



**Annual
Report
And
Accounts
2018-2019**

Kilburn Office Automation Limited

DIRECTORS	MR. GOPI KRISHNA GANGULY	(DIN-08358083) - MANAGING DIRECTOR
	MR. AMRESH KUMAR JAIN	(DIN-01120626) - NON-EXECUTIVE AND INDEPENDENT DIRECTOR
	SMT. JHUMUR BHATTACHARJEE	(DIN-07015112) - NON-EXECUTIVE AND INDEPENDENT DIRECTOR
	MR. DILIP MUKHERJEE	(DIN-07244118) - NON-EXECUTIVE AND INDEPENDENT DIRECTOR

CHIEF FINANCIAL OFFICER (CFO)	MR. NILIMESH CHAUDHRI
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REGISTRARS & SHARE TRANSFER AGENTS	MAHESHWARI DATAMATICS PVT. LTD. 23,R.N. MUKHERJEE ROAD, 5TH FLOOR, KOLKATA-700 001. PHONE NO. (033)-2243-5029/2248-2248 FAX NO.(033)-2248-4787 E-MAIL : mdpl@cal.vsnl.net.in ; mdpldc@yahoo.com
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AUDITORS	RAKESH SETHIA & CO., CHARTERED ACCOUNTANTS
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BANKERS	CANARA BANK CENTRAL BANK OF INDIA STATE BANK OF INDIA
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REGISTERED & CORPORATE OFFICE	"SHANTINIKETAN",15TH & 16TH FLOOR, 8,CAMAC STREET, KOLKATA-700 017. PHONE NO. (033)-2282-8501/2282-7722 FAX NO. (033)-2282-4627 E-MAIL : koalcorporate@kilburn.in
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Kilburn Office Automation Ltd.

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

CIN : L27106WB1980PLC033140

Phone No. (033)-2282-8501/2282-7722, Fax No. (033)-2282-4627

E-mail : koalcorporate@kilburn.in, Website : www.kilburn.in

NOTICE

Notice is hereby given that the **Thirty Eighth** Annual General Meeting of the Company will be held at **Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani, Kolkata-700017**, on **Saturday, 28th day of September, 2019 at 2.00 p.m.** to transact the following business :-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2019 and the Profit and Loss Account for the year ended as on that date together with the Reports of the Board of Directors' and Auditors' thereon.

SPECIAL BUSINESS

2. Re-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 a Special 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 re-appointed as an Independent Director of the Company to hold the office for another 5 (Five) consecutive years for a term upto a conclusion of the Annual General Meeting of the Company in the Calendar Year 2024."

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

Appointment of Managing Director

"RESOLVED THAT Mr.Gopi Krishna Ganguly (bearing DIN-08358083), be and is hereby appointed as the Managing Director (Key Managerial Personnel-KMP) of the Company with effect from 1st March, 2019 for a period from 1st March, 2019 to 31st March, 2020, subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time) on the terms and the conditions of such re-appointment and the remuneration enumerated ."

For and on behalf of the Board
GOPI KRISHNA GANGULY
MANAGING DIRECTOR
DIN-08358083

Place: Kolkata

Date : 29th May, 2019

NOTES

1. The Register of Members of the Company will remain closed from 23.09.2019 to 28.09.2019 (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. A person can act as a proxy on behalf of members not exceeding 50 (Fifty) and holding in the aggregate not more than 10% (Ten) Percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

3. Shareholders are requested to bring the duly filled Admission Slip along with their Copy of the Annual Report at the Annual General Meeting.
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 Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., 23, R.N. Mukherjee Road, 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, Kolkata -700001, for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. 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.
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., 23, R.N. Mukherjee Road, Kolkata -700001, and have it duly filled in and sent back to them.
8. Electronic copy of the Annual Report for 2018-19 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 2018-19 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 38th 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 38th 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. Members may also note that the Notice of the **38th Annual General Meeting** and the Annual Report for 2018-19 will also be available on the Company's website www.kilburn.in for their download.
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, and **Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**, as amended from time to

time and Regulation 44 of the SEBI (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 re 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 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.
- 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 **25.09.2019, (9.00 A.M.)** and ends on **27.09.2019 (5.00 P.M.)**. 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 **21.09.2019**.
 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 **21.09.2019**.
- V. The facility for voting through ballot paper shall be made available at the AGM and only such members attending the meeting who have not cast their vote by e-voting shall be entitled to exercise their right to vote at the meeting through Ballot Paper.
- VI. 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.
- VII. The Chairman shall at the AGM, at the end of the discussion on resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting.
- VIII. The Scrutinizer shall after the conclusion of the voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall have not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the results of the voting therewith.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and of CDSL after the same is declared by the Chairman/authorised person and the same shall also be simultaneously forwarded to the Mumbai Stock Exchange(BSE) in pdf format and also filed in XBRL mode.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(2) OF THE COMPANIES ACT, 2013

ITEM NO.2

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's (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.
3. Raj Kavira Mercantile Pvt. Ltd.

Memberships/Chairman of Committees held in other Public Companies: Nil.

Shares held in the Company :- Nil

Mr. Amresh Kumar Jain was appointed as an Independent Director for 5years at the Annual General Meeting held on **10th September, 2014** and his term expires at this Annual General Meeting in the Calendar Year 2019.

Pursuant to provisions of Section 152 read with Section 149(10) of the Companies Act, 2013, an Independent Director shall be eligible for re-appointment on passing a Special Resolution.

The Board of Directors of the Company recommends the passing of the resolution by the shareholders as set out in Item No.2 of the Notice.

