

NOTICE

Notice is hereby given that the Thirty Fourth Annual General Meeting of the Company will be held at Gyan Manch, 11, Pretoria Street, Kolkata-700 071, on Monday, 31st Day of August, 2015 at 11.00 a.m. to transact the following business :-

ORDINARY BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Profit and Loss Account for the year ended as on that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sandeep Kumar Jalan, (holding DIN 00015836), who retires by rotation and, being eligible offers himself for re-appointment.
3. To ratify the re-appointment of the Auditors of the Company to hold the office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration and in this regard to pass with or without modification(s), the following resolution as an Ordinary Resolution:-

“**RESOLVED THAT** M/s. Rakesh Sethia & Co., Chartered Accountants, (Firm Registration No.327065E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, till the conclusion of the next Annual General Meeting of the Company at such remuneration to be recommended by the Audit Committee and decided by the Board of Directors of the Company.”

SPECIAL BUSINESS :-

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

“**RESOLVED THAT** Smt. Jhumur Bhattacharjee (holding DIN 07015112), Director was appointed as a Director in the casual vacancy pursuant to section 161(4) of the Companies Act, 2013, caused by the sudden demise of Mr. Allapanda Deviah Nanaiya (holding DIN 00164067) with effect from 11-11-2014 and whose period of office expires at the ensuing Annual General Meeting and also pursuant to the provisions of Section 149 and 152 and other applicable provisions of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Smt. Jhumur Bhattacharjee (holding DIN 07015112), Director of the Company is required to be appointed as regular Independent Woman Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the Calendar Year 2020”.

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 and 152 of the Companies Act, 2013 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mr. Dilip Mukherjee (holding DIN-07244118) who is appointed as an Additional Director of the Company under Section 161(1) of the Act and whose term of office expires at the ensuing Annual General Meeting and who qualifies for being appointed as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold the office for a

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term of 5 (Five) consecutive years upto the conclusion of the 39th Annual General Meeting of the Company in the Calendar Year 2020.”

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

“RESOLVED THAT Mr. Varadarajan Vanchi (DIN-00015985), be and is hereby re-appointed as the Managing Director (Key Managerial Personnel-KMP) of the Company with effect from 14th November, 2014 for a further period of one year (i.e., from 14th November, 2014 to 13th November, 2015), subject to the provisions of Sections 196, 197, Schedule V and other applicable provisions of the Companies Act, 2013 (with any amendment or re-enactment thereof) on the terms and the conditions of such re-appointment and the remuneration enumerated“.

Place: Kolkata

Date : 28th July, 2015

Registered Office :

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

For and on behalf of the Board

SANDEEP KUMAR JALAN

CHAIRMAN

DIN-00015836

NOTES

1. **The Register of Members of the Company will remain closed from 25th August, 2015 to 31st August, 2015 (both days inclusive).**
2. **A Member entitled to attend and vote at the Meeting may appoint a proxy to attend and vote thereat instead of himself and a proxy need not be a member of the Company. The proxy Form in order to be valid, should be duly stamped, executed and deposited at the registered office of the Company at least forty eight hours before the time fixed for the commencement of the meeting. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.**
3. Shareholders are requested to bring the duly filled Admission Slip along with their Copy of the Annual Report at the Annual General Meeting.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the ensuing Annual General Meeting is annexed hereto and forms part of this Notice.
5. The Members are requested to:
 - (a) Intimate change in their registered address, if any, to the Company's Registrars and Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd. 6 Mangoe Lane, 2nd Floor Kolkata - 700 001 in respect of their holdings in physical form.
 - (b) Notify immediately any change in their registered address to their Depository Participants in respect of their holdings in electronic form.
 - (c) Register their email address and changes there in from time to time with M/s. Maheshwari Datamatics Pvt. Ltd. 6 Mangoe Lane, 2nd Floor Kolkata-700001, for shares held in physical form and with their respective Depository Participants for shares held in demat form.
6. Corporate /Institutional Members intending to send their authorized representatives are requested

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to send duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the ensuing Annual General Meeting of the Company.

