



**Annual
Report
And
Accounts
2013-2014**

Kilburn Office Automation Limited

Kilburn Office Automation Ltd.

DIRECTORS	SANDEEP KUMAR JALAN	- CHAIRMAN
	VARADARAJAN VANCHI	- MANAGING DIRECTOR
	ALLAPANDA DEVIAH NANAIYA	
	MADHUSUDAN SEN	
	AMRESH KUMAR JAIN	

REGISTRARS & SHARE	MAHESHWARI DATAMATICS PVT. LTD.
TRANSFER AGENTS	6, MANGOE LANE, 2ND FLOOR, KOLKATA-700 001. PHONE NO. (033)-2243-5809 / 5029 / 2248-2248 FAX NO.(033)-2248-4787 E-MAIL : mdpl@cal.vsnl.net.in mdpldc@yahoo.com

AUDITORS	RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS
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BANKERS	CANARA BANK INDIAN OVERSEAS BANK UNITED BANK OF INDIA CENTRAL BANK OF INDIA
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REGISTERED & CORPORATE OFFICE	"SHANTINIKETAN", 15TH & 16TH FLOOR, 8, CAMAC STREET, KOLKATA-700 017. PHONE NO. (033)-4027-4444 / 2282-8501 FAX NO. (033)-4027-4400 E-MAIL : koalcorporate@kilburn.in
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NOTICE

Notice is hereby given that the Thirty Third Annual General Meeting of the Company will be held at Gyan Manch, 11, Pretoria Street, Kolkata-700 071, on Wednesday, 10th day of September, 2014 at 11.00 a.m. to transact the following business :-

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended as on that date and Cash Flow Statement for the year ended on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Jalan, (holding DIN 00015836), who retires by rotation and, being eligible offers himself for re-appointment.
3. To re-appoint the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of three consecutive Annual General Meetings and to fix their remuneration and in this regard pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 (corresponding 224 and other applicable provisions, if any, of the Companies Act, 1956), M/s. Rakesh Sethia & Co., Chartered Accountants, (Firm Registration No.327065E), be and is hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting to the conclusion of the three consecutive Annual General Meetings, subject to ratification by the shareholders annually at every Annual General Meeting, at a remuneration to be recommended by the Audit Committee and decided by the Board of Directors.

SPECIAL BUSINESS

4. **Appointment of Mr. Amresh Kumar Jain, as an Independent Director**

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 149 and 152 and other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. Amresh Kumar Jain (holding DIN 01120626), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013, is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto a conclusion of the 38th Annual General Meeting of the Company in the Calendar Year 2019.

5. **Appointment of Mr. Allapanda Deviah Nanaiya, as an Independent Director**

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

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Ordinary Resolution :-

"RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. Allapanda Deviah Nanaiya (holding DIN 00164067), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013, is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto a conclusion of the 38th Annual General Meeting of the Company in the Calendar Year 2019.

6. Appointment of Mr. Madhusudan Sen, as an Independent Director

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 149 and 152 and other applicable provisions 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) read with Schedule IV to the Companies Act, 2013, Mr. Madhusudan Sen, (holding DIN-00056874), Director of the Company whose period of office is liable to determination by retirement of directors by rotation and who, pursuant to the provisions of the Companies Act, 2013, is required to be appointed as an Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto a conclusion of the 38th Annual General Meeting of the Company in the Calendar Year 2019.

7. To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution :-

"RESOLVED THAT pursuant to the provisions required by Schedule XIII and other applicable Provisions of the Companies Act, 1956, the Company hereby approves the re-appointment of Mr. Varadarajan Vanchi as the Managing Director of the Company for another 1 (One) Year effective from 14th November, 2013 and upto 13th November, 2014 on the terms and conditions enumerated in the Explanatory Statement."

Place: Kolkata

For and on behalf of the Board

Date : 29th May, 2014

SANDEEP KUMAR JALAN
CHAIRMAN

Registered Office :

"Shantiniketan", 15th Floor,
8, Camac Street, Kolkata-700 017.

