, April, 2025 at 5.00 P.M.** The remote e-Voting module shall be disabled by CDSL for voting thereafter.

The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on Friday, March 21st, 2025, being the cut-off date fixed for the purpose. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote.

Mr. A. K. Labh, Practicing Company Secretary (FCS 4848 / COP 3238) has been appointed to act as the Scrutinizer, for conducting the Postal Ballot process, in a fair and transparent manner.

The Scrutinizer shall after the conclusion of the remote e-Voting, unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not

later than two working days of the conclusion of the Postal Ballot, a Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Board of Directors of the Company or an authorised person, who shall countersign the same and declare the results of the voting forthwith.

Resolutions passed by Members through Postal Ballot are deemed to have been passed at a General Meeting of the Members of the Company. The Resolution, if passed by requisite majority by Postal Ballot through remote e-Voting system shall be deemed to have been passed on the last date of voting, i.e. Friday, 25th, April 2025.

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 immediately after the declaration of results and also be forwarded to the Stock Exchanges where the shares of the Company are listed and also be displayed on the Notice Board of the Company at its Registered Office.

Instructions for Remote e-Voting

Process to vote electronically using CDSL / NSDL e-Voting system:

The way to vote electronically on CDSL e-Voting system consists of “Two Steps” which are mentioned below:

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

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

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

A) Login method for e-Voting and joining virtual Meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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 e-mail ID in their demat accounts in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The 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. 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/myeasi/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 or click on https://evoting.cdslindia.com/Evoting/EvotingLogin 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>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<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.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities and linking PAN with Aadhaar vide its circulars dated March 16, 2023, and November 17, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA Maheshwari Datamatics Private Limited at mdpldc@yahoo.com. The forms for updating the same are available at www.kilburnengg.com

Members holding shares in electronic form are requested to submit their PAN to their depository participant(s)

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
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

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

- (i) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on "Shareholders" module.
 - 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ol style="list-style-type: none"> 1. 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	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as

Bank Details OR Date of Birth (DOB)	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.
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- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.

- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory 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; aklabhcs@gmail.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 mdpldc@yahoo.com; cs@kilburnengg.com.
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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 at toll free no. 1800 22 55 33.

The details relating to the Director proposed to be appointed / re-appointed, as required to be provided in terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard (SS-2) issued by the Institute of Company Secretaries of India, are as below :

Name of Director	Mr. Ranjit Pamo Lala	Mr. Anil Somshekar Karnad	Mr. Shishir Joshipura
DIN	07266678	07551892	00574970
Category	Executive Director	Executive Director	Non - Executive Independent Director
Date of Birth and Age	11/10/1967 (57 years)	14/11/1965 (59 Years)	22/01/1962 (63 years)
Date of first Appointment on the Board	15/05/2022	01/12/2021	07/02/2025
Qualifications	B.E. and Masters in Marketing Management	B.E. (Prod. Engg.)	Mechanical Engineer from BITS Pilani with an Advanced Management Program (AMP) from Harvard Business School
Shareholding in the Company	Nil	Nil	Nil
Brief Resume and experience and expertise in specific functional area	<p>Mr. Ranjit Lala is responsible for overall management of the Company.</p> <p>He has completed B.E. and Masters in Marketing Management. Additionally he has attended various management and leadership programs at prestigious management institutes.</p> <p>Mr. Lala has over 36 years of experience in corporate management in engineering companies in various positions. During his last position as Managing Director of Aerzen Machines India Pvt. Limited, he was responsible for the operational management of the Company and was the Managing Director of the Company for approx. seven years, exercising the duties as required for the overall management and growth of the company and setting up new factory</p>	<p>Mr. Anil Somshekar Karnad is responsible for the overall operational management of the Company.</p> <p>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.</p>	<p>Mr. Shishir Joshipura is the CEO and Managing Director of Praj Industries, an India headquartered Global industrial biotechnology leader, offering sustainable solutions for Energy Transition and Climate Action. A Mechanical Engineer from BITS Pilani with an Advanced Management Program (AMP) from Harvard Business School, Shishir joined Praj Industries in 2018 after serving as CEO of SKF India between 2009-2018. Shishir joined Thermax as a GET in 1983 and worked till 2009. Mr. Joshipura has a unique experience managing boards of an MNC subsidiary and Indian entrepreneur-owned publicly quoted enterprises in India. His business experience includes Business management of high technology, market leader & publicly quoted company with a global footprint in capital equipment and Bioenergy. Mr. Joshipura has actively managed Business management at the CEO level for a publicly quoted Indian subsidiary of a Multinational serving industrial and Automotive segments and as business head for the Energy and environmental solutions business of a market leader (Projects and services in the field of alternative and conventional energy generation for industrial and commercial applications.) with responsibility for global business management with international multi-location manufacturing.</p>
Terms and conditions of appointment / re-appointment	Re-appointment as Managing Director, not liable to retire by rotation, for a period of two years from May 15, 2025 to May 14, 2027.	Re-appointment as Whole -Time Director (Operations), not liable to retire by rotation, for a period of two years from April 1, 2025 to March 31, 2027.	Appointment as an Independent Director, not liable to retire by rotation, for a first term of five consecutive years from February 07, 2025 to February 06, 2030.
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Not Applicable	Not Applicable	Mr. Joshipura fulfils the conditions specified in the Act, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 16 (1) (b) of the Listing Regulations for his appointment as an Independent Director of the Company, is independent of the

