

**KALPATARU ENGINEERING LIMITED**  
**CIN: L27104:WB1980PLC033133**  
**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](http://www.kalpataruengineering.co.in); E-mail: [kalpataruengg ltd@gmail.com](mailto:kalpataruengg ltd@gmail.com)**

## NOTICE

**NOTICE** is hereby given that the 40<sup>th</sup> Annual General Meeting of the members of the Company will be held on Tuesday, the 28<sup>th</sup> day of September, 2021 at 11:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 2<sup>nd</sup> Floor, Room No.17 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, 2021 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. Chandan Shaw (DIN: 08943210), who retires by rotation, and has sent his dissent for being reappointed as Director of the Company.

### **SPECIAL BUSINESS:**

**Item No.3:** To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Bhakti Somiya, (holding DIN: 06957470), was reappointed as the Director of the Company, meeting of the Board of Director held on 06th September, 2021, as Non-Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

**Item No.4:** To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr Chandan Shaw, (holding DIN: 08943210), was appointed as the Executive additional Director of the Company, meeting of the Board of Director held on 09th November, 2020, as Executive Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Executive Director of the Company”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

**Item No.5:** To Consider and if thought fit to pass with or without modification(S), following resolution as an Ordinary Resolution

**“RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the companies Act, 2013 and the companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Ms Shyamali Singh, (holding DIN: 08943224), was appointed as the Director of the Company, meeting of the Board of Director held on 09th September, 2020, as Non-Executive additional Director of the Company, who has submitted a declaration that he meets the criteria for Independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby reappointed as an Independent Director of the Company to hold office for 5 (five) consecutive years Commencing from the date of this Annual General Meeting and shall not be liable to retire by rotation”

**“RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 197 and any other applicable provisions of the Companies Act, 2013 and rules made there under [including any Statutory modification(s) or re-enactment(s) thereof for the time being in force], Ms. Bhakti Somiya be paid such fees and commission as the Board may approve from time to time and Subject to such limits, prescribed or as may be prescribed from time to time.”

**Date: 06.09.2021**

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

**Sd/-  
Sandeep Verma  
Company Secretary  
M. No. 046612**

## 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 22th day of September, 2021 to 28th day of September, 2021 (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 if required.
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 28th, 2021** 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 40th 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.

#### 1. *Voting through electronic means*

Pursuant to Section 108 of the Companies Act, 2013, read with the relevant Rules of the Act, the Company is pleased to provide the facility to Members to exercise their right to vote by electronic means. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on 21.09.2021, i.e. the date prior to the commencement of book closure date are entitled to vote on the Resolutions set forth in this Notice. The remote e-voting period will commence at 9.00 a.m. on Saturday 25th of September, 2021 and will end at 5.00 p.m. on Monday 27th of September, 2021. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the meeting and the members attending the meeting who have not cast their vote by remote e-voting shall be able to vote at the meeting through 'Insta Poll'. The Company has appointed Mr. Akhil Agarwal Practicing Company Secretary (A 35073), to act as the Scrutinizer, to scrutinize the Insta Poll and remote e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting refer to the detailed procedure given hereinafter.

### **Procedure for remote e-voting**

- 1. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.*
- 2. 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.*
- 3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.*
- 4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.*
- 5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.*

6. 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.kalpataruengineering.co.in](http://www.kalpataruengineering.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The AGM/EGM 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.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January, 13, 2021.

**THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING AND E-VOTING DURING AGM/EGM AND JOININGMEETING THROUGH VC/OAVMARE AS UNDER:**

- (i) The voting period begins on Saturday, 25th September, 2021 from 10:00 A.M. and ends on Monday, 27th September, 2021 from 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 date 21<sup>st</sup> September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

*In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.*

- (iv) *In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.*

*Pursuant to abovesaid 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) <i>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.</i></li> <li>2) <i>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 are 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.</i></li> <li>3) <i>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></i></li> </ol>

	<p>4) 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 voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. 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> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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>



*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*

<i>Login type</i>	<i>Helpdesk details</i>
<i>Individual Shareholders holding securities in Demat mode with CDSL</i>	<i>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.</i>
<i>Individual Shareholders holding securities in Demat mode with NSDL</i>	<i>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</i>

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

*1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).*

*2) Click on "Shareholders" module.*

*3) 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.*

4) Next enter the Image Verification as displayed and Click on Login.

