

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.: 88204 58360
Website: www.kalpataruengineering.co.in; E-mail: kalpataruenggltd@gmail.com

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the members of the Company will be held on Monday, the 18th day of September, 2023 at 3:30 PM 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

1. To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon.

2. To appoint a director in place of Chandan Shaw (DIN: 08943210), who retires by rotation and being eligible, offers himself for re-appointment.

3. Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 read with The Companies [Audit and Auditors] Rules, 2014 and other applicable provisions [including any statutory modification or re-enactment thereof for the time being in force] if any, of the Companies Act, 2013, M/s. Om Prakash Khajanchi, Chartered Accountants, Kolkata (M No. - 065549), be and are hereby re-appointed as Statutory Auditors of the Company to hold the office for the term of 3 years beginning from conclusion of this Annual General Meeting of the company until the conclusion of the 4(fourth) Annual General Meeting of the Company on such terms and remuneration as may be mutually agreed upon between the said Auditors and Board of Directors of the Company”.

“FURTHER RESOLVED THAT, any director of the Company be and is hereby authorized to do all such acts, things and deeds as may be deemed necessary to give effect to the above resolutions.”

SPECIAL BUSINESS:

4. **APPOINTMENT OF MS. Guddi Soni (DIN: 09814314) AS NON-EXECUTIVE INDEPENDENT DIRECTOR**

For this purpose, to consider and if deemed fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 Ms. Guddi Soni holding Director Identification No. 09814314 who was proposed to be appointed as Non Executive Independent Director of the

Company and she has submitted a declaration that she meets the criteria for appointment as Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years, not liable to retire by rotation, with effect from September 18, 2023 by the Board of Directors in terms of applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Non-Executive Independent Director of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby severally and jointly authorised, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies."

5. APPOINTMENT OF MR. ANIL SHAW (DIN: 08243482) AS NON-EXECUTIVE INDEPENDENT DIRECTOR

For this purpose, to consider and if deemed fit, to pass the following resolution as a **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 149, 152 and any other applicable provisions of the Companies Act, 2013 (the Act) read with Schedule IV thereto (including any statutory modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Companies (Appointment and Qualification of Directors) Rules, 2014 and Schedule IV of the Companies Act, 2013 Mr. Anil Shaw holding Director Identification No. 08243482 who was proposed to be appointed as Non- Executive Independent Director of the Company and he has submitted a declaration that he meets the criteria for appointment as Non-Executive Independent Director of the Company to hold office for 5 (Five) consecutive years, not liable to retire by rotation, with effect from September 18, 2023 by the Board of Directors in terms of applicable provisions of the Companies Act, 2013 ("the Act") read with Companies (Appointment and Qualification of Directors) Rules, 2014 be and is hereby appointed as Non-Executive Independent Director of the company.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the directors of the Company be and are hereby severally and jointly authorised, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies."

6. APPOINTMENT OF MR. SAILEN ROY (DIN: 09673558) AS WHOLETIME DIRECTOR

For this purpose, to consider and if deemed fit, to pass the following resolution as a **ORDINARY RESOLUTION**:

To appoint Mr. Sailen Roy as a whole time Director and in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution: “

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the Members be and is hereby accorded to re-appoint Mr. Sailen Roy (DIN: 09673558) as a Whole-time Director, designated as an Executive Director, for a period of 5 (five) years on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, as may be determined by the

Board of Directors of the Company and / or by any applicable statutes, rules, regulations or guidelines, on such remuneration as set out in the Explanatory Statement annexed to the Notice convening this Meeting.”

“**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Date: 23.08.2023

Place: Kolkata

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

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

NOTES:

- 1. 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.**
2. 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.
3. 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.
4. 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.
5. 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.
6. 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.
7. The Register of Member and Share Transfer Register of the company will remain closed from 12th day of September, 2023 to 18th day of September, 2023 (both days inclusive).
8. 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.
9. 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.

10. 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.
11. 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.
12. 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.
13. Details of Directors seeking appointment/ re-appointment/Regularization at the Annual General Meeting of the Company to be held on **September 18th, 2023** and are provided in Annexure A of this Notice.

14. 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 42nd 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.

15. 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 11.09.2023, 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 Friday 15th of September, 2023 and will end at 5.00 p.m. on Sunday 17th of September, 2023. 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 (A35073), 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.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

(i) *The voting period begins on Friday, 15th September, 2023 from 9:00 A.M. and ends on Sunday, 17th September, 2023 till 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 11th September, 2023 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/2021/242 dated 09.12.2021, 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.*

(iv) *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.

