

Ref : KEL/ BSE-CSE / 21 – 22/ EGM

24th January , 2022

To,
The Corporate Relationship Department,
BSE Limited,
24th Floor, P.J. Tower
Dalal Street, Fort,
Mumbai-400 001.

Scrip Code: BSE 522101

To,
The Secretary,
The Calcutta Stock Exchange Ltd.,
7 , Lyons Range,
Kolkata – 700 001.

Scrip Code : CSE 21022

**Sub: Notice of 01/2021-22 - Extra-Ordinary General Meeting (EGM) to be held on
15th February, 2022 at 11:00 A.M. through VC / OAVM**

Dear Sir / Madam

We submit herewith the notice of 01/2021-22 - EGM to be held on Tuesday, 15th February, 2022 at 11.00 a.m. through Video Conferencing / Other Audio Visual Means (VC/OAVM). In compliance with General Circular numbers 14/2020, 17 /2020, 22/2020, 33/2020, 39/2020, 10/2021 and 20/2021 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as 'Circulars'), companies are allowed to hold EGMs through VC, without the physical presence of members at a common venue. Hence, the EGM of the Company is being held through VC to transact the business as set forth in the Notice of EGM, attached herewith.

The Company is offering remote E-voting facility to its members holding equity shares on cut-off date of 8th February, 2022, through CDSL from 11th February, 2022 (10:00 A.M.) to 14th February, 2022 (5:00 P.M.).

Notice of EGM has been mailed to the shareholders at their registered e-mail address on 24th January, 2022. Notice of EGM is being submitted herewith and the same has been uploaded on website of CDSL (www.evotingindia.com) and website of Company at (KEL-EGM-Notice-Final-12-02-2022.pdf) (kilburnengg.com)

Thanking You,

Yours faithfully,

For Kilburn Engineering Limited

Arvind Bajoria

Company Secretary
& DGM (Costing)
(M. no. ACS : 15390)

Encl : Notice of EGM (inclusive of instructions for E-voting and online participation in EGM.



KILBURN ENGINEERING LTD.

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 EXTRA-ORDINARY GENERAL MEETING

NOTICE is hereby given that 1/2021-22 - Extra-ordinary General Meeting (EGM) of the members of Kilburn Engineering Limited (the "Company") will be held on Tuesday, 15th February, 2022 at 11:00 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following special businesses:

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

1. Approval for the appointment of Mr. Anil Somshekar Karnad as a Director of the Company and the terms and conditions of his appointment as Whole Time Director (operations) - as a Special Resolution

"RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr. Anil Somshekar Karnad (holding DIN: 07551892), who was appointed as an Additional Director of the Company, w.e.f. December 1, 2021 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 signifying the intention to propose the candidature of Mr. Anil Somshekar Karnad as a Director of the Company, be and is hereby appointed as a Director of the Company.

"RESOLVED FURTHER THAT consent of the Members be and is hereby accorded to the appointment of Mr. Anil Somshekar Karnad (holding DIN: 07551892) as Whole Time Director (operations) of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and / or subject to such approvals as necessary, for a period of two years with effect from December 1, 2021, upto 30th November, 2023 upon the terms and conditions including remuneration as approved by the Board of Directors on the recommendation of the Nomination and Remuneration Committee and as set out in the Explanatory Statement in respect of this item of business, attached herewith."

"RESOLVED FURTHER THAT 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."

2. Alteration of capital clause in the Memorandum of Association - as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 13 of the Companies Act, 2013 read with other applicable provisions, if any, of the Companies Act, 2013 (including any amendments there to or re-enactment thereof) and the rules framed thereunder, the consent of the Members of the Company be and is hereby accorded to alter the Capital Clause of the Memorandum of Association of the Company from ₹ 56,00,00,000/- (Rupees Fifty Six Crores only) divided into 3,05,00,000 (Three Crore Five Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 2,55,00,000 (Two Crore Fifty Five Lakhs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each to ₹ 56,00,00,000/- (Rupees Fifty Six Crores only) divided into 4,05,00,000 (Four Crore Five Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 1,55,00,000 (One Crore Fifty Five Lakhs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each by re-classifying unissued 1,00,00,000 Redeemable Preference Shares of ₹ 10/- (Rupees Ten only) each to 1,00,00,000 equity shares of ₹ 10/- (Rupees Ten only) each:

RESOLVED FURTHER THAT the existing Capital Clause (Clause V) of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

"The Authorised Share Capital of the Company is ₹ 56,00,00,000/- (Rupees Fifty Six Crores only) divided into 4,05,00,000 (Four Crore Five Lakhs) equity shares of ₹ 10/- (Rupees Ten) each and 1,55,00,000 (One Crore Fifty Five Lakhs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Company in General Meeting at the time of issue. The Company has and shall always have power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or

abrogate any rights, privileges or conditions, attached to any, class of shares in such manner as may for the time being be provided by regulations of the Company."

