

# ***KALPATARU ENGINEERING LIMITED***

*CIN: L27104WB1980PLC033133*

*Regd. Off.: - 18 RABINDRA SARANI, PODDAR COURT GATE NO.4,  
4TH FLOOR, ROOM NO.4 KOLKATA -700001  
Tel. No.: (033) 4001-9900*

*Website: www.kalpataruengineering.co.in; E-mail: kalpataruengltd@gmail.com*

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## **NOTICE**

**NOTICE** is hereby given that the 38<sup>th</sup> Annual General Meeting of the members of the Company for the year 2019 will be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 09:30 AM at the registered office of the Company at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata -700001 to transact with or without modification(s), as may be permissible, the following businesses:

### **ORDINARY BUSINESS**

#### **Item No. 1 - Adoption of Financial Statements**

To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2019 together with the Report of the Directors' and Auditors' thereon.

#### **Item No.2 - Rotation of Director**

To consider appointment of a Director in place of Mr. Bimalkumar Bajranglal Patodia (DIN: 07555097), who retires by rotation, and has sent his dissent for being reappointed as Director of the Company.

#### **Item No.3 - Ratification of Auditor and fixing their remuneration**

To consider and, if thought fit pass with or without modification, the following resolution as an Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provision of section 139 and other applicable provision, if any of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and auditors) Rules, 2014 as may be applicable Mr. Om Prakash Khajanchi., Chartered Accountants (ICAI M. No. 065549), be appointed as statutory auditors of the company to hold office from the conclusion of this Meeting until the conclusion of the Annual General Meeting (AGM) of the company to be held in the year 2022 subject to ratification of the appointment at every AGM at a remuneration (including term of payment) to be fixed by the board of Direction of the company, plus other tax(es), as may be applicable & reimbursement of all out-of-pocket expenses in connection with the audit of the accounts of the company"

**"RESOLVED FURTHER THAT** both of the directors of the company be and is hereby authorised to do sign/digitally sign all such necessary e-forms and returns as may be required under the Companies Act, 2013 and rules made there under and amended time to time for giving effect to the aforesaid resolution."

## **SPECIAL BUSINESS**

### **Item No.4 - Regularization of Director**

To consider, and if thought fit to pass, with or without modification, the following resolution as an Ordinary Resolution for Regularization of Additional Directors:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and all other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Rules framed thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and the applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any modification(s) or re-enactment for the time being in force), **Mrs. Sapna Soni (DIN: 08554180)**, who was appointed as an Additional Director of the Company with effect from **September 04<sup>th</sup>, 2019**, and who holds office only upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of 5 years .

**Date: 04.09.2019**

**By Order of the Board  
For Kalpataru Engineering Ltd**

**Sd/-  
Barkha Jain  
Company Secretary  
M No.: 42449**

## NOTES:

A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND, ON A POLL, TO VOTE INSTEAD OF HIMSELF. SUCH A PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE INSTRUMENT APPOINTING PROXY SHOULD HOWEVER BE DEPOSITED AT REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE COMMENCEMENT OF THE MEETING.

1. Proxies, in order to be valid and effective, must be delivered at the registered/ corporate office of the company not later than forty-eight hours before the commencement of the meeting.
2. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. Only bonafide members of the Company whose names appear on the Register of Members/Proxy holders, in possession of valid attendance slips duly filled and signed will be permitted to attend the meeting. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
5. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
6. The Register of Member and Share Transfer Register of the company will remain closed from 20<sup>th</sup> day of September, 2019 to 26<sup>th</sup> day of September, 2019 (both days inclusive).
7. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to M/s. Niche Technologies Private Limited or the Secretarial Department of the Company immediately.
8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The Nomination Form SH 13 prescribed by the Government can be obtained from M/s. Niche Technologies Private Limited or the Secretarial Department of the Company at its Registered Office.
9. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Companies (Management and Administration Rules), 2014, companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e-mail address to M/s. Niche Technologies Private Limited. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email-address, are entitled to receive such communication in physical form upon request.
10. Explanatory Statement pursuant to section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting has been attached with this report.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the registered office of the Company during business

hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

12. Details of Directors seeking appointment/ re-appointment/Regularization at the Annual General Meeting of the Company to be held on September 26<sup>th</sup>, 2019 and are provided in Annexure A of this Notice.