NOTES

1. The Register of Members of the Company will remain closed from 3rd September, 2014 to 10th September, 2014 (both days inclusive).
2. A Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote thereat instead of himself and a proxy need not be a member of the Company. The Proxy Form in order 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.
3. Shareholders are requested to bring the duly filled Attendance Slip alongwith their Copy of the Annual Report at the Annual General Meeting.
4. Members are informed that consequent to the issue of Notification by the Department of Company Affairs, they can now avail the nomination facility in respect of their Shares/Debentures/Deposits held in the Company. Members may kindly send the Nomination Form to the Registrars & Share Transfer Agents of the Company at the earliest.
5. 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.
6. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrars 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.
7. Corporate /Institutional 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. 6 Mangoe Lane, 2nd Floor Kolkata -700001 and have it duly filled in and sent back to them.
9. Electronic copy of the Annual Report for 2013-14 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 2013-14 is being sent in the permitted mode.
10. Electronic copy of the Notice of the 33rd 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 33rd Annual General Meeting

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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. Members may also note that the Notice of the 33rd Annual General Meeting and the Annual Report for 2013-14 will also be available on the Company's website www.kilburn.in for their download.
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:

- 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 OFFICE AUTOMATION LIMITED"**.
- 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 OFFICE AUTOMATION LIMITED"** 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.

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- 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. Corporate/Institutional shareholders(i.e. other than Individuals, HUF, 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 E-Voting period begins from 2nd September, 2014 (9.00 A.M.) and ends on 4th September, 2014 (6.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off/entitlement date of 8th August, 2014 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 8th August, 2014.
- V. Mr. Sunil Kumar Banerjee, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VI. 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 33rd Annual General Meeting of the Company. This Notice as well as the Results declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of the CDSL within two (2) days of passing of the resolution at the 33rd Annual General Meeting of the Company on 10th September, 2014.

ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT FOR RE-APPOINTMENT OF DIRECTORS

Name of the Director(s)	MR.SANDEEP KUMAR JALAN
Age	51 Years
Date of appointment	29.03.1989
Qualifications	B.Com (Hons.),MBA
Expertise in specific functional areas	Rich and varied experience in business,administration and commerce.
List of outside Directorships held	1. Kilburn Chemicals Limited-Managing Director 2. The Scottish Assam India Limited-Alternate Director 3. Shree Durga Agencies Limited-Director 4. Just Desserts Limited-Director 5. Sandeep Investments Limited-Director 6. Supriya Finance Limited-Director 7. Kilburn Software Technologies India Limited-Director 8. Shreyans Investments Private Limited-Director 9. Arham Vyapaar Pvt. Ltd.-Director 10. Ana Vincom Pvt. Ltd.-Director
Memberships/Chairman of Committees held in other Public Companies	1. Kilburn Chemicals Limited-Member of Shareholders' Grievance Committee

ANNEXURE TO THE NOTICE

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

ITEM NO. 4

Mr. Amresh Kumar Jain (Aged-47 yrs) is the Non-Executive and Independent Director of the Company. He joined the Board of Directors of the Company on 28.05.2008.

Mr. Amresh Kumar Jain (DIN 01120626).

Qualifications:

FCA,DISA

Expertise in specific Functional Areas:

Accounts & Finance

List of outside Directorships:

1. Jain Coaching Centre Pvt. Ltd.
2. Jain Institute Pvt. Ltd.

Memberships/Chairman of Committees held in other Public Companies :

Nil

Shares held in the Company :

Nil

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ITEM NO. 5

Mr.Allapanda Deviah Nanaiya(Aged-77 yrs) is the Non-Executive and Independent Director of the Company.He joined the Board of Directors of the Company on 21.02.1997.

Mr. Allapanda Deviah Nanaiya (DIN 00164067).

