

KILBURN CHEMICALS LTD.

Regd. Office: "Shantiniketan" 16th Floor, 8, Camac Street, Kolkata- 700 017

Ph-033-22828501, Email: corporate@kilburnchemicals.com

Website: www.kilburnchemicals.com

CIN No. L24117WB1990PLC199409

NOTICE FOR THE 27TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 27th Annual General Meeting of the Company will be held on Friday, the 8th September, 2017, at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata- 700 017, at 11.00 A.M. to transact the following:

AS ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2017, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in the place of Shri. V.Vanchi (DIN: 00015985) who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.
3. To re-appoint and rectification of reappointment of the Auditors and fix their remuneration.

Registered Office:

SHANTINIKETAN
16th Floor,
8, Camac Street
Kolkata- 700 017
Dated: 19th May, 2017

By Order of the Board
For **KILBURN CHEMICALS LTD**
Sd/-
MUKESH SHARMA
COMPANY SECRETARY

NOTES

1. A member entitled to attend and vote at the meeting may appoint a proxy to attend, and to vote in his place. A proxy need not be a member of the Company.
2. The proxy Form to be valid, should be duly stamped, executed and deposited at the registered office of the Company at least forty eight hours before the time fixed for the commencement of the meeting. A Person can act as proxy on behalf of members not exceeding fifty (50) and holding and holding in the aggregate not more than ten percent of the paid up capital of the Company carrying voting rights. A member holding more than ten percent of the Paid up Capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholders.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 02nd September, 2017 to 08th September, 2017 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrar and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. 23 R.N. Mukherjee Road, 5th Floor, Kolkata - 700001 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Register their email address and changes there in from time to time with M/s. Maheshwari Datamatics Pvt. Ltd. 23 R.N. Mukherjee Road, 5th Floor, Kolkata - 700001, for shares held in physical form and with their respective Depository Participants for shares held in demat form.

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5. Corporate Members intending to send their authorized representatives are requested to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.
6. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. 23, R.N.Mukherjee Road, 5th Floor Kolkata -700001 and have it duly filled and sent back to them.
7. Electronic copy of the Annual Report for 2016-17 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2016-17 is being sent in the permitted mode.
8. Electronic copy of the Notice of the 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e- mail addresses, physical copies of the Notice of 27th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
9. Details under Regulation 27 of the LODR, 2015 with the Stock Exchange in respect of the Directors seeking appointment / reappointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re appointment.
10. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2016-17 will also be available on the Company's website www.kilburnchemicals.com for their download.
11. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with M/s. Maheshwari Datamatics Pvt. Ltd. 23, R.N.Mukherjee Road, 5th Floor, Kolkata -700 001. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will as per Section 125 (2) of the Companies Act, 2013 be transferred to the Investor Education Protection Fund.
12. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise means and the business may be transacted through e-voting services by Central Depository Services Limited (CDSL). The instructions for e-voting are as under:

The Notice of the 27th Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process along with printed Attendance slip and Proxy Form is being dispatched to all the Members. The voting particulars are provided at the bottom of the Attendance slip for the 27th Annual General Meeting.

 - a. Log on to the e-voting website: www.evotingindia.com during the voting period.
 - b. Click on :SHAREHOLDERS" tab .
 - c. Now enter your USER ID (as mentioned in the Attendance Slip)
 - i. For CDSL: 16 digits beneficiary ID.

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- ii. FOR NSDL: 8 Characters DP ID followed by 8 digits client ID
- iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image verification as displayed and Click on LOGIN.
- e. If you are holding shares in Demat Form and has logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. However, if you are a first time user, please use the E-Voting particular provided in the attendance Slip and fill up the same in the appropriate boxes.
- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which their 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.
- i. For members holding shares in physical form, the details in attendance slip can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN "KILBURN CHEMICALS LTD" for which you choose to vote.
- k. 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.
- l. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.
- m. 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 "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify the vote.
- o. You can also take out print out of the voting done by you clicking on "CLICK HERE TO PRINT" option on the voting page.
- p. If Demat account holders have forgotten the changed password then enter the USER ID and image verification code (CAPTCHA CODE) click on Forgot Password and enter the details as prompted by the system.
- q. Institutional Shareholders (i.e. other than Individuals, HUF, and NRI etc) are required to log on to [http:// www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporate.
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

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- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF Format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.com You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The Remote E-Voting period begins from 05th September, 2017 (9.00 A.M.) (IST) and ends on 7th September, 2017 (5.00 P.M.) (IST) During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off/entitlement date of 01st September, 2017 may cast their vote electronically.
- The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholders by electronic means, the shareholders shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-of/entitlement date of 01st September, 2017.
- V. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through Polling Paper.
- VI. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
- VII. Mr. Sunil Kumar Banerjee (Membership No.FCS 4652) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The scrutinizer shall within a period not exceeding two (2) working days from the conclusion of the e-voting period in block the votes in the presence of at least (2) witnesses not in the employment of the Company and make scrutinizer's report of the votes cast in favour or against, if, any, forthwith.
- The results shall be declared on or after the 27th Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be communicated to CDSL and Bombay Stock Exchange by 09th September, 2017.
13. Members are hereby informed that Dividends which remain unpaid or unclaimed over a period of 7 years have to be transferred by the Company to Investor Education & Protection Fund (IEPF) constituted by the Central Government under section 123 and 125 of the Companies Act, 2013. Further under the amended provisions of section 124 of the Companies Act, 2013, no claim shall lie for the unclaimed dividend from IEPF or from the company by the shareholders.

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16th Floor,
8, Camac Street
Kolkata- 700 017
Dated: 19th May, 2017

By Order of the Board
For **KILBURN CHEMICALS LTD**
Sd/-
MUKESH SHARMA
COMPANY SECRETARY

KILBURN CHEMICALS LTD.**Director seeking appointment/re-appointment in the
Annual General Meeting Scheduled to be held on 08.09.17**

Name of the Director(s)	Shri. Varadarajan Vanchi
Age	70 years
Date of Appointment	30th January, 2012
Expertise in specific Functional Areas	Professional with over 48 years experience in projects, finance & general management
Qualification	B.M.E.(Hons), D.C.M.
List of outside Directorship held	1.Kilburn Office Automation Ltd 2. Sandeep Investments Ltd. 2. Tejal Trading Pvt. Ltd. 3. Kilburn Software Technologies India Ltd. 4. Nirvan Commercial Co.Ltd
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Share holder Grievances Committee.
Chairman/Member of the Committees of Director of other Companies in which he is a Director	
(a) Audit Committee	NIL
(b) Remuneration Committee	NIL
(c) Shareholders/ Investors Grievance Committee	Member: 1. KilburnOffice Automation Ltd.

**LOCATION MAP OF
Bharatiya Bhasha Parishad**



Map not to scale