### 13. VOTING THROUGH ELECTRONIC MEANS:

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

#### **The process and manner for remote e-voting are as under:**

- (i) The remote e-voting period commences on 23<sup>rd</sup> September, 2019 (9:00 AM) and ends on 25<sup>th</sup> September, 2019 (05:00 PM). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> September, 2019 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- (ii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com) during the voting period.
- (iii) Click on "Shareholders" tab.
- (iv) 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. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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 voting of any company, then your existing password is to be used.

(vii) If you are a first time user follow the steps given below:

	<b>For Members holding shares in Demat Form and Physical Form</b>
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>• Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li><li>• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account with the depository or in the company records for your folio in dd/mm/yyyy format</p>
Bank Account Number (DBD)	<p>Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio.</p> <ul style="list-style-type: none"><li>• Please Enter the DOB or Bank Account Number in order to Login.</li><li>• If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).</li></ul>

(viii) After entering these details appropriately, click on "SUBMIT" tab.

- (ix) Members holding shares in physical form will then directly reach 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant Company Name i.e. **Kalpataru Engineering Ltd** on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
  - 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 they have to create a compliance user which 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 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.
- (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)
- 14.** Institutional Members/ Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at [akhilkumaragarwal@gmail.com](mailto:akhilkumaragarwal@gmail.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) on or before 26<sup>th</sup> September, 2019 upto 05:00 P.M. without which the vote shall not be treated as valid.
- 15.** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 19<sup>th</sup> September, 2019.
- 16.** The notice of 38<sup>th</sup> Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 23<sup>rd</sup> August, 2019.

17. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19<sup>th</sup> September, 2019. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
18. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19<sup>th</sup> August, 2019 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
19. Investors, who became members of the Company subsequent to the dispatch of the Notice/ Email and hold the shares as on the cut-off date i.e.19<sup>th</sup> September, 2019 are requested to send the written / email communication to the Company at kalpataruenggltd@gmail.com by mentioning their Folio No./ DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. Mr. Akhil Agarwal Practising Company Secretary having Membership No. 35073 have been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
21. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL. The same will be communicated to the listed stock exchange i.e. Calcutta Stock Exchange.

**Date: 04.09.2019**

**By Order of the Board  
For Kalpataru Engineering Ltd**

**Sd/-  
Barkha Jain  
Company Secretary  
M No.: 42449**

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

**ITEM NO. 4:**

- (a) The Board, appointed Mrs. Sapna Soni as an Additional Director of the Company with effect from 04<sup>th</sup> September 2019, pursuant to section 161 of the Companies Act, 2013. Hence she is eligible to hold office up to the date of the ensuing Annual General Meeting.

The Company has received from Mrs. Sapna Soni:

- (a) Consent in writing to act as director
- (b) Intimation to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013, and;
- (c) A declaration to the effect that he meets the criteria of independence as provided in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015'

The Board considers that her association would be of immense benefit to the Company and it is desirable to avail her service as Director.

Accordingly, the Board recommends the Item No. 4, in relation to appointment of Mrs. Sapna Soni as Director, for the approval by the shareholders of the Company.

All documents concerning this item are available for inspection at the Registered Office of the Company from 11 A.M. to 1 P.M. on all working days till the date of the forthcoming Annual General Meeting of shareholders.

No Directors and the Key Managerial Personnel of the company including their relatives are concerned or interested in aforesaid resolution.

**Date: 04.09.2019**

By Order of the Board  
**For Kalpataru Engineering Ltd**

**Sd/-**  
**Barkha Jain**  
**Company Secretary**



### Annexure 1

The relevant details of directors Who is proposed to be re-appointed directors of the Company, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SS-2 issued by the Company Secretaries of India are as under;