Qualifications:	B.sc
Expertise in specific Functional Areas:	Sales and General Admininstration
List of outside Directorships:	Nil
Memberships/Chairman of Committees held in other Public Companies:	Nil
Shares held in the Company:	Nil

ITEM NO. 6

Mr. Madhusudan Sen (Aged- 71 yrs) is the Non-Executive and Independent Director of the Company.He joined the Board of Directors of the Company on 30-01-2003.

Mr. Madhusudan Sen (DIN-00056874)

Qualifications:	B.sc
Expertise in specific Functional Areas:	Sales and Marketing
List of outside Directorships:	
Memberships/Chairman of Committees held in other Public Companies:	Nil
Shares held in the Company :	Nil

Mr. Amresh Kumar Jain, Mr. Allapanda Deviah Nanaiya and Mr.Madhusudan Sen being Non-executive and Independent Directors of the Company are proposed to be appointed for a term of five years w.e.f the date of ensuing AGM, pursuant to the provisions of Section 149,152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013.

The approval is sought from the members for the appointment of aforesaid independent Directors for a term of five consecutive years form the date of the ensuing AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.They shall not be liable to retire by rotation.

None of the Directors or Key Managerial Personnel of the Company and their Relatives, other than Directors for their respective appointment, are concerned or interested in their resolutions.

The Board recommends the resolution Nos. 4,5 and 6 for the approval of the members.

ITEM NO. 7

The term of office of Mr. Varadarajan Vanchi as the Managing Director of the Company expired on 13th November, 2013. Considering his qualifications, extensive business experience, skills and capabilities, the Board of Directors, at its meeting held on 11th November, 2013 has re-appointed Mr. Varadarajan Vanchi as the Managing Director of the Company for another 1(One) Year effective from 14th November,2013 and upto 13th November, 2014 and the same is being placed before the shareholders at the ensuing

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Annual General Meeting for their ratification. The re-appointment and remuneration package of Mr. Varadarajan Vanchi was also approved by the Remuneration Committee at its meeting held on 11th November, 2013.

The details of the terms and conditions including remuneration of Mr. Varadarajan Vanchi as the Managing Director of the Company :-

Period: Mr. Varadarajan Vanchi shall be the Managing Director of the Company for another 1 (One) Year with effect from 14th November 2013 and upto 13th November, 2014.

Duties: Mr. Varadarajan Vanchi, subject to the superintendence, control and direction of the Board, shall perform such duties and exercise such powers which have been or may from time to time be entrusted to or vested on him by the Board. The proposed agreement also sets out the mutual rights and obligations of the concerned parties and the administrative details.

Remuneration:

Salary: Rs.2,00,000/- per month

Commission : At the rate of 1% of the Net Profits of the Company subject to a ceiling of fifty percent of the Annual Salary.

Perquisites & Allowances: In addition to the above remuneration, Mr. Varadarajan Vanchi shall also be entitled to leave travel concession for self and family, Club Fees, leave encashment, benefits of Provident Fund, Superannuation Fund and Gratuity Fund etc., in accordance with the rules of the Company.

Minimum Remuneration: In the event of loss or inadequacy of profits in any financial year during the tenure of his office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs 1 & 2 of Section II of Part II of Schedule XIII to the Companies Act, 1956.

Memorandum of Interest: None of the Directors of the Company except Mr. Varadarajan Vanchi- (Key Managerial Personnel) and Smt. Jayanti Vanchi (Wife of Mr. Varadarajan Vanchi-KMP) is/are concerned or interested in the said resolution.

Number of Shares held- 1389 Nos. of Equity Shares.

Information in terms of Schedule XIII to the Companies Act, 1956

I. **General Information:**

(1) **Nature of Industry:**

Office Automation

(2) **Date or expected date of commencement of commercial production:**

The Company is an existing company and is in operation.

(3) **In case of new companies, expected date of commencement of activities as per Project approval by Financial Institutions appearing in the Prospectus:**

Not applicable.