			management and possesses appropriate skills, experience and knowledge as mentioned in his profile above and as recommended by NRC and Board.
Remuneration last drawn	As per the details provided in the Explanatory Statement	As per the details provided in the Explanatory Statement	Not Applicable
Number of Meetings of the Board attended during the FY 2024-25	7	7	Not Applicable
Remuneration proposed to be paid	As per the details provided in the Explanatory Statement	As per the details provided in the Explanatory Statement	Sitting fees for attending meetings of the Board and its committees
Names of listed entities in which the person holds directorships	Nil	Nil	Praj Industries Limited
Directorships held in other Companies	1. M.E Energy Private Limited 2. Monga Strayfield Private Limited	M.E Energy Private Limited	1. Praj Genx Limited 2. Praj Hipurity Systems Limited 3. Praj Engineering & Infra Limited
Particulars of Committee Chairmanship / Membership held in other Companies	Nil	Nil	Nil
Listed Companies from which director has resigned in the last three years	Nil	Nil	Nil
Relationship with other directors / KMPs	Nil	Nil	Nil

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

Item No. 1:

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 (DIN:07266678) as the Managing Director on the Board of the Company w.e.f. 15th May, 2022 for a period of 3 years. The present term of Mr. Lala is upto 14th May, 2025. Considering his valuable expert contribution to the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors has approved re-appointment of Mr. Lala as Managing Director for a further period of 2 (two) years commencing from 15th May, 2025 to 14th May, 2027 (both days inclusive), subject to the approval of members.

Further, based on the recommendation of NRC and Board of Directors, the Members had approved the revision of Mr. Lala’s remuneration w.e.f. 01st April, 2024 at the Annual General Meeting held on 20th September, 2024. Considering his continued valuable expert contribution to the Company and based on the recommendation of NRC, the Board of Directors has approved the revision in Mr. Lala’s remuneration w.e.f. 1st April, 2025, subject to the approval of the members.

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

Salary (Basic): Rs. 6,27,000 /- (Rupees Six Lakhs Twenty Seven 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 Rs. 30,00,000/- (Rupees Thirty Lakhs 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.

Perquisites:

HRA: Managing Director will be paid House Rent Allowance of Rs. 3,44,850 /- (Rupees Three Lakhs Forty Four Thousand and Eight Hundred and Fifty only) per month.

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

Other Allowances: A special pay of Rs. 80,794 /- (Rupees Eighty Thousand Seven Hundred and Ninety Four only) per month.

Retiral Benefits: Contribution to the Company's Provident Fund in accordance with applicable rules and regulations.

Gratuity shall not exceed half a month's salary for each completed year of service, irrespective of his tenure of service.

Leave: The Managing Director will be entitled to leave on full pay, perquisites and allowances as following

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

Sick Leave: On actual basis.

Leave Encashment: The Managing Director will be entitled to 30 days' leave per annum for each completed year of service, which may be accumulated upto a maximum of 480 days and encashed as per basic salary received at the end of tenure.

Sitting Fees: The Managing Director shall not be entitled to any Sitting Fees for attending the meetings of Board of Directors of the Company or Committees thereof.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Managing Director shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

In accordance with Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to seek approval of its Members for the re-appointment of a person to the Board at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through postal ballot for the re-appointment of Mr. Lala as Managing Director of the Company.

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 is placed for the approval of the members.

The necessary information/disclosure in compliance with Schedule V relating to Mr. Ranjit Pamo Lala has been provided in a separate section of this Notice.

The Board recommends the resolution set out at Item no. 1 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. 1.