RESOLVED FURTHER THAT any of the Directors of the Company and the Company Secretary be and are hereby severally authorised to do all such acts, deeds, matters and things as may be deemed necessary and/or expedient to give effect to this resolution."

3. Issue of Equity Shares on Preferential Allotment Basis - as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Sections 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("Listing Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India ("SEBI"), from stock exchanges where the shares of the Company are listed and any other applicable authorities ("Applicable Authorities") and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 44,02,826 (Forty Four Lacs two thousand eight hundred and twenty six) equity shares of face value of ₹ 10/ (Rupees Ten only) per share at a premium of up to ₹ 24/- (Rupees Twenty Four only) per share which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, for cash consideration to following "Proposed Allottees" aggregating to amount up to ₹ 14,96,96,084 (Rupees Fourteen Crore Ninety Six Lacs Ninety Six Thousand and eighty four only) under Public Category by way of preferential allotment on a private placement basis, in accordance with the ICDR Regulations and other applicable laws."

Sr. no.	Name and PAN of Proposed Allottees	Address	No. of shares proposed to be allotted
1	Salarpuria Investment Pvt. Limited PAN : AADCS8270J	7, Chittaranjan Avenue, 3 rd Floor, Kolkata - 700 072	1,47,058
2	Khivraj Motors Pvt. Limited PAN : AAACK2572Q	617, Anna Salai, Chennai – 600 006	6,00,000
3.	Viswadham Commodities LLP PAN : AAMFV8767F	17/1, Lansdowne Terrace, Kolkata – 700 026	2,94,117
4.	Veer Multicomplex LLP PAN : AAPFV5098Q	Arihant Enclave, 493B/ 57A, G.T. Road, Block – A-5, GR. Floor, Shibpur, Howrah – 711102	1,00,000
5.	Aamara Capital Private Limited PAN : AABCV0993P	B wing / 302, Naman Midtown, Senapati Bapat Marg, Elphinstone (W), Mumbai – 400 013	10,29,300
6.	Swaran Financial Pvt. Limited PAN : AAECs4024R	24/ 26, Hemanta Basu Sarani, 5 th Floor, Room no. 507, Kolkata – 700001	5,00,000
7.	Chirag D. Parekh PAN : AFZPP8938G	2nd Floor, Nawaz Court, KEMPS Corner, 128, Chambala Hills, Mumbai – 400026	8,50,000
8.	Tusk Investment Limited PAN : AACCI0480R	Apartment 22, Jassal House, no. 4A, Auckland Square, Kolkata – 700 017	2,94,117
9.	Aditya Agarwalla Family Trust PAN : AAFTA8139F	Flat – 12B, Hiland Sapphire, 13/2, Ballygunge Park Road, Kolkata – 700 019	2,94,117
10.	Girdhar Tracom Private Limited PAN : AACCG1735D	6A Elgin Road, Floor 2, Bhowanipore, Kolkata - 700020	2,94,117
	Total		44,02,826

"RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the "Relevant Date" for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 14th January 2022, being the date 30 (thirty) days prior to the date of EGM."

"RESOLVED FURTHER THAT this special resolution shall be deemed to be passed only if the votes cast by the shareholders in the 'public' category in favour of the aforesaid proposal are more than the number of votes cast against it."

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

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

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

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

4. Issue of Convertible Warrants on Preferential Allotment Basis as a Special Resolution :

"RESOLVED THAT pursuant to the provisions of Section 23, 42, 62 and other applicable provisions, if any, of the Companies Act 2013 read with the Companies (Prospectus and Allotment of Securities) Rules 2014 and the Companies (Share Capital and Debentures) Rules 2014 and such others rules and regulations made thereunder, the Memorandum of Association and Articles of Association of the Company and any other rules, regulations, guidelines, notifications, circulars and clarifications issued by the Government of India, and pursuant to other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 as amended from time to time ("Listing Regulations"), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2018, as amended from time to time ("ICDR Regulations"), Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations 2011, to the extent applicable and subject to receipt of other necessary approvals, permissions, sanctions and consents as may be required from the Securities and Exchange Board of India ("SEBI"), from stock exchanges where the shares of the Company are listed and any other applicable authorities ("Applicable Authorities") and subject to such approvals, permissions, sanctions and consents as may be necessary and on such terms and conditions (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be) by any Applicable Authority which may be accepted by the Board and subject to any other alterations, modifications, conditions, corrections, changes variations that may be decided by the Board in its absolute discretion, consent of the Members be and is hereby accorded to the Board to create, offer, issue and allot up to 44,11,764 (Forty Four lacs Eleven Thousand Seven Hundred Sixty Four only) convertible warrants of face value of ₹ 10/(Rupees Ten only) per share at a premium of up to ₹ 24/- (Rupees Twenty Four only) per warrant which is not less than the price determined in accordance with Chapter V of the ICDR Regulations, for cash consideration to following proposed allottees in the promoter group, hereinafter also referred to as the "Proposed Allottees" aggregating to amount up to ₹ 14,99,99,976 (Rupees Fourteen Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred Seventy Six only) under Promoter Category by way of preferential allotment on a private placement basis, in accordance with the ICDR Regulations and other applicable laws."