<i>Particulars</i>	<i>Mr Bimalkumar Bajrangilal Patodia</i>	<i>Mrs. Sapna Soni</i>
<i>Current Position</i>	Whole time Director (Liable to retire by rotation)	Independent director (not Liable to retire by rotation)
<i>Date of birth</i>	23.06.1968	01.01.1995
<i>Qualification</i>	Graduation	Higher Secondary
<i>Experience</i>	Marketing, Investments and finance	Accounting & taxation
<i>Date of Appointment</i>	20/07/2016	08/04/2019
<i>Remuneration</i>	Rs 3,00,000/- p.a.	No remuneration
<i>Terms &amp; Conditions of Re - Appointment</i>	As per the resolution at item no 2 of the Notice convening this Meeting	As per the resolution at item no. 4 of the Notice convening this Meeting read With explanatory statement thereto proposed to be re-appointed as Non Executive Director
<i>No. of Board Meetings attended(FY 2018-19)</i>	5 of 5	NIL
<i>Shareholding in the Co.</i>	NIL	NIL
<i>Relationship with other director</i>	NIL	NIL
<i>Directorship in other Listed entities</i>	NIL	NIL
<i>Memberships Chairmanship of Committees in other Companies</i>	NIL	NIL
<i>Other Directorship</i>	NIL	NIL

**ATTENDANCE SLIP**  
**(To be handed over at the entrance of the meeting hall)**  
**(38<sup>th</sup> Annual General Meeting - Thursday, 26<sup>th</sup> day of September, 2019)**

I/We hereby record my/our presence at the 38<sup>th</sup> Annual General Meeting of the members of the Company for the year 2019 will be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 09:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.3 Kolkata - 700001

Full Name of the member (in BLOCK LETTERS): \_\_\_\_\_

Folio No. \_\_\_\_\_, DP ID No. \_\_\_\_\_, Client ID No. \_\_\_\_\_

Full Name of Proxy (in BLOCK LETTERS): \_\_\_\_\_

Member/ Proxy(s) Signature: \_\_\_\_\_

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**(Please cut here and bring the Attendance Slip duly Signed, to the meeting and hand it over the entrance. Duplicate slips will not be issued at the venue of the meeting.)**

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**PROXY FORM**

(38<sup>th</sup> Annual General Meeting 2019- Thursday, 26<sup>th</sup> day of September, 2019)

**Form No. MGT-11**

[Pursuant to Section 105(6) of the Companies Act, 2013 and of the Companies (Management and Administration) Rules, 2014]

CIN: L27104WB1980PLC033133

Name of the Company: KALPATARU ENGINEERING LTD

Regd Office: 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata - 700001

Name of the member(s):

Registered Address:

E-mail ID:

Folio No. /DP Client ID:

I/We, being the member(s) of ..... shares of the above Company, hereby appoint

1. Name..... Address.....  
E-mail id..... Signature..... or filing him

2. Name..... Address.....  
E-mail id..... Signature..... or filing him

As my/our proxy to attend and vote (on a poll) for me/us on my/our behalf at the 38<sup>th</sup> AGM of the Company for the year 2019, to be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 09:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.3 Kolkata -700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
<b>Ordinary Business</b>			
1.	Ordinary Resolution to receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31 <sup>st</sup> March, 2019 together with the Report of the Directors' and Auditors' thereon.		
2.	Ordinary Resolution for Re-appointment of a Director Mr. Bimalkumar Bajranglal Patodia (DIN: 07555097) as Director		
3.	Appointment of Mr. Om Prakash Khajanchi, Chartered Accountants in place of Anupam Sarkar as the statutory auditor of the company from the conclusion of this Annual General Meeting until the conclusion of the fifth Annual General Meeting (AGM) of the company and fixation of their remuneration.		
<b>Special Business</b>			
4.	Ordinary Resolution for Regularization of appointment of Mrs. Sapna Soni as Director of the Company, who was appointed as an Additional Director.		

Signed this.....day of .....2019

Affix  
Revenue  
Stamp

.....  
Signature of the member

.....  
Signature of proxy

Note: This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before the commencement of the meeting.

**(Annexure to the Notice for the 38<sup>th</sup> Annual General Meeting of the company for the year 2019  
to be held on 26<sup>th</sup> day of September, 2019**

1. Name & Registered Address of Sole/First named Member :
2. Joint Holders Name (If any) :
3. Folio No. / DP ID & Client ID :
4. No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44(1) of the (Listing obligation and Disclosure Requirements) Regulation 2015, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the 38<sup>th</sup> Annual General Meeting (AGM) to be held on Thursday, the 26<sup>th</sup> day of September, 2019 at 09:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4<sup>th</sup> Floor, Room No.3 Kolkata -700001 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

<b>EVSN (Electronic Voting Sequence Number)</b>	<b>User ID</b>	<b>PAN/ Sequence No.</b>
170911056		

The E-voting facility will be available during the following voting period:

<b>Remote e-Voting Start On</b>	<b>Remote e-Voting End On</b>
23 <sup>rd</sup> September, 2019 at 10:00 A.M. (IST)	25 <sup>th</sup> September, 2019 at 05:00 P.M. (IST)

Please read the instructions mentioned in Point No. 13 of the Notice before exercising you vote.