5) 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.

6) If you are a first-time user follow the steps given below:

	<i>For Shareholders holding shares in Demat Form other than individual and Physical Form</i>
<i>PAN</i>	<i>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</i> <ul style="list-style-type: none"><li><i>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.</i></li></ul>
<i>Dividend Bank Details OR Date of Birth (DOB)</i>	<i>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.</i> <ul style="list-style-type: none"><li><i>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).</i></li></ul>

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

(vii) 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 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.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN for the relevant Kalpataru Engineering Limited on which you choose to vote.

(x) 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.*

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.*
  - (xii) 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.*
  - (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.*
  - (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.*
  - (xv) 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.*
  - (xvi) 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.*
- 14. 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 Company at the email address viz; [kalpataruenggltd@gmail.com](mailto:kalpataruenggltd@gmail.com) (designated email**

*address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same*

**Date: 06.09.2021**

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

**Sd/-  
Sandeep Verma  
Company Secretary  
M. No. 046612**

**Explanation Statement Pursuant to Section 102 of the Companies Act, 2013 on Item No.3; 4 & 5**

**Items No.3-Ms. Bhakti Somiya:**

*Ms. Bhakti Somiya, was reappointed as an Director on the Board of Directors of the Company w.e.f 06<sup>th</sup> September, 2021. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Somiya shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Somiya for the office of Director. In view of the background and experience of Ms. Somiya, it will be in the interest of the Company that she continues as a director of the Company.*

*The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of the Company.*

*Ms. Bhakti Somiya, 39 Years, was reappointed as a Non-Executive Independent Director of the Company on 06<sup>th</sup> September, 2021. Ms Somiya is a B.Com, she has vast experience in Management & Finance.*

*Except Ms Bhakti Somiya, being a appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.*

**Items No.4-Mr. Chandan Shaw:**

*Mr. Chandan Shaw, aged about 35 years, is a Graduate and an independent director of the Company. He has experience of more than 9 years in the field of Finance.*

*In the opinion of the Board, all the above Independent Directors fulfil the conditions specified in the Companies Act, 2013 and rules made there under for their appointment as an Executive Directors of the Company. The Company has received declarations to this effect that they meet the criteria of Executive Director as provided under section 149 (6) of the Companies Act, 2013.*

*The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of all the above Independent Directors. Accordingly, the Board recommends the resolutions in relation to appointment of all the above persons as an Executive Director, for the approval by the shareholders of the Company.*

*None of the Directors other than the Executive Director (the appointees under these Resolutions) or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in these Resolutions.*

*Copy of the draft letters for appointment of all the above persons as an Executive Director would be available for inspection without any fee by the members at the Registered Office of the Company between 11:00 am and 1:00 pm on all working days except Saturdays, Sundays and Holidays between 11.00 A.M and 1.00 P.M. upto the date of AGM.-Annexure-I*

***Items No.5-Mr. Shyamali Singh:***

*Ms. Shyamali Singh, was appointed as an Director on the Board of Directors of the Company w.e.f 09<sup>th</sup> November, 2020. As per the provisions of Section 161 of the Companies Act, 2013, Ms. Singh shall hold office up to the date of the ensuing Annual General Meeting of the Company. The Company has received valid notice and requisite deposit from a Member of the Company under Section 160 of the Companies Act, 2013, proposing the candidature of Ms. Singh for the office of Director. In view of the background and experience of Ms. Singh, it will be in the interest of the Company that she continues as a director of the Company.*

*The Board of Director considered the matter of her appointment and felt that her continued association would be of immense benefit to the Company and it is therefore, desirable to continue to avail her service as Management & Finance. Accordingly, the Board recommends the Resolution relating to her appointment as a Management & Finance, for the approval by the members of The Company.*

*Ms. Shyamali Singh, 31 Years, was reappointed as a Non-Executive Independent Director of the Company on 09<sup>th</sup> November, 2020. Ms Singh is a B.Com, she has vast experience in Management & Finance.*

*Except Ms Shyamali Singh, being a appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is, in any way, concerned or interested, financially or otherwise, in the above matter.*

