

KILBURN CHEMICALS LIMITED

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 28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 28th Annual General Meeting of the Company will be held on Wednesday, the 26th September, 2018, at Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata- 700 017, at 10.00 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, 2018, 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.

AS SPECIAL BUSINESS

4. To consider and if thought fit to pass with or without modification(s), the following resolution as a Ordinary Resolution.

To appoint Mr. Tushar M Patel (DIN:00031632) as an Independent Director and in this regard to consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT pursuant to the provisions of Section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and 25 regulation of the Listing obligations and Disclosure requirements (LODR) Regulation 2015 of the Listing Agreement, Mr. Tushar M Patel (DIN:00031632), who qualifies for being appointed as an Independent directors and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Directors, be and is hereby appointed as an Independent Director of the Company ,not liable to retire by rotation and to hold office for 3 (three) consecutive years for a term up the conclusion of 31st Annual General Meeting of the company in the calendar year 2021."

5. TO CONSIDER THE ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO THE PROMOTERS/PROMOTER GROUP:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a SPECIAL RESOLUTION:

"RESOLVED THAT in accordance with the provisions of Section 42, 62 and all other applicable provisions if any of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), Securities Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 and subsequent amendments thereto (the "SEBI (ICDR) Regulations, 2009"), and subject to the regulations/guidelines, if any, issued by the Government of India, the Reserve Bank of India and any other applicable laws, rules and regulations (including any amendment thereto or re-enactment thereof for the time being in force) and the relevant provisions of the Memorandum and Articles of Association of the Company and Listing Agreement/ Regulations entered into by the Company with the Stock Exchanges where the shares of the Company are listed, and subject to such approvals, consents, permissions and

sanctions as may be required from the Government of India, Reserve Bank of India, Securities and Exchange Board of India, Stock Exchanges and any other relevant statutory, governmental authorities or departments, institutions or bodies (“Concerned Authorities”) in this regard and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall include any Committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, issue and allot on preferential basis to the following entities/ persons forming part of the Promoter Group of the Company (hereinafter referred to as the “Proposed Allottees”), upto maximum of 2052380 (Twenty Lakhs Fifty Two Thousand Three Hundred Eighty) equity shares of face value of Rs. 10/- (Rupees Ten Only) each, at an Issue price of Rs. 65/- (Rupees Sixty Five Only) per share including premium of Rs. 55/- (Rupees Fifty Five Only) per equity share, aggregating to an amount not exceeding Rs. 13,34,05,000/- (Rupees Thirteen Crores Thirty Four Lakhs Five Thousand Only) upon the conversion of unsecured loan, to the extent outstanding as on date, of the respective Proposed Allottees, in accordance with chapter VII of the SEBI (ICDR) Regulations, 2009 and on such terms and conditions and in such manner as the Board may in its absolute discretion deem fit as mentioned below:

Sr. No.	Name of the Proposed Allottees	No of Equity Shares to be allotted	Allottee is: QIB/ MF/ FI/ Trust/ Banks/ Others	Mode of Payment
A.	Promoter Group:			
1.	M/s. Ana Vincom Private Limited	231152	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 150.25 Lakhs from the Company.
2.	M/s. Arham Vyapaar Private Limited	386538	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 251.25 Lakhs from the Company.
3.	M/s. Maryada Advisory Private Limited	311538	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 202.50 Lakhs from the Company.
4.	M/s. Nirvan Commercial Company Limited	74154	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 48.20 Lakhs from the Company.
5.	M/s. Puspdant Vyapaar Private Limited	70154	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 45.60 Lakhs from the Company.
6.	M/s. Shree Durga Agencies Limited	547690	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 356.00 Lakhs from the Company.
7.	M/s. Supriya Finance Limited	431154	Others	In consideration of the extinguishment of the amount due on account of the principal debt amount, not exceeding Rs. 280.25 Lakhs from the Company.
	Total	2052380		

“RESOLVED FURTHER THAT:

- (i) The relevant date for the purpose of determining the minimum Issue Price of the shares in accordance with the SEBI (ICDR) Regulations, 2009, be fixed as Monday, 27th August, 2018, being the 30th day prior to Wednesday, 26th September, 2018, i.e., the date on which the Annual General Meeting of the shareholders is convened, in terms of Section 62(1)(c) of the Companies Act, 2013 (to the extant rules notified) to consider the proposed preferential issue.
- (ii) The equity shares to be issued and allotted pursuant to the preferential allotment shall be in dematerialized form only.
- (iii) The new equity shares allotted in terms of this resolution shall be subject to the relevant provisions contained in the Memorandum and Articles of Association of the Company and shall rank pari- passu in all respects with the existing fully paid up equity shares of Rs. 10/- each of the Company.
- (iv) The new equity shares to be allotted to the Proposed Allottees shall be subject to a lock-in period in accordance with Regulation 78 of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto.
- (v) The Board be and is hereby authorized to decide and approve the other terms and conditions of the issue of equity shares, and also shall be entitled to vary, modify or alter any of the terms and conditions, including the issue price on a higher side than mentioned above, as it may deem expedient, without being required to seek any further consent or approval of the shareholders of the Company in AGM.

“RESOLVED FURTHER THAT for the purpose of giving effect to any issue or allotment of equity shares of the Company the Board be and is hereby authorized on behalf of the Company to take all such actions and do all such deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient and to settle any question, difficulties or doubts that may arise in this regard including but not limited to the offering, issue and allotment of equity shares of the Company as it may in its absolute discretion deem fit and proper, without being required to seek any further consent or approval of the shareholders or otherwise to the end and intent that they shall be deemed to have given their 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 herein conferred by this resolution to any Director or Directors or to any Committee of Directors or to any Officer or Officers of the Company to give effect to the aforesaid resolution.”

Registered Office:
SHANTINIKETAN, 16th Floor,
8, Camac Street
Kolkata- 700 017
Dated: 24.08.2018

By Order of the Board
For KILBURN CHEMICALS LIMITED

MUKESH SHARMA
COMPANY SECRETARY

NOTES

1. The Explanatory Statement as required under Section 102 of the Companies Act, 2013, is annexed herewith and forms part of the Notice.
2. The Auditor’s certificate certifying that the Issue of equity shares on Preferential Basis is being made in accordance with the SEBI (ICDR) Regulations, 2009 on preferential issues, will be available for inspection at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days up to the date of AGM and at the AGM.
3. 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.

4. 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.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from 20th September, 2018 to 26th September, 2018 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
6. 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.
7. 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.
8. 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.
9. Electronic copy of the Annual Report for 2017-18 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 2017-18 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 28th 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 28th 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.
11. 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.
12. Members may also note that the Notice of the 28th Annual General Meeting and the Annual Report for 2017-18 will also be available on the Company's website www.kilburnchemicals.com for their download.

13. 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.

14. 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 28th Annual General Meeting (AGM) of the Company interalia 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 28th Annual General Meeting.

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on : "SHAREHOLDERS" tab .
- d. Now enter your USER ID (as mentioned in the Attendance Slip)
 - i. For CDSL: 16 digits beneficiary ID.
 - 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.
- e. Next enter the Image verification as displayed and Click on LOGIN.
- f. 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.
- g. 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.
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. 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.
- j. 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.
- k. Click on the EVSN "KILBURN CHEMICALS LTD" for which you choose to vote.
- l. 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.
- m. Click on the "RESOLUTION FILE LINK" if you wish to view the entire Resolutions.

- n. 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.
 - o. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify the vote.
 - p. You can also take out print out of the voting done by you clicking on "CLICK HERE TO PRINT" option on the voting page.
 - q. 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.
 - r. 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.
 - 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 22nd September, 2018 (9.00 A.M.) (IST) and ends on 25th September, 2018 (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 19th September, 2018 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 19th September, 2018
- 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 28th 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 28th September, 2018

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.

Registered Office:
SHANTINIKETAN, 16th Floor,
8, Camac Street
Kolkata- 700 017
Dated: 24.08.2018

By Order of the Board
For KILBURN CHEMICALS LIMITED

MUKESH SHARMA
COMPANY SECRETARY

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (ERSTWHILE SECTION 173 OF THE COMPANIES ACT, 1956) ITEM NO 4.

Mr. Tushar M Patel (Aged -48 Years) is the Independent Director of the Company. He joined the Board of Directors of the Company on 09.11.2012

DIN: 00031632

Qualifications: B.COM & MBA

Expertise in Specific Functional Areas: Industrialist.

List of outside Directorship: Sanrhea Technical Textile Ltd, Tejal Trading Pvt Ltd, Mahendra Investment and Credit Pvt Ltd., Avantika Investment Pvt Ltd., NSI Infinium Global Pvt Ltd.