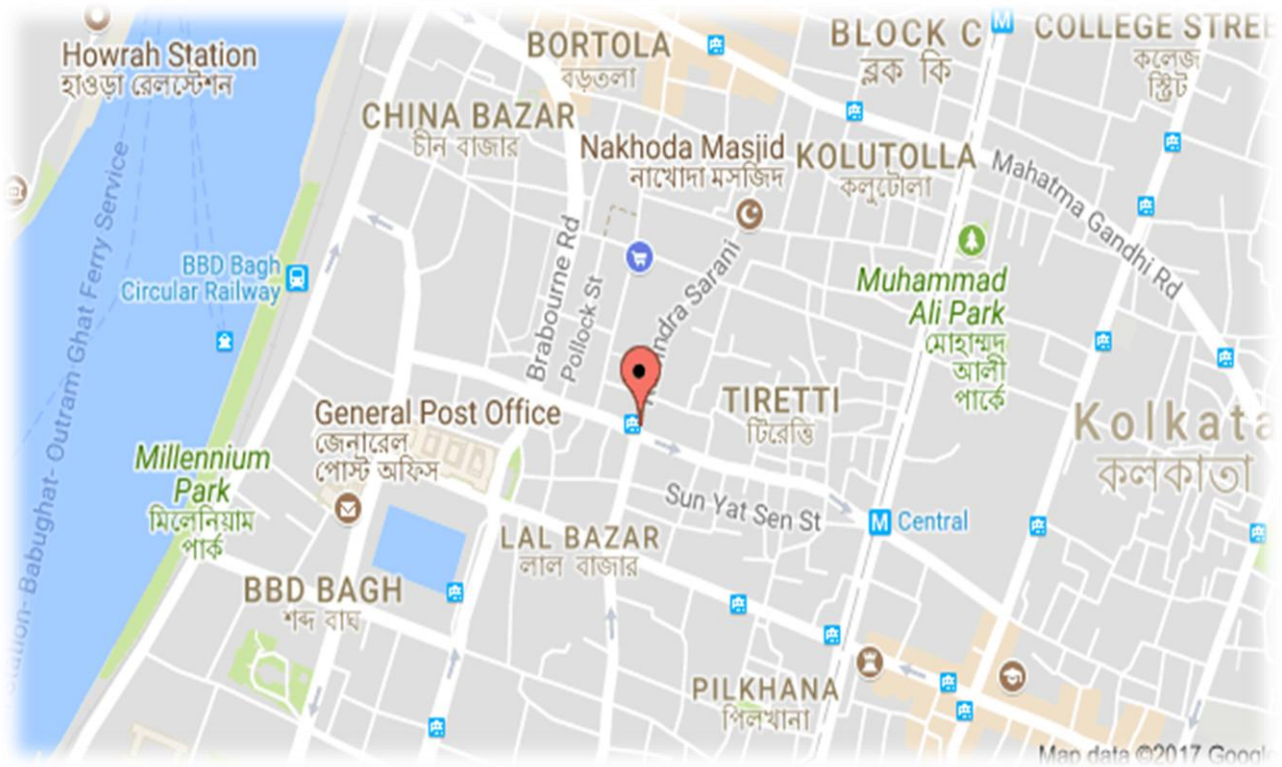
**Date: 04.09.2019**

*Place: Kolkata*

**By Order of the Board  
For Kalpataru Engineering Ltd**

**Sd/-  
Barkha Jain  
Company Secretary  
M No.: 42449**

## ROAD MAP TO AGM VENUE



**18, Rabindra Sarani, Poddar Court, Gate No.4, 4<sup>th</sup> Floor, Room No.3,  
Kolkata-700001**