### **Annexure-I**

1.	Director Identification Number (DIN):	08943210
2.	Name (in full):	<b>CHANDAN SHAW</b>
3.	Father's Name (in full):	<b>SATYANARAYAN SHAW</b>
4.	Address:	423, B.M. ROAD, BAIDYABATI, CHAMPDANI, HOOGHLY - 712222.
5.	E-mail id:	<a href="mailto:chandanshawguest@gmail.com">chandanshawguest@gmail.com</a>
6.	Mobile no.	9073789610
7.	Income-tax PAN	JTTPS5420R
8.	Occupation:	Business
9.	Date of birth:	03/02/1986
10.	Nationality:	Indian
11.	Number of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager:	NIL
12.	<b>Particulars of membership number and Certificate of practice number</b> if the applicant is a member of any professional Institute. (Specifically state NIL if none.)	NIL

**Annexure-I**

1.	Director Identification Number (DIN):	08943224
2.	Name (in full):	<b>SHYAMALI SINGH</b>
3.	Father's Name (in full):	<b>NAND GOPAL SINGH</b>
4.	Address:	2/83, VIVEKANANDA SARANI, RAJPUR, SONARPUR (M), SOUTH TWENTY FOUR PARGANAS - 700154.
5.	E-mail id:	<a href="mailto:shyamalisinghguest@gmail.com">shyamalisinghguest@gmail.com</a>
6.	Mobile no.	9432552162
7.	Income-tax PAN	LZSPS4870C
8.	Occupation:	Business
9.	Date of birth:	08/06/1990
10.	Nationality:	Indian
11.	Number of companies in which I am already a Director and out of such companies the names of the companies in which I am a Managing Director, Chief Executive Officer, Whole time Director, Secretary, Chief Financial Officer, Manager:	NIL
12.	<b>Particulars of membership number and Certificate of practice number</b> if the applicant is a member of any professional Institute. (Specifically state NIL if none.)	NIL



**KALPATARU ENGINEERING LIMITED**  
**CIN: L27104:WB1980PLC033133**  
**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: kalpataruenggltd@gmail.com**

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**PROXY FORM**

(40<sup>th</sup> Annual General Meeting 2021- Tuesday, 28<sup>th</sup> day of September, 2021)

**Form No. MGT-11**

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

CIN: L27104:WB1980PLC033133  
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:

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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 40<sup>th</sup> AGM of the Company for the year 2021, to be held on Tuesday, the 28<sup>th</sup> day of September, 2021 at 11:30 AM at 18 Rabindra Sarani, Poddar Court Gate No.4, 2<sup>nd</sup> Floor, Room No.17 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, 2021 together with the Report of the Directors' and Auditors' thereon.		
2.	Ordinary Resolution for Re-appointment of a Director Mr. Chandan Shaw (DIN: 08943210) as Director		
3.	Special Business Ordinary Resolution for Ms Bhakti Somiya, (holding DIN: 06957470), was reappointed as the Director of the Company		

4.	Special Business Ordinary Resolution for Mr Chandan Shaw, (holding DIN: 08943210), was appointed as the Executive Director of the Company		
5.	Special Business Ordinary Resolution for Ms Shyamali Singh, (holding DIN: 08943224), was appointed as the Independent Director of the Company		

Signed this.....day of .....2021

Affix Revenue Stamp
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.....  
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 40<sup>th</sup> Annual General Meeting of the company for the year 2021  
to be held on 28<sup>th</sup> day of September, 2021**

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 40<sup>th</sup> Annual General Meeting (AGM) to be held on Tuesday, the 28<sup>th</sup> day of September, 2021 at 11:30 P.M at 18 Rabindra Sarani, Poddar Court Gate No.4, 2<sup>nd</sup> Floor, Room No.17 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>

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>
25 <sup>th</sup> September, 2021 at 10:00 A.M. (IST)	27 <sup>th</sup> September, 2021 at 05:00 P.M. (IST)

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

**KALPATARU ENGINEERING LIMITED**  
**CIN: L27104:WB1980PLC033133**  
**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](http://www.kalpataruengineering.co.in); E-mail: [kalpataruengg ltd@gmail.com](mailto:kalpataruengg ltd@gmail.com)**

**ATTENDANCE SLIP**

<b>Regd. Folio / DP ID &amp; Client ID</b>
<b>Name and Address of the Shareholder</b>