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, 2024)

Particulars	Rs. In Lakhs
Sales and other Income	29658.72
Gross Profit before interest, finance charges and depreciation	6824.14
Interest & Finance Charges	944.48
Depreciation	331.23
Profit before Tax	5548.43
Exceptional Items	-
Tax Expenses	1581.41
Profit after Tax	3967.02

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

Background Details	
Name of Director	Mr. Ranjit Pamo Lala
Age	57 years
Qualification	B.E (Machine Tool Engg.), Masters in Marketing Management

Past remuneration during the financial year ended 31st March, 2025: Salary (monthly) – Rs. 5,70,000, HRA (monthly) Rs. 3,13,500, Other allowances (monthly) – Rs. 73,613, Medical Allowance (monthly) - Rs. 1,250, Performance Bonus (one time) – Rs. 30,00,000, retiral benefits (P.F. and Gratuity), Medical insurance cover as per Company policy.

Recognition or awards : Nil

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

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.

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.

III. Other Information

Reasons of loss or inadequate profits:

The company currently has profitable operations. The Company has earned a net profit of Rs. 3967.02 Lakhs during the year 2023-24 as compared to net profit of Rs. 3013.39 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on its obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2024, 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 re-appointment are placed before the shareholders.

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

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

Service contracts, notice period, severance fees – The contract for re-appointment of Managing Director is for two years ending on 14th May, 2027 and can be terminated with a notice of three months, no severance fees is payable on termination of appointment.

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

Memorandum of Interest: Except Mr. Lala, 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. 1.

ITEM NO. 2

At the Extra-Ordinary General Meeting of the Company held on 15th February, 2022, Mr. Anil Somshekar Karnad (DIN:07551892) 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, which was further extended upto 31st March, 2025. Considering his valuable expert contribution to the Company and based on the recommendation of the Nomination and Remuneration Committee (“NRC”), the Board of Directors has approved the re-appointment of Mr. Karnad, Whole Time Director (Operations) w.e.f. 1st April, 2025 for a further period of 2 years commencing from 01st April, 2025 to 31st March, 2027 (both days inclusive), subject to the approval of members.

Further, based on the recommendation of NRC and Board of Directors, the Members had approved the revision of Mr. Karnad’s remuneration w.e.f. 01st April, 2024 at the Annual General Meeting held on 20th September, 2024. Considering his valuable expert contribution to the Company and based on the recommendation of NRC, the Board of Directors has approved the revision in Mr. Karnad’s remuneration w.e.f. 1st April, 2025, subject to the approval of the members.

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

Salary (Basic): Rs. 4,93,350 /- (Rupees Four Lakhs Ninety Three Thousand Three Hundred and Fifty Only) per month with such revision as the Board may approve from time to time.

Fixed Bonus: Rs. 1,26,500 /- (Rupees One Lakh Twenty-Six Thousand and Five Hundred Only) per month.

Performance Bonus: Whole Time Director (Operations) is entitled to annual variable performance bonus upto Rs. 20,00,000/- (Rupees Twenty Lakhs 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.

Perquisites:

HRA: Whole Time Director (Operations) will be paid House Rent Allowance of Rs. 1,01,200 /- (Rupees One Lakh One Thousand and Two Hundred only) per month.

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

Leave Travel Allowance (LTA): The Whole Time Director will be entitled to Leave Travel Allowance (LTA) per year

of Rs. 1,82,160/- (Rupees One Lakh Eighty-Two Thousand One Hundred Sixty only).

Other Allowances: A special pay of Rs. 50,600 /- (Rupees Fifty Thousand Six Hundred only) per month.

Retiral Benefits: Contribution to the Company's Provident Fund in accordance with applicable rules and regulations.

Gratuity shall not exceed half a month's salary for each completed year of service, irrespective of his tenure of service.

Leave: The Whole Time Director (Operations) will be entitled to leave on full pay, perquisites and allowances as following

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

Sick Leave: On actual basis.

Leave Encashment: The Whole Time Director (Operations) will be entitled to 30 days' leave per annum for each completed year of service, which may be accumulated upto a maximum of 480 days and encashed as per basic salary received at the end of tenure.

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

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Whole Time Director (Operations) shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Act read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

In accordance with Regulation 17(1C) of the SEBI Listing Regulations, the Company is required to seek approval of its Members for the re-appointment of a person to the Board at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through postal ballot for the re-appointment of Mr. Karnad as a Whole-Time Director - Operations of the Company.

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

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

The Board recommends the resolution set out at Item no. 2 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. 2.