7. In accordance with the provisions of Section 72 of the Companies Act, 2013, members are entitled to make nominations in respect of the Equity Shares held by them, in physical form. Members desirous of making nominations may procure the prescribed form from the Registrar & Share Transfer Agents, M/s. Maheshwari Datamatics Pvt. Ltd., 6 Mangoe Lane, 2nd Floor Kolkata -700001 and have it duly filled in and sent back to them.
8. Electronic copy of the Annual Report for 2014-15 is being sent to all Members whose email Ids are registered with the Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014-15 is being sent in the permitted mode.
9. Electronic copy of the Notice of the 34th Annual General Meeting of the Company inter- alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email ids are registered with the Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For Members who have not registered their e- mail addresses, physical copies of the Notice of 34th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.
10. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2014-15 will also be available on the Company's website www.kilburn.in for their download.
11. Voting through Electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide Members holding shares either in physical form or in dematerialized form the facility to exercise means and the business may be transacted through e-voting services by Central Depository Services Limited (CDSL).

The instructions for e-voting are as under:

- a. Log on to the e-voting website: www.evotingindia.com during the voting period.
- b. Click on : "**SHAREHOLDERS**" tab
- c. Now, select Electronic Voting sequence No. as mentioned in the Attendance slip along with "**KILBURN OFFICE AUTOMATION LIMITED**". .
- d. Now Enter your **USER ID** (as mentioned in the Attendance Slip)
 - i. For CDSL: 16 digits beneficiary ID.
 - ii. FOR NSDL: 8 Characters DP ID followed by 8 digits client ID
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- e. Next enter the Image verification as displayed and Click on LOGIN.
- f. If you are holding shares in Demat Form and has logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. However, if you are a first time user, please use the E-Voting particular provided in the attendance Slip and fill up the same in the appropriate boxes.
- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu

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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 their are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- j. For members holding shares in physical form, the details in attendance slip can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN “**KILBURN OFFICE AUTOMATION LIMITED**” for which you choose to vote.
- l. On the voting page, you will see “**RESOLUTION DESCRIPTION**” and against the same the option “**YES/NO**” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option No implies that you dissent to the Resolution.
- m. Click on the “**RESOLUTION FILE LINK**” if you wish to view the entire Resolutions.
- n. After selecting the resolution you have decided to vote on click on “**SUBMIT**”. A confirmation box will be displayed. If you wish to confirm your vote, click “**OK**”, else to change your vote, click on “**CANCEL**” and accordingly modify your vote.
- o. Once you “**CONFIRM**” your vote on the resolution, you will not be allowed to modify the vote.
- p. You can also take out print out of the voting done by you clicking on “ **CLICK HERE TO PRINT**” option on the voting page.
- q. If Demat account holders have forgotten the changed password then enter the USER ID and image verification code (CAPTCHA CODE) click on Forgot Password and enter the details as prompted by the system.
- r. Corporate/Instiutional shareholders(i.e. other than Individuals, HUF, NRI etc) are required to log on to [http:// www.evotingindia.co.in](http://www.evotingindia.co.in) and register themselves as Corporate:-
 - They should submit a scanned copy of the registration form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com
 - After receiving the login details they have to create a user who would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Authorised Person/Custodian, if any, in PDF Format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (FAQ) and e-voting manual available at www.evotingindia.co.in. You can also contact the helpdesk on the toll free number: 1800-200-5533.
- III. The E-Voting period begins from 28th August, 2015 (9.00 A.M.) and ends on 30th August, 2015 (5.00 P.M.). During this period, shareholders of the Company, holding shares either in physical form or in dematerliazed form, as on the cut-off/entitlement date of 24th August,2015 may cast their vote electronically.

The E-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholders by electronic means, the shareholders shall not be allowed to change it subsequently or cast his vote by any other means.
- IV. The voting rights of shareholders shall be in proportion to their shares of the paid up equity capital of the Company as on the cut-of/entitlement date of 24th August, 2015.

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- V. The facility for voting through ballot paper shall be made available at the AGM and only such members attending the meeting who have not cast their vote by e-voting, shall be entitled to exercise their right at the meeting through ballot paper.
- VI. Mr. Sunil Kumar Banerjee, Practising Company Secretary has been appointed as the scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Chairman shall at the AGM, at the end of the discussion on resolutions on which voting is to be held, allow voting with the assistance of the Scrutinizer, by use of "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-voting.
- VIII. The Scrutinizer shall after the conclusion of the voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two witnesses not in the employment of the Company and shall have not later than three days of the conclusion of the AGM, a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall counter sign the same and declare the results of the voting therewith.
- IX. The Results declared alongwith the Scrutinizer's Report shall be placed on the Company's website and of CDSL after the same is declared by the Chairman/authorised person and the same shall also be simultaneously forwarded to the Mumbai Stock Exchange(BSE).

