



**KILBURN CHEMICALS LTD.**

**ANNUAL  
REPORT  
AND  
ACCOUNTS  
2020-2021**

**KILBURN CHEMICALS LIMITED**

**DIRECTORS**

ANJAN ROY CHOWDHURY  
DILIP MUKHERJEE  
MANIMALA DEY

**C.F.O.**

M. SUREKA

**C.S.**

M. SHARMA

**BANKERS**

BANK OF BARODA & STATE BANK OF INDIA

**AUDITORS**

V. SINGHI & ASSOCIATES (C.A.FIRM)  
KOLKATA

**REGISTERED &  
CORPORATE OFFICE**

SHANTINIKETAN  
8, CAMAC STREET, 16<sup>TH</sup> FLOOR,  
KOLKATA-700017

**REGISTRAR & TRANSFER  
AGENT**

MAHESHWARI DATAMATICS PVT.LTD  
23, R.N. MUKHERJEE ROAD, 5<sup>TH</sup> FLOOR  
KOLKATA - 700 001  
PHONE NO- 2243-2248/2243-5029  
EMAIL – [mdpldc@yahoo.com](mailto:mdpldc@yahoo.com)

**KILBURN CHEMICALS LIMITED**

Regd. Office: "Shantiniketan" 16th Floor, 8, Camac Street, Kolkata- 700 017 [Ph-033-22828501](tel:033-22828501),

[Email: corporate@kilburnchemicals.com](mailto:corporate@kilburnchemicals.com)

Website: [www.kilburnchemicals.com](http://www.kilburnchemicals.com) CIN No. L24117WB1990PLC199409

**NOTICE FOR THE 31st ANNUAL GENERAL MEETING**

Notice is hereby given that the 31<sup>st</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Thursday, 11<sup>th</sup> November, 2021 at 11.00 a.m. through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the business set out in the Notice of the AGM.

**AS ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial Statement of the Company for the financial year ended 31st March, 2021, the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Shri Anjan Roy Chowdhury (DIN: 09036709), who retires by rotation and being eligible offers himself for re-appointment.
3. To re-appoint and rectification of reappointment of the Auditors and fix their remuneration

**AS SPECIAL BUSINESS**

4. To approve the appointment of Shri Anjan Roy Chowdhury (DIN: 09036709) as an Executive Director of the Company  
To consider and, if thought fit, to pass with or without modification(s), the following as an Ordinary Resolution:

**"RESOLVED THAT**, Shri Anjan Roy Chowdhury (DIN: 09036709) who was appointed as Additional Director of the Company with effect from 23<sup>rd</sup> February, 2021 and who holds office until the date of this Annual General Meeting pursuant to applicable provisions of the Companies Act, 2013 including any schedules and the relevant rules thereof (including any statutory modification(s) or re-enactment thereof) and in respect of whom the Company has received a notice in writing from a Member under the applicable provisions of the Companies Act, 2013 and the Rules thereof (including any statutory modification(s) or re-enactment thereof) proposing his 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 determination by retirement by rotation.

**"RESOLVED FURTHER THAT**, all actions taken by the Board of Directors (including any Committee thereof) and all matters related thereto are specifically approved and ratified. Since the Company is under IBC, the powers of the Board of Directors are being vested by the Resolution Professional of the Company

**"RESOLVED FURTHER THAT** appointment of Shri Anjan Roy Chowdhury (DIN: 09036709) is being ratified after getting the approval of the Shareholders of the Company, at such remuneration and the terms and conditions as approved by the Resolution Professional/Committee of Creditors, since the Company is under IBC from 10<sup>th</sup> August, 2020, the powers of the Board are vested by the Resolution Professional of the company/Committee of Creditors.

The Notice convening the 31<sup>st</sup> AGM of the Company and the Annual Report for the financial year 2020-21 which *inter alia* includes Audited Standalone and Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2021 together with the Reports of the Board of Directors and Auditors thereon are available in the website of the Company at the [www.kilburnchemicals.com](http://www.kilburnchemicals.com)

In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of people, the Ministry of Corporate Affairs ("MCA") vide its circular dated 5 May, 2020 read with circulars dated 8 April, 2020 and 13 April, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular no SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12 May, 2020 have permitted the holding of the Annual General Meeting ("AGM") through Video Conference / Other Audio Visual Means, without the physical presence of the Members at a common venue.

Pursuant to the MCA and SEBI Circulars and owing to the difficulties involved in dispatching of physical copies of the Annual Report and Notice of AGM, the same are being sent in electronic mode to Members whose e-mail address is registered with the Company or the Depository Participant(s).

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.