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, 2024)

Particulars	Rs. In Lakhs
Sales and other Income	29658.72
Gross Profit before interest, finance charges and depreciation	6824.14
Interest & Finance Charges	944.48
Depreciation	331.23
Profit before Tax	5548.43
Exceptional Items	-
Tax Expenses	1581.41
Profit after Tax	3967.02
Foreign Investments or collaborators, if any:	Foreign Collaborators are as following : i. M/s. Nara Machinery Co. Ltd. (Japan)

II. Information about the appointee / director :

Background Details	
Name of Director	Mr. Anil Somshekar Karnad
Age	59 years
Qualification	B.E (Mech.)

Past remuneration during the financial year ended 31st March, 2024: Salary (monthly) Rs. 4,48,500, HRA (monthly): Rs. 92,000, Medical Allowance (monthly) - Rs. 1,250, LTA (annually) : Rs. 1,65,600, Other allowances (monthly) Rs. 46,000, Fixed Bonus (monthly) : Rs. 2,15,000, Performance Bonus (one time) – Rs. 20,00,000, retiral benefits (P.F. and Gratuity), Medical insurance cover as per Company policy.

Job profile and his suitability:

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

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

Recognition or awards: Nil

Remuneration proposed : As prescribed above in the Explanatory Statement.

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

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

Pecuniary and other relationships:

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

III. Other Information

Reasons of loss or inadequate profits:

The company currently has profitable operations. The Company has earned a net profit of Rs. 3967.02 Lakhs during the year 2023-24 as compared to net profit of Rs. 3013.39 Lakhs in the previous year. The Company's operations are on a strong footing from a market perspective and is expected to maintain high operating margins in the forthcoming years, barring unforeseen circumstances and business exigencies. The Company is confident that it will be able to capture growth, riding on its obvious strengths of premium quality offering, brand and the overall demand.

In terms of the net profits of the company calculated as per the provisions of Section 198 of the Act, for the financial year ended 31st March, 2024, 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 is placed before the shareholders.

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

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

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

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

Memorandum of Interest:

Except Mr. Karnad, seeking revision in his remuneration and extension of his tenure, none of the Directors and

Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 2.

ITEM NO. 3

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("Act"), and other applicable provisions and based on the recommendation of Nomination and Remuneration Committee ("NRC"), the Board of Directors of the Company Vide Circular Resolution dated 7th February, 2025 has approved the appointment of Mr. Shishir Joshipura (DIN: 00574970) as an Additional Director in the capacity of Independent Director, not liable to retire by rotation, for a first term of 5 (five) consecutive years commencing from 07th February, 2025 to 06th February, 2030 (both days inclusive), subject to the approval of members.

In accordance with Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Company is required to seek approval of its Members for the appointment of a person to the Board at the next general meeting or within three months from the date of appointment, whichever is earlier. Accordingly, the approval of the Members is being sought through postal ballot for the appointment of Mr. Joshipura as an Independent Director of the Company.

The profile and specific areas of expertise of Mr. Shishir Joshipura and other relevant information as required under the SEBI Listing Regulations are provided as Annexure to this Notice.

Based on the skills, competence and expertise in understanding of business dynamics and experience in guiding and leading management teams, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the appointment of Mr. Shishir Joshipura would be beneficial to the Company.

The Company has received notice under Section 160(1) of the Act proposing his candidature for the office of the Director of the Company. The Company has received from Mr. Joshipura (i) consent to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('Rules'); (ii) Intimation in Form DIR-8 in terms of the Rules to the effect that he is not disqualified under the provisions of Section 164(2) of the Act; (iii) Declaration to the effect that he meets the criteria of independence provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations; (iv) Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties and (v) Declaration pursuant to BSE Circular No. LIST/COMP/14/2018-19, that he has not been debarred from holding office of a Director by virtue of any order passed by Securities and Exchange Board of India or any other such authority. Mr. Joshipura has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Rules, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Shishir Joshipura is a person of integrity and fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the SEBI Listing Regulations, each as amended, and is independent of the Management of the Company.

The terms and conditions of appointment of Mr. Joshipura are available for inspection by the Members at the Registered Office of the Company during business hours on all working days, until the last date of remote e-voting. The said terms and conditions are also available on the website of the Company at www.kilburnengg.com.

In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of SEBI Listing Regulations, the approval of Members is sought for the appointment of Mr. Joshipura as Non-Executive Independent Director of the Company, by way of Special Resolution as set out above. The Board recommends the Special Resolution as set out at Item No. 3 of the Notice for approval of the Members.

None of the directors and Key Managerial Personnel of the Company and their relatives except Mr. Shishir Joshipura is concerned or interested, financial or otherwise, in the resolution set out at Item no. 3.

By Order of the Board

Kolkata
February 10, 2025

Arvind Bajoria
Company Secretary
(Membership Number: ACS 15390)