1. I hereby record my presence at the 40th ANNUAL GENERAL MEETING of the Company being held on 28th September, 2021 at 11.30 A.M. at the Registered Office of the Company at 18 Rabindra Sarani, Poddar Court Gate No.4, 2<sup>nd</sup> Floor, Room No.17 Kolkata -700001

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2. Signature of the Shareholder/Proxy Present

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3. Shareholder / Proxy holder wishing to attend the meeting must bring the Attendance Slip to the meeting and handover the same at the entrance duly signed.
4. Shareholder / Proxy holder desiring to attend the meeting may bring his / her copy of the Annual Report for reference at the meeting.

Note: - PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING.

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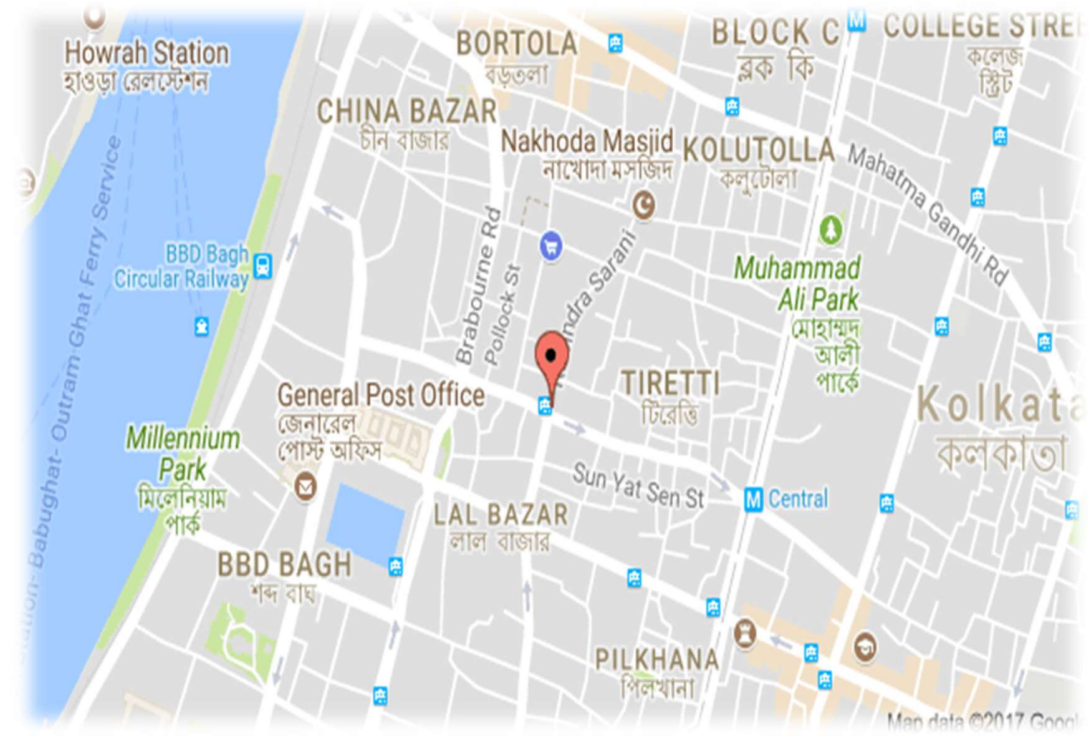
**ELECTRONIC VOTING PARTICULARS**

(1) EVSN (E-Voting Sequence No.)	(2) USER ID.	(3) PAN or Relevant No. as under	(4) Bank Account No.
			(See Note No.1)

Notes:

- (1) Where Bank Account Number is not registered with the Depositories or Company please enter your User Id. as mentioned in column (2) above.
- (2) Please read the Instructions printed under the Note No. 13 to the Notice dated 06th September, 2021 of the 40th Annual General Meeting. The e-voting period starts from 10.00 A.M. on 25.09.2020 and ends at 5.00 P.M. on 27.09.2020, the e-voting module shall be disabled by CDSL for voting thereafter.

**ROAD MAP TO AGM VENUE**



**18, Rabindra Sarani, Poddar Court, Gate No.4, 2<sup>nd</sup> Floor, Room No.17, Kolkata-700001**