Sr. no.	Name and PAN of Proposed Allottee	Address	No. of convertible warrants proposed to be allotted
1	Firstview Trading Private Limited PAN : AADCF5697A	Duncan House, 31, Netaji Subhas Road, Kolkata - 700 001	32,35,294
2	Ekta Credit Pvt. Limited PAN : AAACE7167R	Circular Court, 7 th Floor, 8, Acharya J.C. Bose Road, Kolkata - 700 017	5,88,235
3.	Vivaya Enterprises Pvt. Limited PAN : AAICV0983G	Circular Court, 7 th Floor, 8, Acharya J.C. Bose Road, Kolkata - 700 017	5,88,235
	Total		44,11,764

“RESOLVED FURTHER THAT in terms of the provisions of ICDR Regulations, the “Relevant Date” for the purpose of determination of minimum price for the issue and allotment of equity shares as mentioned above shall be 14th January 2022, being the date 30 (thirty) days prior to the date of shareholders’ approval .”

RESOLVED FURTHER THAT this special resolution shall be deemed to be passed only if the votes cast by the shareholders in the ‘public’ category in favour of the aforesaid proposal are more than the number of votes cast against it.”

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

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

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

- Amount payable on Allotment of Warrants shall be 25% of the price per warrant and amount payable before the date of conversion of Warrants into Equity Shares would be 75% of the total consideration.
- The said Warrants shall be issued and allotted by the Company to Promoters and Promoter group within a period of 15 days from the date of passing of this resolution in dematerialized form provided that in case the allotment of the said Warrants is pending on account of pendency of any approval or permission by any regulatory authority or the Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last such approval or permissions.
- The Equity Shares allotted on conversion of the Warrants shall rank pari -passu in all respects (including voting powers and the right to receive dividend), with the existing equity shares of the Company from the date of allotment thereof and shall be subject to the provisions of the Memorandum and Articles of Association of the Company
- The tenure of warrants shall not exceed 18 (eighteen) months from the date of allotment of the warrants.
- The proposed allottee (s) of Warrants shall be entitled to exercise option to convert warrants, in one or more tranches for allotment of one Equity Share of face value of Rs. 10/- (Rupees Ten only) for every warrant, within a period of 18 (eighteen) months from the date of allotment of such warrants.
- In case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within 18 (eighteen) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
- The said Warrants by themselves until exercise of conversion option and Equity Shares allotted, does not give to the Warrant holder any rights with respect to that of the Shareholders of the Company.

- viii. The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be including any modifications thereof.
- ix. The Warrants and the Equity Shares allotted pursuant to exercise of such Warrants shall be subject to a lock-in for such period as specified under applicable provisions of the ICDR Regulations and allotted equity shares shall be listed on the stock exchanges subject to the receipt of necessary permissions and approvals.
- x. The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the LODR Regulations and all other applicable laws, rules and regulation.
- xi. The Company shall allot such Equity Shares as may be required to be issued and allotted upon conversion of the said Warrants and that Equity Shares shall be subject to the provisions of the Articles of Association of the Company and shall rank pari-passu in all respects, including entitlement for dividend, with the existing Equity Shares of the Company.

By Order of the Board of Directors

Kolkata
20th January, 2022

Arvind Bajoria
Company Secretary
Membership No. :15390

Regd. Office :
FOUR MANGO 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. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No.14/2020 dated 8th April, 2020, General Circular Nos. 14/2020 dated 08.04.2020, 17 /2020 dated 13.04.2020, 22/2020 dated 15.06.2020, 33/2020 dated 28.09.2020 and 39/2020 dated 31.12.2020 and 10/2021 dated 23.06.2021 and 20/2021 dated 8th December, 2021 ('**MCA Circulars**') permitted the holding of the EGM through VC/ OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the EGM of the Company is being held through VC / OAVM. The procedure for participating in the meeting through VC/ OAVM is explained at Note No. 10 and thereafter. The venue of the meeting shall be deemed to be the Regd. Office of the Company i.e. Four Mangoe Lane, Surendra Mohan Ghosh Sarani, Kolkata, West Bengal - 700001.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this EGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with.

