



# KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India  
☎ : +91 2522 283000 ☎ : +91 2522 281026 🌐 : [www.kilburnengg.com](http://www.kilburnengg.com)

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Ref : KEL/ BSE-CSE / 22 – 23/ PB

13<sup>th</sup> July , 2022

To  
The Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> 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 Postal Ballot**

Dear Sir / Madam

We submit herewith the notice of Postal Ballot for seeking members' approval for :

**“ Appointment of Mr. Ranjit Pamo Lala as Director and his designation as Managing Director of the Company w.e.f. 15<sup>th</sup> May, 2022.”**

In compliance with General Circular numbers 14/2020, 17 /2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021 and 03/ 2022 issued by the Ministry of Corporate Affairs (MCA) (hereinafter collectively referred to as 'Circulars'), companies are allowed to seek members' approval through Postal Ballot by means of electronic voting only.

The Company is offering remote E-voting facility to its members holding equity shares on cut-off date of 8<sup>th</sup> July, 2022, through CDSL from 14<sup>th</sup> July, 2022 ( 09:00 A.M. ) to 12<sup>th</sup> August, 2022 (5:00 P.M.). Result of e-voting will be announced on 12<sup>th</sup> August, 2022.

Notice of Postal Ballot has been mailed to the shareholders at their registered e-mail address on 13<sup>th</sup> July, 2022. The Notice is being submitted herewith and the same has been uploaded on website of CDSL ([www.evotingindia.com](http://www.evotingindia.com)) and of Company at ([www.kilburnengg.com](http://www.kilburnengg.com))

Thanking You,

Yours faithfully,  
**For Kilburn Engineering Limited**

**Arvind Bajoria**  
Company Secretary  
& DGM ( Costing )

( M. no. ACS : 15390 )

Encl : Notice of Postal Ballot ( inclusive of instructions for E-voting )



## **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](mailto:cs@kilburnengg.com); Website: [www.kilburnengg.com](http://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'), 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 Regulations, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force and in terms of the Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No.22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and Circular No. 03/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (MCA Circulars), the Resolution as set out in this Notice seeking approval for the appointment of Mr. Ranjit Pamo Lala as director and his designation as Managing Director of the Company is proposed to be passed as a Special Resolution by the Members of the Company through Postal Ballot by means of electronic voting only ('Postal Ballot/ Remote e-Voting').

#### **SPECIAL BUSINESS**

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

" RESOLVED THAT pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 ("the Act") and the Rules made thereunder and the Articles of Association of the Company, Mr. Ranjit Pamo Lala (holding DIN: 07266678), who was appointed as an Additional Director of the Company, w.e.f. May 15, 2022 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act signifying the intention to propose the candidature of Mr. Ranjit Pamo Lala as a Director of the Company, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT consent of the Members of the Company be and is hereby accorded to the appointment of Mr. Ranjit Pamo Lala (holding DIN: 07266678) as Managing Director of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Act and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and / or subject to such approvals as necessary, for a period of three years with effect from 15<sup>th</sup> May, 2022, upto 14<sup>th</sup> May, 2025 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. 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 in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Lala's appointment, Mr. Lala will be paid the above as minimum remuneration, notwithstanding the limits prescribed in Section II of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the board be and is hereby authorized to do all acts, deeds and things and execute all such documents, instruments and writings, as may be required and to delegate all or any of its powers herein conferred to any director or to any employee of the Company to give effect to the aforesaid resolutions."

By Order of the Board

**Arvind Bajoria**

Company Secretary

(Membership Number: ACS 15390)

Kolkata  
May 11, 2022

**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 Ordinary Resolution, 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 resolution, 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](mailto: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, July 08, 2022, 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).

The Members, whose names appear in the Register of Members/List of Beneficial Owners as on Friday, July 08, 2022, being the cut-off date, are entitled to vote on the Resolution 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.com](http://www.kilburnengg.com.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](http://www.bseindia.com) . The Notice of Postal Ballot is also available on the website of CDSL, i.e. [www.evotingindia.com](http://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 resolution proposed, through remote e-Voting system. For this purpose, the Company has engaged the services of Central Depository Services Limited (CDSL), as the authorized agency for providing the said facilities of the remote e-Voting.

The remote e-Voting period begins on Thursday, July 14, 2022 at 9.00 A.M. and ends on Friday, August 12, 2022 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, July 08, 2022, 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, August 12, 2022.

The results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.kilburnengg.com](http://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 to CDSL e-Voting system at <https://www.cdslindia.com>.

Step 2: Cast your vote electronically on CDSL e-Voting system.