Membership/Chairmanship of Committees held in other public company: 1

Shares held in the company: NIL.

Except Mr. Tushar M Patel, 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 in Item No. 4.

Item No. 5

The Board of Directors at their meeting held on 24.08.2018, upon the request letters dated 15.08.2018 received from all of the respective proposed allottees, wherein they requested the Company either to make payment of their loan outstanding or to convert their loans in to Equity Shares/ Warrants, has decided to convert amount due toward the unsecured loan of all the proposed allottees forming part of the Promoters/ Promoter Group, i.e., M/s. Ana Vincom Private Limited, M/s. Arham Vyapaar Private Limited, M/s. Maryada Advisory Private Limited, M/s. Nirvan Commercial Company Limited, M/s. Puspndant Vyapaar Private Limited, M/s. Shree Durga Agencies Limited and M/s. Supriya Finance Limited, into the Equity Shares of the Company. Further, the Board has also considered that in view of current financial situation and liquidity position of the Company, it would be in the interest of the Company to convert the unsecured loans due to the Company of the Promoters/ Proposed allottees in Equity Shares, which will enhance the Network and financial ratio of the Company.

Since the Equity Shares are proposed to be issued and allotted on private placement basis, the consent of the shareholders by a Special Resolution is necessary in terms of section 62(1)(c) of the Companies Act, 2013 subject to receipt of requisite corporate and regulatory approvals. The aforesaid issue and allotment

of Equity Shares will be governed by the provisions of the SEBI (ICDR) Regulations, 2009 and subsequent amendments thereto.

Disclosure that is required to be made pursuant to clause 73(1) of the SEBI (ICDR) Regulations, 2009:

a) Object of the Issue:

The members are informed that the object of the issue of the equity shares by way of the proposed preferential offer is to convert the outstanding amount of unsecured loans of all the Proposed Allottees due to the Company into Equity Shares of the Company as it is considered more feasible rather than borrowing from banks and other sources for repayment of the unsecured loans, which are attributed to hefty interest payment. The Promoters/ Proposed allottees of the Company have requested the Board of the Company to either to make payment of their loans outstanding or to convert their outstanding unsecured loan amount due to the Company into Equity Shares/ warrants. Thus, in view of current financial position of the Company, the Board of Directors of the Company has decided to convert unsecured loans in to Equity Shares which is in best interest of the Company and it will also strengthen the financial position of the Company which may increase net worth of the Company.

b) Intention of the Promoters/Directors/Key Management Persons to subscribe to this Offer:

The Promoters/ Promoter Group of the Company, as detailed below, intend to subscribe to the extent of 2052380 equity shares of face value of Rs. 10/- (Rupees Ten Only) in lieu of their respective outstanding unsecured loan amount. The details of the Promoters and their unsecured loans outstanding as on date are as under:

Name of the Proposed Allottees:	PAN	Amount of unsecured loans which will be adjusted against issue of equity shares (Rs. In Lakhs)	No. of Securities
M/s. Ana Vincom Private Limited	AACCA5723F	150.25	231152
M/s. Arham Vyapaar Private Limited	AAGCA6925P	251.25	386538
M/s. Maryada Advisory Private Limited	AACCM0957B	202.50	311538
M/s. Nirvan Commercial Company Limited	AAACN9221F	48.20	74154
M/s. Puspndant Vyapaar Private Limited	AADCP6603J	45.60	70154
M/s. Shree Durga Agencies Limited	AAECS0556L	356.00	547690
M/s. Supriya Finance Limited	AABCD3118L	280.25	431154
	TOTAL	1334.05	2052380

Except the above, there is no intention of any other Promoters, Directors and Key Management Persons of the Company to subscribe to the captioned Preferential Issue.

c) **Shareholding Pattern before and after the Offer: (as of 24.08.2018)**

The pattern of shareholding before and after the proposed preferential issue of Equity Shares would be as under:

Class of Members		Pre- Preferential Issue		Post- Preferential Issue (Assuming full allotment of 2052380 equity shares)	
		No. of Shares	% of share capital	No. of Shares	% of share capital
A.	Promoters/ Promoter Group:				
	a. Indian Promoters				
	(i) Proposed Allottees	7454665	62.88	9507045	68.36
	(ii) Others	440232	3.71	440232	3.17
	b. Foreign Promoters	0	0.00	0	0.00
	Total for Promoter Group (A)	7894897	66.60	9947277	71.53
B.	Public Shareholdings:				
	i. Mutual Fund	1600	0.01	1600	0.01
	ii. Institutional	900	0.01	900	0.01
	iii. Central/ State Government/President of India	0	0.00	0	0.00
	iv. Non Institutional				
	- Individuals	1549180	13.07	1549180	11.14
	a. Individual members holding nominal share capital up to Rs. 2 Lakhs	410458	3.46	410458	2.95
	b. Individual members holding nominal share capital in excess of Rs. 2 Lakhs	50	0.00	50	0.00
	c. NBFCs registered with RBI	0	0.00	0	0.00
	d. Overseas Depositories	0	0.00	0	0.00
	e. Any Other				
	- Bodies Corporate	1697816	14.32	1697816	12.21
	- Clearing Member	9276	0.08	9276	0.07
	- Non-resident Individual	7137	0.06	7137	0.05
	- Investor Education And Protection Fund Authority Ministry Of Corporate Affairs	283686	2.39	283686	2.04
	v. Any Other	0	0.00	0	0.00
	- Custodian/ DR Holder/ Employee benefit Trust	0	0.00	0	0.00
	Total Public Shareholdings (B)	3960103	33.40	3960103	28.47
	GRAND TOTAL (A) + (B)	11855000	100.00	13907380	100.00

d) Consequential Changes in the Voting Rights:

Voting rights will change in tandem with the shareholding pattern.

e) Proposed time within which allotment shall be completed :

The allotment of Equity Shares are proposed to be made within 15 days of the date of passing of this resolution by the Shareholders in the Annual General Meeting, provided that when the allotment on Preferential Basis is pending on account of pendency of any approval for such allotment by a regulatory authority or the Central Government, the allotment shall be completed within 15 days from the date of receipt of such approval. However, if so required the period of allotment may be extended subject to requisite approval / applicable provisions.

(i) The identity of the natural persons who are the ultimate beneficial owners of the equity shares proposed to be allotted and/ or who ultimately control the proposed allottee and the percentage of Post Preferential Issue Capital that may be held by them:

Name of the Proposed Allottee	Category	Identity of the Natural Person who is the ultimate Beneficial Owner	Pre- Preferential Issue Equity and Voting Share Capital of the Co.		Equity Shares to be issued and allotted*		Post- Preferential Issue Equity and Voting Share Capital of the Company*	
			No.	%	No.	%	No.	%
M/s. Ana Vincom Private Limited	Promoter	- Mr. S. K. Jalan, & - Mrs. Alaka Jalan	800000	6.75	231152	1.66	1031152	7.41
M/s. Arham Vyapaar Private Limited	Promoter	- Mr. S. K. Jalan	240000	2.02	386538	2.78	626538	4.51
M/s. Maryada Advisory Services Private Limited	Promoter	- Mr. S. K. Jalan, & - Mrs. Alaka Jalan	1232457	10.40	311538	2.24	1543995	11.10
M/s. Nirvan Commercial Company Limited	Promoter	- Mrs. Divya Jalan, & - Mrs. Pragya Jalan	1154465	9.74	74154	0.53	1228619	8.83
M/s. Puspant Vyapaar Private Limited	Promoter	- Mr. S. K. Jalan, & - Mrs. Alaka Jalan	150	0.00	70154	0.50	70304	0.51
M/s. Shree Durga Agencies Limited	Promoter	- Mr. S. K. Jalan, - Mrs. Alaka Jalan & Mrs. Divya Jalan	2208170	18.63	547690	3.94	2755860	19.82
M/s. Supriya Finance Limited	Promoter	- Mr. S. K. Jalan, & - Mrs. Alaka Jalan	1819423	15.35	431154	3.10	2250577	16.18

*Calculated on the post preferential issue capital of the Company, i.e., 13907380 fully paid-up equity shares.

f) Lock-in :

The aforesaid allotment of equity shares shall be locked-in as per the provisions of Chapter VII of the SEBI (ICDR) Regulations, 2009. Further, the entire Pre-Preferential allotment shareholding of all the proposed allottees, if any, shall also be under lock-in from the relevant date up to a period of six months from the date of receipt of the trading approval from BSE Limited i.e., the only Stock Exchange where the equity shares of the Company are listed.

