

NOTICE FOR THE 25TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the 25th Annual General Meeting of the Company will be held on Tuesday, the 29th day of September, 2015, at Gyan Manch, 11 Pretoria Street, Kolkata- 700 071, 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, 2015, 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 ratification 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 an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act 2013, Mrs. Mamta Kejriwal (holding DIN 02697480), who was appointed as an Additional Director of the company by the Board of Directors at its meeting held on 13th February, 2015, who hold the office upto the date of this Annual General Meeting and in respect of whom the company has received a notice in writing pursuant to Section 160 of the Companies Act 2013, from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the company whose period of office shall be liable to retirement by rotation “

Registered Office:

SHANTINIKETAN

16th Floor

8, Camac Street

Kolkata– 700 017

Dated : 29th May, 2015

By Order of the Board
KILBURN CHEMICALS LTD

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 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 23rd September, 2015 to 29th September 2015 (both days inclusive) for the purpose of the Annual General Meeting of the Company.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
5. 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. 6, Mangoe lane, 2nd Floor Kolkata -700 001 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. 6, Mangoe lane, 2nd Floor Kolkata -700001, for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. 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.
7. 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. 6, Mangoe lane, 2nd Floor Kolkata -700001 and have it duly filled and sent back to them.
8. Electronic copy of the Annual Report for 2014-15 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 2014-15 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 25th 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 25th 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.
10. Details under clause 49 of the Listing Agreement 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.
11. Members may also note that the Notice of the 25th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.kilburnchemicals.com for their download.

12. Members wishing to claim dividends, which remain unclaimed, are requested to correspond with M/s. Maheshwari Datamatics Pvt. Ltd. 6 Mangoe lane, 2nd 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 (Section 205A of the erstwhile Companies Act, 1956) be transferred to the Investor Education Protection Fund.

13. 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 25th 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 25th 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, select Electronic Voting sequence No. as mentioned in the Attendance slip along with **"KILBURN CHEMICALS LTD"** .
- 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 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.

- 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 print out of the voting done by 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.co.in](http://www.evotingindia.co.in) 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.co.in. You can also contact the helpdesk on the toll free number: 1800-200-5533.

- III. The Remote E-Voting period begins from 25th September, 2015 (9.00 A.M.) (IST) and ends on 28th September, 2015 (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 22nd September, 2015 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-off/entitlement date of 22nd September, 2015.
- 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 three (3) working days from the conclusion of the e-voting period unblock 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 25th 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 on or after 1st October, 2015.

14. 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 124 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 : 29th May, 2015

By Order of the Board
KILBURN CHEMICALS LTD

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.**

The Board of Directors at its meeting held on 13th February, 2015 appointed Mrs Mamta Kejriwal as an Additional Director of the company to hold office upto the date of this Annual General Meeting of the company. Under Section 160 of the Companies Act 2013 the Company has received requisite notice from the member proposing Mrs. Mamta Kejriwal as a candidate for the office of Director of the company.

As per provisions of Section 149(1) of the Companies Act, 2013 and amended Clause 49 of the Listing Agreement, the company should have at least one Woman Director. Keeping in view of the statutory requirement, the Board of Directors recommends the resolution in relation to appointment of Mrs Mamta Kejriwal as a Director, for the approval of the members of the company.

Except Mrs. Mamta Kejriwal, being the appointee, none of the Directors, Key Managerial Personnel of the Company and their relatives is concerned or interested either financially or otherwise, in the resolution set out at item No. 4.

The Disclosure under clause 49 of the Listing Agreement with the Stock Exchange is annexed to the Notice.

Directors seeking appointment/re-appointment in the Annual General Meeting scheduled to be held on 29th September, 2015.

Name of the Director(s)	Shri V. Vanchi	Smt. Mamta Kejriwal
Age	68 years	45 years
Date of Appointment	30th January, 1992	13th February, 2015
Expertise in specific Functional Areas	Professional with over 45 years experience in projects, finance & general management.	Professional with over 21 years of experience in finance & secretarial.
Qualification	B.M.E. (Hons), D.C.M	C.A., C.S. & C.W.A.
List of outside Directorship held	1. Kilburn Office Automation Ltd. 2. Nirvan Commerical Co. Limited 3. Sandeep Investments Ltd. 4. Kilburn Software Technologies India Ltd.	KCT Trading Private Limited
Chairman/Member of the Committee of the Board of Directors of the Company	Chairman: 1. Shareholder Grievance 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. Kilburn Office Automation Ltd.	NIL

KILBURN CHEMICALS LTD.

"Shantiniketan", 16th Floor
8, Camac Street, Kolkata 700 017

Dear Shareholder,

Sub: Green Initiative

Ministry of Corporate Affairs (MCA) has recently issued Circulars regarding 'Green Initiative' in Corporate Governance by allowing paperless compliances by serving documents through electronic mode. Accordingly, we propose to send all future shareholders' communications like Notices, Company's Annual Reports etc. through electronic mode. This will ensure prompt receipt of communication, avoid loss in postal transit and most importantly, will enable your Company to help in conservation of forest resources.

If you are holding shares in electronic form, we would request you to register your e-mail address with your Depository Participant at the earliest, in case you have not already done so. You are also requested to intimate to the Depository Participant the changes, if any, in your registered addresses, e-mail id and/or changes in your bank account details. You are not required to re-register unless there is a change in your e-mail address etc.