## KILBURN CHEMICALS LIMITED

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at [www.kilburnchemicals.com](http://www.kilburnchemicals.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

**Registered Office:**  
**SHANTINIKETAN, 16th Floor,**  
**8, Camac Street**  
**Kolkata- 700 017**  
**Dated: 30<sup>th</sup> July, 2021**

**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. Since this AGM is being held pursuant to the MCA circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
3. The Register of Members and the Share Transfer Books of the Company will remain closed from 5th November, 2021 to 11<sup>th</sup> November, 2021 (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.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under section 103 of the Companies Act, 2013.
6. Electronic copy of the Annual Report for 2020-21 is being sent to all Members whose email Ids are registered with the Depository Participants. For members who have not registered their email address, can download the Annual Report for 2019-20 from company's website i.e. [www.kilburnchemicals.com](http://www.kilburnchemicals.com) and will also be available at BSE website i.e. [www.bseindia.com](http://www.bseindia.com).
7. The members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the Commencement of the Meeting by following in the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, KMP, the Chairman of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
8. Details under Regulation 33 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/reappointment.
9. The Statutory Registers maintained under section 170 & 189 of the Companies Act, 2013 will be available electronically for inspection by the members during the AGM.
10. 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

## KILBURN CHEMICALS LIMITED

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.

### 11. 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:
12. The Notice of the 31st Annual General Meeting (AGM) of the Company inter alia indicating the process and manner of e-voting process is being emailed to all the Members whose email ids were available with Depository Participants. For members who have not registered their email address, can download the Annual Report for 2020-21 from company's website i.e. [www.kilburnchemicals.com](http://www.kilburnchemicals.com) and will also be available at BSE website i.e. [www.bseindia.com](http://www.bseindia.com)

13 Pursuant to above SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<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 e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is</li> <li>4) available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>5) 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. 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 e-voting 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 NSDL	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

## KILBURN CHEMICALS LIMITED

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

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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	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 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	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

### 14.Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**

- (i) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (ii) Click on “Shareholders” module.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) 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.
- (vi) If you are a first-time user follow the steps given below:

	<b>For Shareholders holding shares in Demat Form other than individual and Physical Form</b>
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 <b>OR</b> 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 as mentioned in instruction (v).</li> </ul>

- (vii) After entering these details appropriately, click on “SUBMIT” tab.

- (viii) 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

## KILBURN CHEMICALS LIMITED

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.

- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Kilburn Chemicals Limited on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) 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.

### 15. Facility for Non – Individual Shareholders and Custodians – Remote Voting

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](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 should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Compliance User. The email address viz; [corporate@kilburnchemicals.com](mailto:corporate@kilburnchemicals.com), if they have voted from individual tab & not uploaded same in the CDSL voting system for the scrutinizer to verify the same.

### 16 INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

## KILBURN CHEMICALS LIMITED

1. The procedure for attending meeting & e-voting on the day of the AGM/EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. The Remote E-Voting period begins from 7<sup>th</sup> November, 2021 (9.00 A.M.) (IST) and ends on 10<sup>th</sup> November, 2021 (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 4<sup>th</sup> November, 2021 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.  
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 4<sup>th</sup> November, 2021
4. 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 VC/OAVM
5. 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.
6. Mr. Dineshchandra Mangaldas Mehta (Membership No. FCS 32920) has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
7. 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.
8. The results shall be declared on or after the 31<sup>st</sup> 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 13<sup>th</sup> November, 2021
9. If you have any queries or issues regarding attending AGM & 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 022-23058738 and 022-23058542/43.
10. 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 on 022-23058542/43.

### **This meeting would be held in the following manner:**

- 1) Zoom would be used as the online platform for Video Conferencing
- 2) Maximum of 1000 members can join on first come first basis
- 3) Members holding 2% or more of the shares in the Company and KMP would be allowed to join irrespective of the above maximum numbers.
- 4) Meeting would be started 15 minutes prior to the appointed time and the members may join upto 15 minutes after the scheduled time for the meeting.
- 5) Attendance of Members through VC shall be counted for all the purpose of the meeting.
- 6) Before the actual date of meeting, the facility of remote e-voting shall be provided in accordance with the Act and the Rules.
- 7) **How to Join**
- 8) For joining the meeting please visit website [www.zoom.us](http://www.zoom.us) from browser (Google Chrome/Internet Explorer) on your laptop/desktop.
- 9) Members need to enter meeting ID 82088441688 & Password 584942 in order to join the meeting. Further for any technical support for joining zoom meeting or installing the zoom, members need to visit support link available at the website i.e. [www.zoom.us](http://www.zoom.us). For better experience please use your earphone and mute the microphone when not talking. In case of any assistance required for joining the meeting by video conferencing please call 8777084428
- 10) The e-voting by all the shareholders will be exercised only after joining the meeting by video conferencing for which members to keep handy the Client ID/Folio No. and No. of shares held by them.
- 11) As the remote e-voting provided to the members closed on Sunday, 10<sup>th</sup> November, 2021, the members who have already cast their votes through the said facility are welcome to attend the meeting by video conferencing on Thursday,