Accordingly, the facility for appointment of proxies by the Members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. Corporate Members are required to send to the company a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the EGM.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
6. The Company's shares are available in demat mode. The shares of the company can be dematerialized under ISIN : INE338F01015. In terms of SEBI Circular, physical shares cannot be transferred on or after 01.04.2019. Members are requested to dematerialize the shares for operational convenience.

7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 and 8th December, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
8. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
9. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
10. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at www.kilburnengg.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com. The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. www.evotingindia.com.

11. Voting through electronic means

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Kilburn Engineering Limited ("KEL" or "the Company") is offering e-voting facility to its Members in respect of the businesses to be transacted at the ensuing Extra-ordinary 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 Friday, 11th February, 2022 from 10:00 a.m. (1ST) and ends on Monday, 14th February, 2022 up to 5:00p.m. (1ST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday 8th February, 2022 i.e. the cut-off date, may cast their vote electronically. The e- voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/ LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 or joining virtual meeting & voting during the meeting

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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

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

Type of shareholders	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22- 23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.

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

	For Shareholders holding shares in Demat Form other than individual and Physical Form
PAN	Enter your 10 digit alphanumeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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.

	For Shareholders holding shares in Demat Form other than individual and Physical Form
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. 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. 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 EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kilburnengg.com. The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance 10 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at cs@kilburnengg.com. These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the /EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the /EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

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

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N. M. Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

OTHER INFORMATION FOR MEMBERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at cs@kilburnengg.com or mdpldc@yahoo.com or scrutinizeraklabh@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com before 6th February, 2022 without which the vote shall not be treated as valid.
2. In case you have any queries or issues regarding e-voting, please contact the Company or Registrar & Share Transfer Agents or send mail to cs@kilburnengg.com or mdpldc@yahoo.com. You may also send mail to helpdesk.evoting@cdslindia.com or refer to the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in.
3. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company held on the cut-off date of 8th February, 2022
4. The member already cast his/her vote through remote e-voting would not be allowed to cast vote again through e-voting at the EGM. However, he/she can attend the EGM.
5. Mr. A. K. Labh, Practicing Company Secretary (FCS: 4848) of M/s. A.K. Labh & Co., Company Secretaries, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner, whose e-mail address is aklabhcs@gmail.com.
6. The Scrutinizer shall within a period not exceeding 48 hrs from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
7. The Results shall be declared on or after the EGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.kilburnengg.com and on the website of CDSL within two (2) days of passing of the resolutions at the EGM of the Company. On receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Extraordinary General Meeting.

Members holding shares in physical form are requested to notify immediately change of address, transfer, demat, ECS credit request, if any, to the Registrars and Transfer Agents of the Company i.e. M/s Maheshwari Datamatics Pvt. Ltd. at 23, R. N. Mukherjee Road, 5th Floor, Kolkata - 700 001. Tel No.: (033) 2243 5809 / 5029; 2248 2248; Fax No.: (033) 2248 4787; e-mail: mdpldc@yahoo.com shareholders may also note that the Notice of the EGM will be available on the Company's website, www.kilburnengg.com.
8. Members holding shares in demat mode are requested to notify any change in address, Bank Details, ECS Credit request to their respective depository participants and make sure that such changes are recorded by them.
9. The 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.
10. Since the EGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

By Order of the Board of Directors

Kolkata
20th January, 2022

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

Arvind Bajoria
Company Secretary
Membership No. :15390

Particulars of the Directors seeking Appointment in the Extra Ordinary General Meeting, as required pursuant to SEBI (LODR) Regulations, 2015 :

Name of Director	Mr. Anil Karnad
Category	Executive Director
Date of Birth	14/11/1965
Date of Appointment	01/12/2021
Qualification	B.E. (Production) from Mumbai University in 1988
No. of Equity Shares held	Nil
Brief Resume	Mr. Karnad has a varied and diverse experience of over 32 years 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. Mr Karnad has worked extensively in the Gulf countries in his long career. In his last assignment, he was engaged with a preferred local contractor of SABIC, for heavy fabrication at the customers' site. He also had a long stint with Tecnimont and worked with them for customers like PIC (Kuwait), WAFA (Libya), Gasco (Abu Dhabi), Aramco (KSA), GPIC (Bahrein), NFL, OPAL, Hazira LNG Terminal, IOCL and other refinery projects. He had a 7 year stint with MIS at OMAN and UAE as Manager Operations, and 2 years with UDHE in the early part of his career.
Directorships held in other Companies (as on 31-12-2021)	None
Particulars of Committee Chairmanship / Membership held in other Companies	None
Relationship with other Directors and KMPs	None

Explanatory statement pursuant to section 102 of the Companies Act, 2013**Item No. 1**

As per the recommendation of the Nomination and Remuneration Committee, Mr. Anil Somshekar Karnad was appointed as an Additional Director and designated as Whole Time Director (operations) of the Company w.e.f. 1st December, 2021 for a tenure of two years upto 30th November, 2023 by the Board of Directors in their meeting held on 11th November, 2021.