g) Change in the control or composition of the Board:

Subsequent to the proposed issue of Equity Shares there will neither be a change in control nor a change in the management of the Company. However, there will be a corresponding change in the shareholding pattern as well as voting rights consequent to the captioned preferential allotment of Equity Shares.

h) Price of the Issue:

The preferential allotment of 2052380 equity shares of the face value of Rs. 10/- each shall be issued at a price of Rs. 65/- (Rupees Sixty Five Only) per equity share, including a premium of Rs. 55/- (Rupees Fifty Five Only) per equity share, or at such higher prices as may be determined as per Chapter VII of the SEBI (ICDR) Regulations, 2009.

i) Undertakings :

- (i) The Issuer Company undertakes that they shall re-compute the price of the Equity Shares in terms of the provision of SEBI (ICDR) Regulations, 2009, where it is required to do so.
- (ii) The Issuer Company undertakes that if the amount payable on account of the re-computation of price is not paid within the time stipulated in terms of the provision of SEBI (ICDR) Regulations, 2009, the Equity Shares shall continue to be locked-in till the time such amount is paid by the allottees.

j) Auditor's Certificate :

A copy of the certificates from the Statutory Auditor of the Company, i.e., M/s. V. Singhi & Associates Chartered Accountants, certifying that the issue of the Equity Shares is being made in accordance with the requirement of the SEBI (ICDR) Regulations, 2009 for Preferential Issue, will be available for inspection at the Registered Office of the Company during 11.00 a.m. to 1.00 p.m. on any working day up to the date of AGM and at the AGM.

k) The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:

This is not applicable in the present case since the Company being a Listed Company the pricing is in terms of SEBI ICDR Regulations. Further, the proposed allotment is for cash consideration.

l) No. of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

During the year, no preferential allotment has been made to any person.

m) Disclosures pertaining to willful defaulters:

Neither our Company, nor our Directors or Promoters have been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the Reserve Bank of India.

Any equity shares issued as above, that may remain unsubscribed for any reason whatsoever, may be offered and allotted by the Board in its absolute discretion to any person/entity/investor, on the same terms and conditions.

Pursuant to the above preferential allotment of the equity shares, no change in management control is contemplated. The equity shares arising out of issue of equity shares pursuant to the proposed resolution shall rank pari- passu in all respects with the existing equity shares of the Company and will be listed on the BSE Limited, where the Equity Shares of the Company are listed.

None of the Directors of the Company, Key Managerial Personnel and their relatives is, in any way, concerned or interested in the said resolution except to the extent of their respective shareholding in the Company and also to the extent of fresh equity shares being allotted to the Companies in which

they are interested as Director or Shareholder. The Board of Directors believes that this Preferential Issue will be in the best interest of the Company and its Shareholders.

Regulation 72(1)(a) of the SEBI (ICDR) Regulations, 2009 provides that the Preferential Issue of specified securities by a Listed Company would require approval of its shareholders by way of Special Resolution. The Board, therefore, recommends the above mentioned Special Resolutions as set out in the notice for your approval.

Registered Office:
SHANTINIKETAN, 16th Floor,
8, Camac Street
Kolkata- 700 017
Dated: 24.08.2018