ANNEXURE TO THE NOTICE OF THE ANNUAL GENERAL MEETING INFORMATION FOR THE RE-APPOINTMENT OF DIRECTORS

Name of the Director(s)	MR. SANDEEP KUMAR JALAN
Date of Birth	20th July, 1963
Date of appointment	29.03.1989
Qualifications	B.Com (Hons.),MBA
Expertise in specific functional areas	Rich and varied experience in business, administration and commerce.
List of outside Directorships held	1. Kilburn Chemicals Limited-Managing Director 2. The Scottish Assam India Limited-Director 3. Shree Durga Agencies Limited-Director 4. Just Desserts Limited-Director 5. Sandeep Investments Limited-Director 6. Supriya Finance Limited-Director 7. Kilburn Software Technologies India Limited-Director 8. Shreyans Investments Private Limited-Director 9. Arham Vyapaar Pvt. Ltd.-Director 10. Ana Vincom Pvt. Ltd.-Director 11. Saket Fiscal services Pvt. Ltd.-Director 12. Pushpdant Vyapaar Pvt. Ltd.-Director
Memberships/Chairman of Committees held in other Public Companies	1. Kilburn Chemicals Limited-Member of Shareholders' Grievance Committee

ANNEXURE TO THE NOTICE

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

ITEM NO. 4

Smt.Jhumur Bhattcharjee Aged-40 yrs is the Non-Executive ,Woman and Independent Director of the Company.She joined the Board of Directors of the Company on 11.11.2014 in the casual vacancy caused by the sudden demise Mr.Allapanda Deviah Nanaiya(holding DIN-00164067).

Smt.Jhumur Bhattacharejee (DIN 07015112).

Date of Birth: 9th April, 1976

Qualifications:B.com (Hons.),CA-INTER-GROUP-I

Expertise in specific Functional Areas:- Accounts & Finance

List of outside Directorships:- NIL

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

Shares held in the Company :- Nil

Smt. Jhumur Bhattacharejee was appointed as a Non-executive and Independent Director and Woman Director in the casual vacancy caused by the sudden demise of Mr. Allapanda Deviah Nanaiya (holding DIN-00164067). She is proposed to be appointed a regular Independent Woman Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for 5 (Five) consecutive years for a term upto the conclusion of the 39th Annual General Meeting of the Company in the Calendar Year 2020 pursuant to the provisions of Section 149,152,161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013.

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

No Director, key managerial person or their relatives to whom the resolutions relate, is interested or concerned in the resolutions.

The Board recommends the resolution for the approval of the members.

ITEM NO.5

Mr.Dilip Mukhejee - aged 60 yrs was appointed as an Additional Director on 28-7-2015.

Mr.Dilip Mukhejee - (holding DIN-07244118), Date of Birth:- 15th March, 1955

Qualifications:B.Com.

Expertise in specific Functional Areas:- Rich and varied experience in Sales and Marketing of Office Automation Products.

List of outside Directorships:- NIL

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

Shares held in the Company :- Nil

He is proposed to be appointed a regular Independent Director and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act,2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold the office for a term of 5 (Five) consecutive years upto the conclusion of the 39th

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Annual General Meeting of the Company in the Calendar Year 2020 pursuant to the provisions of Section 149, 152, 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder read with Schedule IV of the Companies Act, 2013.

The approval is sought from the members for the appointment of aforesaid independent Director for a term of five consecutive years from the date of the ensuing AGM pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder.

No Director, key managerial person or their relatives to whom the resolutions relate, is interested or concerned in the resolutions.

The Board recommends the resolution No. 5 for the approval of the members.

ITEM NO.6

The term of office of Mr. Varadarajan Vanchi as the Managing Director (holding DIN-00015985) of the Company expired on 13th November, 2014. Considering his qualifications, extensive business experience, skills and capabilities, the Board of Directors, at its meeting held on 11th November, 2014 has re-appointed Mr. Varadarajan Vanchi as the Managing Director and Key Managerial Personnel (KMP) of the Company for another 1(One) Year effective from 14th November, 2014 and upto 13th November, 2015 and the same is being placed before the shareholders at the ensuing Annual General Meeting for their ratification.