He is entitled to following terms of remuneration :

Salary (Basic): ₹ 3,10,000 /- (Rupees Three Lac Ten Thousand Only) per month with such revision as the Board may approve from time to time in the salary grade of ₹ 1,50,000 – ₹ 4,00,000.

Fixed Bonus: Bonus will be paid @ ₹ 1,00,000/- (Rupees One Lac only) monthly.

Performance Bonus: Whole Time Director is entitled to variable performance bonus, as following :

- ₹ 5,00,000/- (Rupees Five Lac only) will be payable as bonus, if the Company achieves a turnover of ₹ 135 to 140 Crore during a financial year.
- ₹ 1,00,000/- (Rupees One Lac only) will be payable as bonus, for every one crore of turnover above ₹ 140 Crore, subject to a maximum of ₹ 15 Lacs only.

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

Allowances / Perquisites :

HRA: Whole Time Director (Operations) will be paid House Rent Allowance @ ₹ 75,000 /- monthly.

Medical Allowance : Family medical insurance coverage will be provided by the Company to Whole Time Director (Operations) as per the scheme applicable to the senior executive staff of the Company. He will be paid a monthly medical allowance of ₹ 1250/- (Rupees Twelve Hundred Fifty Only.)

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

KILBURN ENGINEERING LTD.

Other Allowances: A special pay of ₹ 32,700 /- (Rupees Thirty Two Thousand Seven Hundred only) per month.

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

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during tenure of his office, the Whole Time Director shall be paid the remuneration as above as minimum remuneration subject to the provisions of Schedule V to the Companies Act, 2013 read with any circulars, notifications laid down by the Ministry of Corporate Affairs from time to time or any modification thereof.

Leave: The Whole Time Director 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 360 days and encashed as per basic salary received at the end of tenure.

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

The Board of Directors at its meeting held on November 11 2021, resolved to appoint Mr. Anil S. Karnad as Whole Time Director (operations) of the Company w.e.f. December 1, 2021 pursuant to the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act and subject to the approval of the shareholders and/ or the Central Government approval as may be necessary.

The aforementioned appointment of Mr. Karnad and the terms as to remuneration requires the approval of the Members. The above terms of remuneration have been approved by the Nomination and Remuneration Committee of the Board in the meeting held on 10th November, 2021.

The Resolution(s) set out in Item No. 1 is accordingly proposed to be passed by way of Special Resolution and the Board recommends the same for approval of the Members.

INFORMATION IN TERMS OF SCHEDULE V TO THE COMPANIES ACT, 2013

I. General Information:

Nature of Industry : Engineering

Date of commencement of commercial production : The Company was incorporated in 1987 and had already commenced production

Financial performance based on given indicators:

(For the year ended March 31, 2021)

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

Export Performance and net foreign exchange earnings:

	Export (FOB value) ₹ Crores	Net Foreign Exchange Earnings ₹ Crores
2020 - 2021	10.10	10.27
2019 - 2020	18.33	25.28
2018 - 2019	23.50	23.89

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

II. Information about the appointee/director

Background Details	
Name of Director	Mr. Anil Somshekar Karnad
Age	56 years
Qualification	B.E (Mech.)

Expertise and Experience in specific functional areas:

Past remuneration:

In his last employment as Vice President (Operations) of Kilburn Engineering Ltd., Mr. Karnad had been receiving Annual Salary @ ₹ 40,00,000/- inclusive of various allowances and perquisites.

Job profile and his suitability:

Mr. Karnad was the Vice President (Operations) of Kilburn Engineering Limited, responsible for the overall operational management of the Company during 2021 - 22. The Board is of the opinion that Mr. Karnad has the requisite qualifications, expertise and experience for the job he is holding.

Remuneration proposed:

Already given in the Explanatory Statement.

Pecuniary and other relationships:

Except for receiving remuneration as a Whole Time Director (operations), Mr. 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. Karnad's proposed remuneration matches his background, proven capabilities and vast experience in Industries. His remuneration is commensurate with the norms in the industry having regard to the size, complexities of this Company and the job responsibilities.

III. Other Information

Reasons of loss or inadequate profits:

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

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

IV. Disclosures

Information on the remuneration package of the managerial personnel:

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

Memorandum of Interest:

Except Mr. Karnad, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 1.

ITEM NO. 2

The present Authorised Share Capital of the Company is ₹ 56,00,00,000/- (Rupees Fifty Six Crore only) divided into 3,05,00,000 (Three Crore Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each and 2,55,00,000 (Two Crore Fifty Five Lacs) Cumulative Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each.