None of the Directors, KMP or their relatives of the Company except Mr.Amresh Kumar Jain is concerned or interested in the said resolution.

ITEM NO.3

Mr.Gopi Krishna Ganguly (bearing DIN-08358083) is appointed as the Managing Director (Key Managerial Personnel-KMP) of the Company with effect from 1st March, 2019 for a period from 1st March, 2019 to 31st March, 2020, pursuant to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (as amended from time to time) and his remuneration package has been recommended by the Nomination and Remuneration Committee Meeting at its meeting held on 1st March , 2019.The said appointment and remuneration package was approved by the Board of Directors at its meeting held on 1st March, 2019 subject to the ratification of the shareholders at the ensuing Annual General Meeting.

The details of the terms and conditions including remuneration of Mr.Gopi Krishna Ganguly as the Managing Director of the Company :-

Period: Mr. Gopi Krishna Ganguly shall be the Managing Director of the Company with effect from 1st March, 2019 and the period is from 1st March, 2019 to 31st March, 2020.

Duties: Mr. Gopi Krishna Ganguly, 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.24, 000/= p.m.

Perquisites & Allowances: In addition to the above remuneration, Mr.Gopi Krishna Ganguly shall also be entitled to company accommodation, car running and maintenance expenses, re-imbursement of Drivers' Salary and Security Expenses, in accordance with the rules of the Company.

Minimum Remuneration: In the event of loss or inadequacy of profits in any year during the tenure of his office, the Company will pay remuneration to him for that year within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

Memorandum of Interest: None of the Directors, KMP or their relatives of the Company except Mr. Gopi Krishna Ganguly -(Key Managerial Personnel) is/are concerned or interested in the said resolution.

Number of Shares held- NIL.

Information in terms of Schedule V to the Companies Act, 2013**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.
- (4) Financial Performance based on given indicators:
The Financial Performance of the Company based on given indicators for the last four financial years were as under :-

PARTICULARS	YEAR ENDED 31ST MARCH, 2019	YEAR ENDED 31ST MARCH, 2018	YEAR ENDED 31ST MARCH, 2017	YEAR ENDED 31ST MARCH, 2016
TURNOVER	Nil	3, 71, 09, 808	3, 86, 818	3, 43, 92, 108
NET LOSS	(23, 58, 174)	(31, 77, 074)	(75, 60, 924)	(79, 83, 529)
AMOUNT OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil
PERCENTAGE OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil

- (5) Foreign Investments or Collaborators: Nil

II. Information about the Appointee:

- (1) Background Details:
Mr. Mr.Gopi Krishna Ganguly is a B.com (Hons.) from Calcutta University aged about 67 years has served in different companies in different positions.

(2) Past Remuneration:

The remuneration of Mr.V.Vanchi, erstwhile Managing Director of the Company from (1-4-2018 to 14-11-2018) was as under for the year ended 31st March 2019 :

	Rs.
Salary and Perquisites(1-4-2018 to 14-11-2018)	5, 25, 908-00
Company's contribution to PF, and other retirement funds	35, 680-00
	<u>5, 61, 588-00</u>

(3) Recognition or Awards:

Not material.

(4) Job Profile and his suitability:

Mr. Gopi Krishna Ganguly has past exposure functions such as finance, accounts, logistics and human resources. The Board found Mr. Gopi Krishna Ganguly best suited for the responsibilities assigned to him. Since the Company is in the process of overall restructuring exercise and his expertise is needed for the Company.

(5) Remuneration Proposed:

Details are provided in the Explanatory Statement.

(6) Comparative remuneration profile with respect to industry, size of the Company, Profile of the position and person(in case of expatriates the relevant details would be w.r.t the country of origin)

The Remuneration structure of Mr. Gopi Krishna Ganguly is much lower than what is drawn by his peers in comparable Companies.

(7) Pecuniary Relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any: Nil

III. Other Information:

(1) Reasons of loss/inadequacy of profits:

Poor market conditions resulting in unremunerative pricing.

(2) Steps taken or proposed to be taken for improvement:

The Company is in the process of restructuring its business activities and is also exploring suitable diversification opportunities.

(3) Expected increase in productivity and profits in measurable terms:

This will depend entirely on the diversification opportunity identified for implementation.

IV. Disclosures

The following Disclosures are to be stated in the Corporate Governance Report pursuant to Regulation 27 of the SEBI's (Listing Obligation and Disclosure Requirements) 2015. However, since the Corporate Governance Report is not applicable to the Company this financial year, the reasons have already been stated in the point on Corporate Governance in the Board's Report. However, the following disclosures are detailed below:-

i) All elements of remuneration package such as Salary, benefits of the Managing Director has been stated in the Notice.

Bonuses, Stock options, pensions to the Non-Executive Directors/Managing Director-NIL

ii) Details of fixed component and Performance Linked incentives-NIL

iii) Service Contracts, Notice, notice period, severance fees-

The agreement with the Managing Director is contractual in nature and is for a period of from 1st March, 2019 to 31st March, 2020.

The agreement may be terminated by either party by giving a notice of not less than three months in writing.

The Contract of employment with the Managing Director is pursuant to Section 190 of the Companies Act, 2013.

iv) Stock Option details-NIL

The Board of Directors of the Company recommends the passing of the resolution by the shareholders as set out in Item No.3 of the Notice.

None of the Directors, KMP or their Relatives of the Company except Mr. Gopi Krishna Ganguly -(Key Managerial Personnel) is /are concerned or interested in the said resolution.