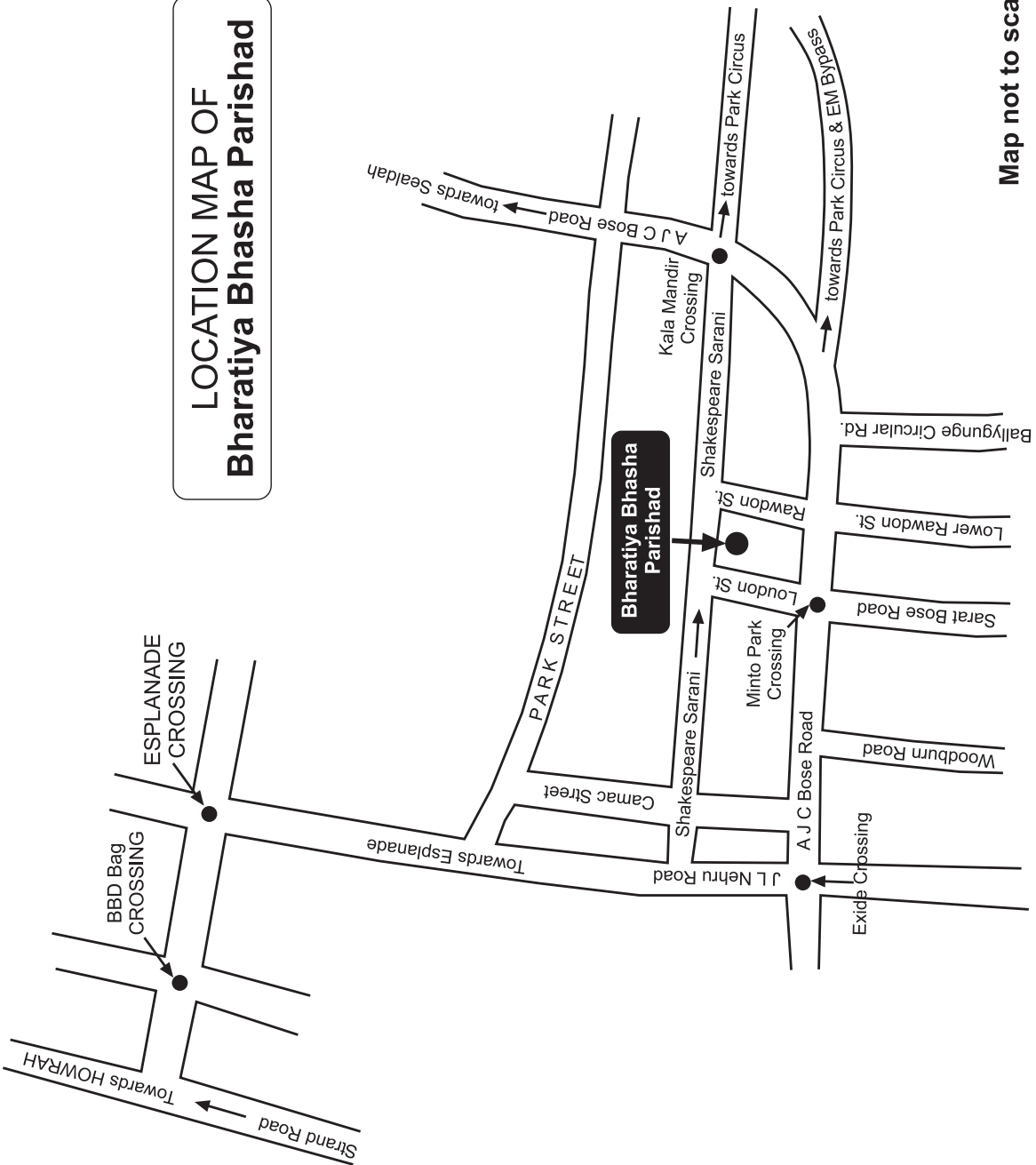
By Order of the Board
For KILBURN CHEMICALS LIMITED

MUKESH SHARMA
COMPANY SECRETARY

Director seeking appointment/re-appointment in the Annual General Meeting Scheduled to be held on 26.09.2018

Name of the Director(s)	Shri. Varadarajan Vanchi	Shri. Tushar Mahendra Patel
Age	72 years	51 years
Date of Appointment	30th January,2012	9th November,2012
Expertise in specific Functional Areas	Professional with over 48 years experience in projects, finance & general management	Industrialist
Qualification	B.M.E.(Hons) , D.C.M.	B.COM & M.B.A.
List of outside Directorship held	1. Kilburn Office Automation Ltd 2. Sandeep Investments Ltd. 3. Kilburn Software Technologies India Ltd. 4. Nirvan Commercial Co.Ltd	1. Sanrhea Technical Textile Ltd. 2. Tejal Trading Pvt. Ltd. 3. Mahendra Credit & Investment Co. Pvt .Ltd. 4. Avantika Investment Pvt.Ltd. 5. NSI Infinium Global Pvt.Ltd.
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: Share holder Grievances Committee.	NIL
Chairman/Member of the Committees of Director of other Companies in which he is a Director		
(a) Audit Committee	NIL	NIL
(b) Remuneration Committee.	NIL	NIL
(c) Shareholders/ Investors Grievance Committee	Member: 1. KilburnOffice Automation Ltd. Member:	1. Stakeholders Relationship Committee Sanrhea Technical Textile Ltd.

**LOCATION MAP OF
Bharatiya Bhasha Parishad**



Map not to scale