Your Company is proposing issue of additional capital by allotment of equity shares and convertible warrants, and hence it is proposed to re-classify unissued 1,00,00,000 Redeemable Preference Shares of Rs. 10- (Rupees Ten only) each in the authorized share capital to 1,00,00,000 equity shares of ₹10/- (Rupees Ten only) each in the Capital Clause V of the Memorandum of Association of the Company so one crore no. of redeemable preference shares are proposed to be replaced by one crore no. of equity shares in the Capital Clause in the Memorandum of Association of the Company, and the altered capital clause in the Memorandum of Association will be as following below:

"The Authorised Share Capital of the Company is ₹ 56,00,00,000/- (Rupees Fifty Six Crores only) divided into 4,05,00,000 (Four Crore Five Lacs) equity shares of ₹ 10/- (Rupees Ten) each and 1,55,00,000 (One Crore Fifty Five Lacs) Redeemable Preference Shares of ₹ 10/- (Rupees Ten) each with such rights, privileges and conditions attached thereto as may be determined by the Company in General Meeting at the time of issue. The Company has and shall always have power to divide the share capital for the time being, into several classes and to increase or reduce its capital from time to time and to vary, modify or abrogate any rights, privileges or conditions, attached to any, class of shares in such manner as may for the time being be provided by regulations of the Company."

The approval of the Members is sought in terms of Sections 13 and other applicable provisions, if any, of the Act, to alter the Capital Clause of the Memorandum of Association of the Company.

Members are required to note that the draft of the altered Memorandum of Association of the Company shall be made available on the website of the Company (i.e. www.kilburnengg.com), to facilitate online inspection by the Members upto the date of the Extra-Ordinary General Meeting.

The Board is of the opinion that the Resolution at item No. 2 of the accompanying Notice is in the best interest of the Company and its Members and hence, recommends the Resolution for approval by the Members of the Company, by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives are concerned or interested, financial or otherwise, in the resolution set out at Item no. 2, except to the extent of their shareholding, if any, in the Company.

ITEM Nos. 3 and 4

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

The resolutions proposed at item nos. 3 & 4 of the accompanying notice relates to issuance of equity shares and convertible warrants to Firstview Trading Pvt. Limited and other investors on a preferential basis and will therefore require approval of the members through special resolutions. The consent of the members is being sought pursuant to the provisions of the Companies Act, 2013 and the rules framed thereunder, SEBI LODR Regulations and ICDR Regulations.

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

- 1. The objects of the issue:** To meet the working capital requirements of the Company.
- 2. The total number of shares or other securities to be issued:**

(a) 44,02,826 equity shares to following;

Sr. no.	Name and PAN of Proposed Allottees	Address	No. of shares proposed to be allotted
1	Salarpuria Investment Pvt. Limited PAN : AADCS8270J	7, Chittaranjan Avenue, 3 rd Floor, Kolkata - 700 072	1,47,058
2	Khivraj Motors Pvt. Limited PAN : AAACK2572Q	617, Anna Salai, Chennai – 600 006	6,00,000
3.	Viswadharm Commodities LLP PAN : AAMFV8767F	17/1, Lansdowne Terrace, Kolkata – 700 026	2,94,117
4.	Veer Multicomplex LLP PAN : AAPFV5098Q	Arihant Enclave, 493B/ 57A, G.T. Road, Block – A-5, GR. Floor, Shibpur, Howrah – 711102	1,00,000
5.	Aamara Capital Private Limited PAN : AABCV0993P	B wing / 302, Naman Midtown, Senapati Bapat Marg, Elphinstone (W), Mumbai – 400 013	10,29,300
6.	Swaran Financial Pvt. Limited PAN : AAECS4024R	24/ 26, Hemanta Basu Sarani, 5 th Floor, Room no. 507, Kolkata – 700001	5,00,000
7.	Chirag D. Parekh PAN : AFZPP8938G	2nd Floor, Nawaz Court, KEMPS Corner, 128, Chambala Hills, Mumbai – 400026	8,50,000
8.	Tusk Investment Limited PAN : AACCIO480R	Apartment 22, Jassal House, no. 4A, Auckland Square, Kolkata – 700 017	2,94,117
9.	Aditya Agarwalla Family Trust PAN : AAFTA8139F	Flat – 12B, Hiland Sapphire, 13/2, Ballygunge Park Road, Kolkata – 700 019	2,94,117
10.	Girdhar Tracom Private Limited PAN : AACCG1735D	6A Elgin Road, Floor 2, Bhowanipore, Kolkata - 700020	2,94,117

(b) 44,11,764 convertible warrants to investors in the promoter group as following.