(v) *In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2021/242 dated December 9, 2021 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 above said 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

- 1) *Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <https://web.cdslindia.com/myeasi/home/login> or visit www.cdslindia.com and click on Login icon and select New System Myeasi.*
- 2) *After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/NICHE, so that the user can visit the e-Voting service providers' website directly.*
- 3) *If the user is not registered for Easi/Easiest, option to register is available at <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>*
- 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.*

Individual Shareholders holding securities in demat mode with NSDL

- 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: <https://eservices.nsd.com> 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.*

	<p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nSDL.com/ 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 hold 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 & voting during the meeting</p>
<p><i>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</i></p>	<p><i>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.</i></p>

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 helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.</i>

Individual Shareholders holding securities in Demat mode with NSDL

Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(vi) 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.

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 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"><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>
<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"><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>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Kalpataru Engineering Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 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.
 - 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 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.
16. 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; kalpataruengg ltd@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

By Order of the Boar
For Kalpataru Engineering Ltd

Sd/-

Sandeep Verma
Company Secretary
M. No. 046612

Place: Kolkata
Date: 23.08.2023

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

Item No. 4

The Board of Directors had proposed to appoint Ms. Guddi Soni (DIN: 09814314) as Non -Executive Independent Director w.e.f. September 18, 2023 for a term of Five (5) years not liable to retire by rotation. In terms of the Companies Act, 2013, Ms. Guddi Soni, being eligible has offered herself for appointment as a Non-Executive Independent Director signifying her intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Ms. Guddi Soni, as Non-Executive Independent Director will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and they will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that she is not disqualified from being appointed as Director in terms of Section 164 of the Act and that she meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. She has given her consent for the proposed appointment to the office of Director of the Company

Further, Ms. Guddi Soni, hereby fulfills all the conditions of her appointment as Non-Executive Independent Director as specified in the Act and the Rules made thereunder and she is independent of the Management as well.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Ms. Guddi Soni, Non- Executive Independent Director is being placed before the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board of Directors recommends the matter and the resolution to be approved by the Members by way of passing Special Resolution.

Item No. 5

The Board of Directors had proposed to appoint Mr. Anil Shaw (DIN: **08243482**) as Non -Executive Independent Director w.e.f. September 18, 2023 for a term of Five (5) years not liable to retire by rotation. In terms of the Companies Act, 2013, Mr. Anil Shaw, being eligible has offered himself for appointment as a Non-Executive Independent Director signifying his intention to propose the candidature for the office of Non-Executive Independent Director of the Company.

Appointment of Mr. Anil Shaw, as Non-Executive Independent Director will be a great value addition to the Company and will guide the Company in the matters of finance and accounts and they will provide their expertise & inputs for ensuring that the Board adheres to the good corporate governance practices.

The aforesaid appointee has declared that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and that he meets the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act. He has given his consent for the proposed appointment to the office of Director of the Company.

Further, Mr. Anil Shaw, hereby fulfills all the conditions of his appointment as Non-Executive Independent Director as specified in the Act and the Rules made thereunder and he is independent of the Management as well.

In compliance with the provisions of section 149(6) read with Schedule IV of the Act, the appointment of Mr. Anil Shaw, Non-Executive Independent Director is being placed before the Members for their approval.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board of Directors recommends the matter and the resolution to be approved by the Members by way of passing Special Resolution.

Item No. 6

The Board of Directors in its meeting held on 23rd August, 2023 has appointed Mr. Sailen Roy as Whole Time Director and Key Managerial Personnel subject to approval of members in the Annual General Meeting in compliance with the provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 for a period of 3 years.

As a Whole Time Director, Mr. Sailen Roy expertise in the company's line of business and involvement in the day to day working. In view of this, it is proposed to seek the approval of Members for appointment of Mr. Sailen Roy with the following:

1. WTD shall not be entitled to any sitting fees for attending the meetings of the Board or of the Committee(s) of which he is a Member.
2. WTD shall be subject to all other service conditions and employee benefit schemes, as applicable to any other employee of the Company.

The appointment and the remuneration proposed fulfils the conditions stipulated in Schedule V of the Companies Act, 2013 and hence approval of Central Government is not required.

Save and except Mr. Sailen Roy himself, being appointee, none of the directors and Key Managerial Personnel or their relative deemed to be concerned or interested in the resolution.

ATTENDANCE SLIP

**(To be handed over at the entrance of the meeting hall)
(42nd Annual General Meeting - Monday, 18th day of September, 2023)**

I/We hereby record my/our presence at the 42nd Annual General Meeting of the members of the Company for the year 2023 will be held on Monday, the 18th day of September, 2023 at 3:30 PM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 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: _____

(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.)