## KILBURN CHEMICALS LIMITED

11<sup>th</sup> day of November, 2021. However if they cast their vote again by e- voting at the meeting, the same will be treated as invalid. Please note that as per the MCA Circulars the facility of appointment of proxies will not be available for the meetings on Thursday, 11<sup>th</sup> day of November, 2021. However corporate members can appoint their representative by sending authority letter and board resolution by email to [corporate@kilburnchemicals.com](mailto:corporate@kilburnchemicals.com) upto 24 hours before the meeting. No attendance slip is required for the meeting. Members who would like to express their views or ask questions during the AGM may register themselves as a Speaker by sending their request/questions from their registered email id mentioning their name, DP ID and Client ID/folio no, PAN, Mobile no at [corporate@kilburnchemicals.com](mailto:corporate@kilburnchemicals.com) upto 24 hours before the meeting, Those members who have registered themselves as a speaker will only allowed to express their views ask questions during the AGM. The Company reserves the right to restrict the number of Speakers depending on the availability of time for the AGM. . In case of any assistance required regarding the meeting please call 8777084428.

### 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)

#### Director seeking appointment/re-appointment in the Annual General Meeting Scheduled to be held on 11.11.2021

Name of the Director	Shri. Anjan Roy Chowdhury
DIN	09036709
Date of Birth	09.01.1970
Age	51 Years
Date of Appointment	23.02.2021
Expertise in specific Functional Areas	B.COM graduate having knowledge in Accounts & Finance
Qualification	B.COM
No. of Shares Held in the Company	NIL
List of outside Directorship held	NIL
Chairman Member/Committee of the Board of Directors of the Company	NIL
Chairman Member.Committee of the Board of Directors in other Companies/Audit Committee/Remuneration Committee/Investor Grievance Committee	NIL
Relationship with KMP	He is Director, not related to anyone
Justification for Appointment	He has good knowledge of Finance & Accounts

**Registered Office:**  
**SHANTINIKETAN, 16th Floor,**  
**8, Camac Street**  
**Kolkata- 700 017**  
**Dated: 30<sup>th</sup> July, 2021**

**By Order of the Board**  
**For KILBURN CHEMICALS LIMITED**

**MUKESH SHARMA**  
**COMPANY SECRETARY**

**KILBURN CHEMICALS LIMITED****DIRECTORS' REPORT**

Your Directors take pleasure in presenting the 31st Annual Report together with the Audited Accounts of the Company for the Financial Year ended 31st March, 2021.

**FINANCIAL HIGHLIGHTS**

(Rs. In lacs)

	2020-21	2019-20
Total Revenue	102.23	-
Gross Operating Profit	102.23	-
Depreciation for the year	1260.71	1260.70
Profit/ (Loss) Before Extraordinary items and Tax	(1702.14)	(1710.92)
Profit Before Tax (PBT)	(1702.14)	(1710.92)
Provision for Tax including Deferred Tax	-	-
Net Profit After Tax (PAT)	(1702.14)	(1710.92)
Add : Surplus / Loss brought forward from previous year	-	4591
Profit available for Appropriation	-	-
Balance carried forward	-	-

**GENERAL REVIEW OF OPERATIONS AND THE STATE OF COMPANY'S AFFAIRS**

The Company could not continue its production from October, 2018 due to acute liquidity issues. The Company has also defaulted in repayment of loans to the lender banks against the credit facilities availed under consortium arrangement besides interest. As a result, the lender banks had classified loan accounts of the Company as Non-Performing Assets by December, 2018. The lender banks have filed an application under Section 7 of the Insolvency and Bankruptcy Code, 2016 ("the IBC") before the National Company Law Tribunal ("the NCLT") to initiate the Corporate Insolvency Resolution Process ("the CIRP") against the Company. The Hon'ble NCLT Kolkata Bench has admitted the application filed by the lenders and ordered the commencement of the CIRP vide its order dated 10<sup>th</sup> August, 2020. Consequently, Mr. ParthaPratim Ghosh, Insolvency Professional having RegistrationNo. IBBI/IPA-001/IP-P00554/2017-2018/10984 was appointed as the Resolution Professional for the Company by the Hon'ble NCLT Kolkata Bench on 10<sup>th</sup> August, 2020.

Subsequent to the reporting period i.e. 30<sup>th</sup> September, 2020, on an application filed by Mr. ParthaPratim Ghosh under Section 27 of the IBC for replacement of the Resolution Professional, the Hon'ble NCLT Kolkata Bench appointed Mr. Sanjai Kumar Gupta having Registration No. IBBI/IPA-001/IP-P00592/2017-18/11045 as the Resolution Professional.

**FUTURE OUTLOOK**

The Company and Promoters have been looking for fresh funding options through Bankers/Investors etc. but the same was not succeeded. Finally Company was admitted to NCLT vide its order No764/KB/2020 dated 10.08.2020 as per the provisions of the Insolvency and Bankruptcy Code,2016.

**EQUITY DIVIDEND**

Since the Company is under NCLT vide its order no.764/KB/2020 dated 10.08.2020,hence no Dividend was declared.

**TRANSFER TO RESERVES**

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

**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.