Sr. no.	Name and PAN of Proposed Allottees	Address	No. of shares proposed to be allotted
1	Firstview Trading Private Limited PAN : AADCF5697A	Duncan House, 31, Netaji Subhas Road, Kolkata - 700 001	32,35,294
2	Ekta Credit Pvt. Limited PAN : AAACE7167R	Circular Court, 7 th Floor, 8, Acharya J.C. Bose Road, Kolkata – 700 017	5,88,235
3.	Vivaya Enterprises Pvt. Limited PAN : AAICV0983G	Circular Court, 7 th Floor, 8, Acharya J.C. Bose Road, Kolkata – 700 017	5,88,235

- 3. The price or price band at which the allotment is proposed:** ₹ 34 per equity share / convertible warrant in terms of SEBI (ICDR) Regulations, 2018, as amended.
- 4. Basis on which the price has been arrived at:** as per regulation 161 / 164 of ICDR Regulations, 2018, as amended, the price of the equity shares to be allotted shall not be less than higher of:
 - (a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
 - (b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.
- 5. The relevant date on the basis on which price has been arrived at:** 14th January, 2022, being the date 30 days prior to EGM.
- 6. The class or classes of person to whom the allotment is proposed to be made:** Equity shares being issued to Bodies Corporate and an individual in "Public Category" and Convertible warrants being issued to private companies/investors forming part of the "Promoter Group Category".

- 7. Intention of promoters, directors or Key Managerial Personnel to subscribe the offer:** M/s. Firstview Trading Pvt. Limited, M/s. Ekta Credit Pvt. Limited and M/s. Vivaya Enterprises Private Limited are promoters / members of promoter group and they have expressed their intention to subscribe to total 44,11,764 convertible warrants.

None of the promoters, directors or key managerial personnel of the Company intends to subscribe to the offer of equity shares.

- 8. The proposed time within which the offer shall be completed:** Within 15 days from the date of shareholders' approval in accordance with Regulation 170 of the ICDR Regulations.

- 9. The names of the proposed Allottees and the percentage of post preferential capital that may be held by them:**

Equity Shares:

Name of Proposed Allottees	No. of equity shares held currently	No. of equity shares (to be allotted)	% of post preferential allotment capital
Salarpuria Investment Pvt. Limited	Nil	1,47,058	0.40%
Khivraj Motors Pvt. Limited	Nil	6,00,000	1.64%
Viswadham Commodities LLP	Nil	2,94,117	0.79%
Veer Multicomplex LLP	Nil	1,00,000	0.27%
Aamara Capital Private Limited	Nil	10,29,300	2.78%
Swaran Financial Pvt. Limited	Nil	5,00,000	1.35%
Chirag D Parekh	Nil	8,50,000	2.30%
Tusk Investment Limited	Nil	2,94,117	0.79%
Aditya Agarwalla Family Trust	Nil	2,94,117	0.79%
Girdhar Tracom Private Ltd.	Nil	2,94,117	0.79%
	Total	44,02,826	11.91%

Convertible Warrants:

Name of the Proposed Allottees	Present (Number of equity shares)	%	Proposed (Number of equity shares, post conversion of warrants)	% of post conversion preference share capital
Firstview Trading Private Limited	82,00,000	29.07%	1,14,35,294	30.89 %
Ekta Credit Pvt. Limited	Nil	Nil %	5,88,235	1.59%
Vivaya Enterprises Pvt. Limited	Nil	Nil %	5,88,235	1.59%

- 10. Change in control, if any:** The Board of Directors of the Company would not be changed due to allotment.

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

- 12. The pre-issue and post-issue shareholding pattern of the Company will be as below:**

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held (Post conversion of warrants)	% of equity holding (Post conversion of warrants)
A	PROMOTERS' HOLDING				
1	Indian				
2	Individual	4,54,501	1.61	4,54,501	1.29
3	Bodies Corporate2	1,57,50,537	55.84	2,01,62,301	54.46
	Sub-total	1,62,05,038	57.45	2,06,16,802	55.69
2	Foreign Promoters				

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of equity shares held	% of equity holding	No. of equity shares held (Post conversion of warrants)	% of equity holding (Post conversion of warrants)
	Sub-total (A)	1,62,05,038	57.45	2,06,16,802	55.69
B	NON-PROMOTERS' HOLDING				
1	Institutional Investors	67,50,800	23.93	67,50,800	18.24
2	Non-Institution				
3	Private corporate bodies	2,01,654	0.71	37,54,480	10.14
4	Directors and relatives				
5	Indian public	45,75,567	16.22	54,25,567	14.65
6	Others (including NRIs)	4,72,709	1.68	4,72,709	1.28
	Sub-total (B)	1,20,00,730	42.55	1,64,03,556	44.31
	GRAND TOTAL (A) + (B)	2,82,05,768	100	3,70,20,358	100