### Step 1: Access to CDSL / NSDL e-Voting system

A) Login method for e-Voting 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 <b>CDSL Depository</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> 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.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> 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.</li> </ol>

Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants (DP)</b>	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.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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) <ul style="list-style-type: none"> <li>• 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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>• 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.</li> </ul>

- (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](http://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](mailto: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](mailto: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](mailto:mdpldc@yahoo.com); [cs@kilburnengg.com](mailto: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](mailto: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, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call at toll free no. 1800 22 55 33



The details relating to the Director proposed to be 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 :

<b>Name</b>	<b>Mr. Ranjit Pamo Lala</b>	
Age	55 Years	
Qualifications	B.E, Masters in Marketing Management	
Expertise	Mr. Lala has over 33 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. six years, exercising the duties as required for the overall management and growth of the Company.	
Date of first appointment on the Board	15.05.2022	
Number of Board Meetings attended	Not applicable	
Relationship with other Directors/ KMP of the Company	None	
Other Directorships, Membership/ Chairmanship of Committees of other Boards of Indian Companies	Directorship Listed/ Unlisted Companies	Committee Membership if any with position Listed/Unlisted Companies
	None	None
Resignation from the directorship of the listed companies in the past three years	None	
Shareholding in the Company (incl. as beneficial owner)	Nil	

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

In terms of Sections 196, 197, 198 and 203 read with Schedule V of the Companies Act, 2013 (Act) and the Rules made thereunder, The Board of Directors ('the Board') of the Company at its Meeting held on May 11, 2022, on the recommendation of the Nomination & Remuneration Committee of the Board, resolved to appoint Mr. Ranjit Pamo Lala as Managing Director of the Company for a period of three years with effect from May 15, 2022, pursuant to the relevant provisions of the Companies Act, 2013 (the Act) and the Rules made thereunder, read with Schedule V to the Act and other applicable provisions of the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), subject to the approval of the shareholders as required, on the following principal terms and conditions, including remuneration, as set out in the resolution passed by Board of Directors on May 11, 2022, as set out below :

### Remuneration

Salary (Basic ): ₹ 3,25,000 /- ( Rupees Three Lacs Twenty Five 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 ₹ 25,00,000/- ( Rupees Twenty Five Lacs only ) which will be payable subject to achievement of certain performance criteria and such other parameters as may be considered appropriate from time to time by the Board / committees thereof. This amount (if any) will be paid after the Annual Accounts have been approved by the Board.

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

HRA: Managing Director will be paid House Rent Allowance @ ₹ 1,62,500 /- monthly.

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

Leave Travel Allowance (LTA): The Managing Director will be entitled to Leave Travel Allowance (LTA) per year of ₹ 3,00,000/-.

Other Allowances: A special pay of ₹ 2,65,000 /- (Rupees Two Lakhs Sixty Five Thousand only) per month.

Joining Bonus: A one time Joining bonus of Rs. 12,00,000 (Rupees Twelve Lakh only) will be payable to the managing director in two tranches. 50% on completion of two months of joining and balance 50% on completion of six months.

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.

Leave	Leave with full pay, as per applicable Rules of the Company.
Nature of Duties	Mr. Lala will be entrusted with substantial powers of management of the affairs of the Company and such duties and exercise such powers as may be assigned to him from time to time by the Board.
Sitting Fees	Mr. Lala shall not be entitled to any sitting fees for attending meetings of the Board of Directors or Committees thereof.
Other Conditions	The appointment is terminable by either party giving the other party three months' notice.

The afore-mentioned appointment of Mr. Lala and the terms as to remuneration requires the approval of the Members and the Resolution set out above is accordingly proposed to be passed by way of a Special Resolution and the Members of the Company for appointment of Mr. Lala as Managing Director of the Company. The Board considers, this Item of Business to be urgent in nature and recommends the same for approval of the Members.

The Company is not in default of payment to any bank, financial institution or debenture holders or any other secured creditor.

The details with regard to age, qualification, expertise, directorships in other Indian Companies as well as shareholding in the Company of the abovementioned Director have been provided as above.

Except Mr. Lala, being an appointee and his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the Resolution as set out above.



## 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, 2022)

Particulars	₹ In Lacs
Sales and other Income	12440
<b>Gross Profit before interest, finance charges and depreciation</b>	<b>1461</b>
Interest & Finance Charges	878
Depreciation	279
<b>Profit before Tax</b>	<b>304</b>
Exceptional Items	-
Tax Expenses	149
<b>Profit after Tax</b>	<b>155</b>

Export Performance and net foreign exchange earnings:

	Export (FOB value) ₹ Crores	Net Foreign Exchange Earnings ₹ Crores
2021 - 2022	16.53	15.85
2020 - 2021	10.10	10.27
2019 - 2020	18.33	25.28

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. Ranjit Pamo Lala
Age	53 years
Qualification	B.E (Machine Tool Engg.), Masters in Marketing Management

Expertise and Experience in specific functional areas: Past remuneration:

In his last employment as Managing Director of Aerzen Machines (India) Pvt. Limited, Mr. Lala had been receiving similar annual remuneration, inclusive of various allowances and perquisites.

Job profile and his suitability:

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

Remuneration proposed:

Already given in the Explanatory Statement.

Pecuniary and other relationships:

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

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

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

### **III. Other Information**

Reasons of loss or inadequate profits:

The company had a net profit of ₹ 1.55 Crores during the year 2021-22 as compared to net loss of ₹ 92 Crores in the previous year. Since the beginning of FY-21, the Indian economy has witnessed the impact of COVID-19 outbreak, which has impaired the revenue and profits of businesses across industry. The reason for inadequacy of profits in FY-21-22 is attributed to the moderate top and bottom line on account of the overall covid impact.

The Company is taking a series of strategic and operational measures that are expected to result in improvement in the present position. Your Company believes that going ahead it is well positioned to capture opportunities for growth and profitability, basis its competitive strengths.

### **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. Lala, 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.

By Order of the Board

Kolkata  
May 11, 2022

**Arvind Bajoria**  
Company Secretary  
(Membership Number: ACS 15390)