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.: 88204 58360
Website: www.kalpataruengineering.co.in; E-mail: kalpataruengq ltd@gmail.com

PROXY FORM

(42nd Annual General Meeting 2023- Monday, 18th day of September, 2023)

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:

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 42nd AGM of the Company for the year 2023, to be held on Monday, the 18th day of September, 2023 at 3:30 PM at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 Kolkata -700001 and at any adjournment thereof in respect of such resolution(s) as are indicated below:

Resolution No.	Resolution	For	Against
Ordinary and Special Business			
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2023 together with the Report of the Directors' and Auditors' thereon. as an Ordinary Resolution.		
2.	To appoint a Director in place of Chandan Shaw (DIN: 08943210), who retires by rotation and being eligible, offers himself for re-appointment. as an Ordinary Resolution.		
3.	Re-appointment of the Statutory Auditors of the Company, and to fix their remuneration, as an Ordinary Resolution.		
4.	Appointment of Ms. Guddi Soni (Din: 09814314) as Non-Executive Independent Director, as a Special Resolution.		
5.	Appointment of Mr. Anil Shaw (Din: 08243482) as Non-Executive Independent Director, as a Special Resolution.		
6.	Appointment Of Mr. Sailen Roy (Din: 09673558) As Whole-Time Director, as an Ordinary Resolution.		

Signed this.....day of2023

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 42nd Annual General Meeting of the company for the year 2023

to be held on 18th day of September, 2023

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 42nd Annual General Meeting (AGM) to be held on Monday, the 18th day of September, 2023 at 3:30 P.M. at 18 Rabindra Sarani, Poddar Court Gate No.4, 4th Floor, Room No.4 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:

EVSN (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.

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

Remote e-Voting Start On	Remote e-Voting End On
15 th September, 2023 at 9:00 A.M. (IST)	17 th September, 2023 at 5:00 P.M. (IST)

Please read the instructions mentioned in Point No. 14 of the Notice before exercising your vote.

KALPATARU ENGINEERING LIMITED

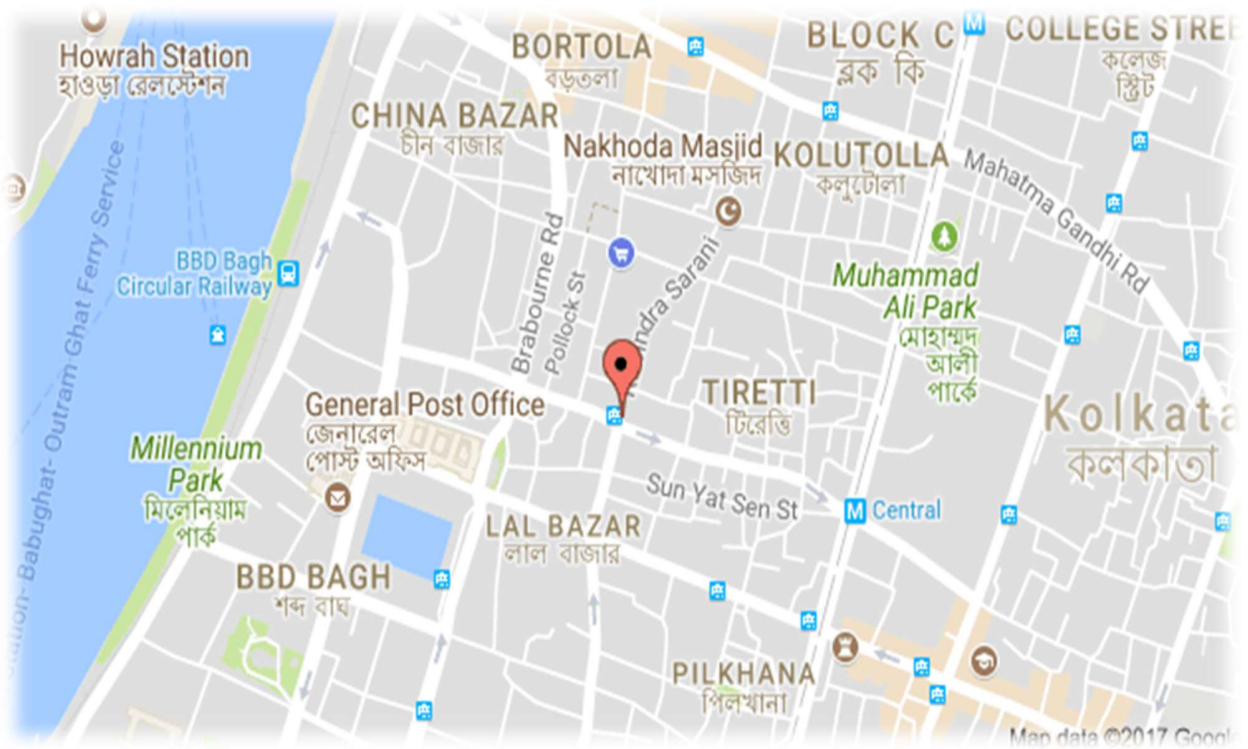
CIN: L27104:WB1980PLC033133

**Regd. Off.: - 18 RABINDRA SARANI, PODDAR COURT GATE NO.4,
4TH FLOOR, ROOM NO.4 KOLKATA -700001**

Tel. No.: 88204 58360

Website: www.kalpataruengineering.co.in; E-mail: kalpataruengg ltd@gmail.com

ROAD MAP TO AGM VENUE



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