If you are holding shares in Physical form, you may kindly provide your e-mail address to our Registrar & Share Transfer Agents at the following address for receiving the documents in electronic mode.

Maheshwari Datamatics Private Limited
6, Mangoe Lane (Surendra Mohan Ghosh Sarani)
2nd Floor, Kolkata 700 001
Phone: +91 (033) 2243-5809/5029, 22482248
Fax No: +91 33 22484787
E-mail: mdpldc@yahoo.com

We appreciate the 'Green Initiative' taken by MCA and trust you would help in implementing the e-governance initiative of the Government.

With best wishes,

Thanking you,
Yours faithfully,

KILBURN CHEMICALS LTD.
S. K. JALAN
MANAGING DIRECTOR

The Director
Maheshwari Datamatics Private Limited
Unit: Kilburn Chemicals Ltd.
6, Mangoe Lane, Surendra Mohan Ghosh Sarani
2nd Floor, Kolkata 700 001

Sub: E-mail updation

Dear Sir,

In view of the MCA Circulars bearing no. 17/2011 dated 21st April 2011 and No. 18/2011 dated 29th April 2011 I,, Son of/Daughter of/Wife of holding shares of ('the Company') bearing Folio No. /DP ID Client Id do hereby wish to receive all future communications/requisite documents of the Company at the following E-mail id:

E-mail id :

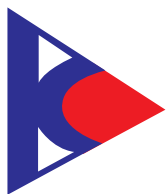
You are requested to please update the same in your Book of Records.

Signature:

Name of Sole/First holder

Name of second holder

Name of Third holder



KILBURN CHEMICALS LTD.

**ANNUAL
REPORT
AND
ACCOUNTS
2014-2015**

DIRECTORS

S. K. JALAN – *Managing Director*
V. VANCHI
R. CHAUDHRI
A. CHATRATH
P. K. BHATTACHARJEE
T. M. PATEL
M. KEJRIWAL

BANKERS

AXIS BANK LIMITED
HDFC BANK LIMITED

AUDITORS

V. SINGHI & ASSOCIATES
CHARTERED ACCOUNTANTS
KOLKATA

**REGISTERED &
CORPORATE OFFICE**

“SHANTINIKETAN”
16TH FLOOR
8, CAMAC STREET
KOLKATA 700 017

**REGISTRAR &
SHARE TRANSFER AGENT**

MAHESHWARI DATAMATICS PVT. LTD.
6, MANGOE LANE, 2ND FLOOR
KOLKATA - 700 001
PHONE NO. : (033) - 22435809 / 5029
FAX NO. : (033) 2248 4787
EMAIL : mdpldc@yahoo.com

DIRECTORS' REPORT

Your Directors take pleasure in presenting the 25th Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS

(Rs. In lacs)

	2014-15	2013-14
Total Revenue	137	181
Gross Operating Profit	58	127
Depreciation for the year	82	116
Profit/ (Loss) Before Extraordinary items and Tax	(24)	11
Profit Before Tax (PBT)	(18)	11
Provision for Tax including Deferred Tax	(44)	(35)
Net Profit After Tax (PAT)	26	46
Add : Surplus / Loss brought forward from previous year	4062	4016
Profit available for Appropriation	4088	4062
Balance carried forward	4088	4062

OPERATION

During the year under review the Company has achieved turnover of Rs.137 lacs which solely came from Wind Mills Operations as compared to last year Rs.181 lacs which is 24.31% less compared to previous year. The Company has earned profit after tax including deferred tax Rs.26 lacs as compared to Rs.46 lacs last year. The generation by the windmills owned by the Company was satisfactory but there was a problem with the local power board on evacuating the power generated. Hence, a substantial portion of the power generated by the windmills was lost and we were unable to bill the same.

EQUITY DIVIDEND

In view of the sharp drop in profitability and with a view to conserve resources for the company's Greenfield Project, Directors felt it prudent to skip dividend on Equity Shares for the year.

FUTURE OUT LOOK

Your Directors are glad to report that the company is in process of setting up a new project for production of both Anatase and Rutile Grade of Titanium Dioxide with an annual capacity of 15,000 MT in Gujarat, where the company has already acquired land from Gujarat Industrial Development Corporation at Jolwa Village at Dahej.

The Company has substantially done the detailed Engineering activities on the project and almost all necessary regulatory clearance has been obtained. Tie up for financial closures at advance stage and is expected to complete soon.

TRANSFER TO RESERVES

During the year under review, your Director does not propose to transfer any amount to any reserve. The profit/ loss for the year under review have been shown under the head Reserve and surplus.

CHANGES IN THE NATURE OF BUSINESS IF ANY

The company has not changed any business' during the year under review. However the Company has signed MOU to sell its Wind Mill Division on slump sales basis to M/s Shri Dhanalakshmi Green Energy India Pvt. Ltd. incorporated under the Companies Act, 1956 and having it registered office situated at S F NO. 226/3, NH-47 Avinashi Road Karumathampatti, Coimbatore (DT) Tamilnadu - 641659 at the consideration of Rs 15.80 Crores.

DEPOSITS

The company has not accepted any deposit from the public and shareholders falling within the ambit of section 73 of the Companies Act 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.