The re-appointment and remuneration package of Mr. Varadarajan Vanchi was also approved by the Remuneration Committee at its meeting held on 11th November, 2014.

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

Period: Mr. Varadarajan Vanchi shall be the Managing Director of the Company for another 1 (One) Year with effect from 14th November 2014 and upto 13th November, 2015.

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

Remuneration:

Salary:- Rs.40,000/= p.m. (effective from 14th November, 2014).

Perquisites & Allowances:- In addition to the above remuneration, Mr. Varadarajan Vanchi shall also be entitled to company accommodation, car running and maintenance expenses, re-imbusement of Drivers' Salary and Servant Allowance, besides benefits of Provident Fund and Gratuity etc., in accordance with the rules of the Company.

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

Memorandum

of Interest: None of the Directors of the Company except Mr. Varadarajan Vanchi-(Key Managerial Personnel) and Smt. Jayanti Vanchi (Wife of Mr. Varadarajan Vanchi-KMP) is/are concerned or interested in the said resolution. Number of Shares held- 1389 Nos. of Equity Shares.

Information in terms of Schedule V to the Companies Act, 2013

I. General Information:

- (1) Nature of Industry:
Office Automation
- (2) Date or expected date of commencement of commercial production:
The Company is an existing company and is in operation.

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

Not applicable.

(4) Financial Performance based on given indicators:

The Financial Performance of the Company based on given indicators for the last four financial years were as under :-

PARTICULARS	YEAR ENDED 31ST MARCH, 2015	YEAR ENDED 31ST MARCH, 2014	YEAR ENDED 31ST MARCH, 2013	YEAR ENDED 31ST MARCH, 2012
TURNOVER	12,89,08,343	7,30,78,277	24,25,35,591	39,47,93,116
NET LOSS	(2,05,43,948)	(1,25,57,169)	(9,30,44,523)	(1,52,67,279)
AMOUNT OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil
PERCENTAGE OF PREFERENCE DIVIDEND	Nil	Nil	Nil	Nil

(5) Foreign Investments or Collaborators:

Nil

II. Information about the Appointee:

(1) Background Details:

Mr. Varadarajan Vanchi is a Bachelor in Mechanical Engineering (B.M.E.), aged about 68 years and has been associated with this company as a Director since 1994. Mr. Vanchi has served the company with distinction for several years and has notable achievements to his credit. He held several important positions like Vice President–Corporate Planning in Macneill & Magor Co. Ltd. and President in Kilburn Office Automation Ltd.(Formerly Kilburn Reprographics Ltd.).

(2) Past Remuneration:

The remuneration of Mr.V.Vanchi as Managing Director was as under for the year ended 31st March 2015 :

	₹
Salary	19,52,819
Perquisites	2,92,137
Company's contribution to Provident, Superannuation & Gratuity Funds	2,60,416
	<u>25,05,372</u>

(3) Recognition or Awards:

Not material.

(4) Job Profile and his suitability:

Mr. Varadarajan Vanchi is overall in charge of affairs and business of the Company subject to the superintendence, control and direction of the Board. Mr. Vanchi has very vast exposure not only in sales and marketing, but also in other functions such as finance, commercial, logistics and human resources. The Board found Mr.Vanchi best suited for the responsibilities assigned to him. Since the Company is in the process of overall restructuring exercise his expertise is needed for the Company.

(5) Remuneration Proposed:

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Details are provided in the Explanatory Statement.

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

The Remuneration structure of Mr. Varadarajan Vanchi is much lower than what is drawn by his peers in comparable Companies.

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

Nil

III. Other Information:

- (1) Reasons of loss/inadequacy of profits:

Poor market conditions resulting in unremunerative pricing.

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

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

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

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

IV. Disclosures

The following Disclosures are to be stated in the Corporate Governance Report pursuant to Clause 49 of the Listing Agreement. However, since the Corporate Governance Report is not applicable to the Company this financial year, the reasons have already been stated in the point on Corporate Governance in the Board's Report. However, the following disclosures are detailed below:-

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

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

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

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

The agreement with the Managing Director is contractual in nature and is for a period of one year (i.e. from 14th November, 2014 to 13th November, 2015).

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

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

- iv) Stock Option details-**NIL**

The Board of Directors of the Company recommends the passing of the resolution by the shareholders as set out in Item No. 5 of the Notice.

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