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

Sr. no. Proposed Allottee

- 1 Salarpuria Investment Pvt. Limited
- 2 Khivraj Motors Pvt. Limited
- 3 Viswadham Commodities LLP
- 4 Veer Multicomplex LLP
- 5 Aamara Capital Pvt. Limited
- 6 Swaran Financial Pvt. Limited
- 7 Tusk Investment Limited
- 8 Aditya Agarwalla Family Trust
- 9 Girdhar Tracom Pvt. Limited
- 10 Firstview Trading Pvt. Limited
- 11 Ekta Credit Pvt. Limited
- 12 Vivaya Enterprises Pvt. Limited

14. Additional information pursuant to Regulation 164 of the SEBI ICDR Regulations

- (a) The resolutions proposed for members' approval in relation to preferential issuance will require votes casted in favour of the resolutions from shareholders in the public category to be more than the number of votes cast against the resolutions to avail exemption from the open offer.
- (b) The Company shall obtain required confirmations from the statutory auditor and the audit committee on the date of dispatch of this notice and also on the date of allotment of securities certifying that all the applicable conditions under Regulation 163(1) are met.

15. Undertakings

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

16. Compliance Certificate

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

17. Disclosure regarding wilful defaulter or fraudulent borrower

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

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

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

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

- i. The "Relevant Date" as per the ICDR Regulations for determining the minimum price for the preferential issue of Convertible warrants is 14th January, 2022, which is a date 30 days prior to the date on which the resolution is deemed to be passed.
- ii. The Convertible warrants shall be exercised within a period of 18 (eighteen) months from the date of their allotment, in one or more tranches.
- iii. In case the option to subscribe to equity shares against such convertible warrants is not exercised by the Proposed Allottee within 18 months, the consideration paid by such Allottee in respect of such convertible warrants shall be forfeited by the Company.
- iv. The Convertible Warrants and the equity shares allotted pursuant to exercise of options attached to warrants issued on preferential basis shall remain locked-in from such date and for such periods as specified under Chapter V of the SEBI ICDR Regulations. The entire pre-preferential allotment shareholding of the Proposed Allottee(s), if any, shall be locked-in terms of applicable provisions of Regulation 167 of SEBI ICDR Regulations; and
- v. The equity shares allotted on exercise of Convertible Warrants shall rank pari-passu in all respects (including with respect to voting rights and dividend), with the then existing fully paid up equity shares of the Company.

Details of the Issue of convertible warrants :

1. The allotment of the convertible warrants is subject to the proposed allottee(s) not having sold any equity shares of the Company during the Ninety Trading days preceding the Relevant Date. The Proposed Allottee(s) have represented that the allottee (s) have not sold any equity shares of the Company during the Ninety Trading days preceding the Relevant Date.
2. The Object of the Issue through preferential offer
 - i. To meet the working capital requirements of the Company.
3. Maximum number of specified securities to be issued :

The resolutions set out in this Notice authorize the Board to issue 44,11,764 convertible warrants convertible in to equal number of equity shares of face value of ₹ 10/- each at a price of ₹ 34/- per warrant including premium of ₹ 24/- as per the table specified below :

Sr. no.	Name of proposed Allottees	Category	Maximum no. of warrants proposed to be allotted
1	Firstview Trading Private Limited	Promoter	32,35,294
2	Ekta Credit Pvt. Limited	Promoter	5,88,235
3	Vivaya Enterprises Pvt. Limited	Promoter	5,88,235

4. Pricing of the Preferential Issue

The Equity Shares of the Company are listed on BSE Ltd. In terms of regulation 164(5) of the SEBI ICDR Regulations, 2018, the shares of the Company are frequently traded on BSE; therefore, the aforesaid warrants will be allotted in accordance with the price determined in terms of Regulation 164(1) of the SEBI (ICDR) Regulations, 2018. In terms of Regulation 164(1), if the equity shares have been listed for a period of 90 trading days or more as on the relevant date, the price of the equity shares to be allotted shall not be less than higher of:

- (a) 90 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- (b) 10 trading days volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date.

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

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

Equity Shares of the Company are listed on BSE Ltd. (BSE) and are frequently traded at BSE. Accordingly, the minimum issue price has been calculated on the basis of trading at BSE at which highest trading volume in respect of equity shares of the company has been recorded during the 240 trading days preceding the relevant date. Therefore, in terms of Regulation 164(1) of the SEBI ICDR Regulations, the Issue Price has been computed at ₹ 34/- per warrant, including premium of ₹ 24/-

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

5. Relevant date with reference to which the issue price has been arrived.

The "Relevant Date" in terms of Regulation 161 of the ICDR Regulations for determination of minimum price is Friday, 14th January, 2022, being a date which is 30 (Thirty) days prior to the date of passing of special resolution at EGM.

By Order of the Board of Directors

Kolkata
20th January, 2022

Arvind Bajoria
Company Secretary
Membership No. :15390

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