



# KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India  
☎ : +91 2522 283000 Mail : cs@kilburnengg.com 🌐 : [www.kilburnengg.com](http://www.kilburnengg.com)

Ref : KEL/ BSE-CSE / 23 – 24/ AGM

27<sup>th</sup> September, 2023

To  
The Corporate Relationship Department  
BSE Limited  
1<sup>st</sup> Floor, P.J. Tower  
Dalal Street, Fort  
Mumbai-400 001

**Scrip Code : BSE 522101.**

To,  
The Secretary  
The Calcutta Stock Exchange Ltd.,  
7 , Lyons Range,  
Kolkata – 700 001

**Scrip Code : CSE 21022.**

**Sub: Proceedings of 35<sup>th</sup> Annual General Meeting (AGM) held on  
27<sup>th</sup> September, 2023 at 11:00 A.M. through VC / OAVM**

Pursuant to Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we write to inform the proceedings of 35<sup>th</sup> Annual General Meeting (“AGM”) of the Company held on Wednesday, 27<sup>th</sup> September, 2023 at 11:00 a.m. through video conferencing (VC)/ other audio visual means ( OAVM).

Following Resolutions were approved by the members ( through remote e-voting on the CDSL platform, which continued from 10:00 A.M. on September 23, 2023 upto 5:00 P.M. on September 26, 2023 . E-voting was kept open for shareholders who had not already cast their votes to exercise their voting rights at the AGM.

| Item no.                 | Particulars of Agenda  | Ordinary / Special resolution |
|--------------------------|--|-------------------------------|
| <b>ORDINARY BUSINESS</b> |  |                               |
| 1                        | To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31 <sup>st</sup> March, 2023 and Report of Directors and Auditors’ Report thereon. | ORDINARY                      |
| 2                        | To declare dividend of Rs. 1/- per equity share for the Financial Year 2022 - 23   |                               |
| 3                        | To appoint a Director in place of Mr. Navin Nayar (holding DIN 00136057), who retires by rotation and being eligible offers himself for reappointment.                         | ORDINARY                      |
| 4                        | To appoint a Director in place of Mr. Aditya Khaitan (holding DIN 00023788), who retires by rotation and being eligible offers himself for reappointment.                      | ORDINARY                      |



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| SPECIAL BUSINESS |  |          |
|------------------|--|----------|
| 5                | Ratification of Remuneration of Cost Auditor for the financial year ending March 31, 2024.   | ORDINARY |
| 6                | Revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala w.e.f. 1 <sup>st</sup> April, 2023   | SPECIAL  |
| 7                | Revision of remuneration of Mr. Anil S Karnad, Whole Time Director (Operations) w.e.f.1 <sup>st</sup> April,2023 and approval of his reappointment upto 31 <sup>st</sup> March, 2025 | SPECIAL  |

All the abovementioned resolutions were approved by shareholders with requisite majority on the basis of Report submitted by Mr. A.K. Labh, Practicing Company Secretary who was appointed as the Scrutinizer at the 35<sup>th</sup> Annual General Meeting ( copy of report attached herewith ).

The AGM commenced at 1100 hours and ended at 1140 hours.

Yours faithfully,  
**For Kilburn Engineering Limited**

**Arvind Bajoria**  
Company Secretary  
& DGM ( Costing )  
( M. no. ACS : 15390 )

Encl : *Scrutinizer's Report submitted by Mr. A.K. Labh, Practicing Company Secretary*

# A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)  
DIM, DHRD, PGHDSM, DIRPM  
*Practising Company Secretary*



# A. K. LABH & Co.

*Company Secretaries*

40, Weston Street, 3rd Floor, Kolkata - 700 013

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Website : [www.aklabh.com](http://www.aklabh.com)

## **CONSOLIDATED SCRUTINIZER'S REPORT**

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies  
(Management and Administration) Rules, 2014]

**The Chairman  
of the 35<sup>th</sup> Annual General Meeting of  
Kilburn Engineering Limited  
Four Mangoe Lane  
Surendra Mohan Ghosh Sarani  
Kolkata – 700 001**

*Dear Sir,*

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 35<sup>th</sup> Annual General Meeting (“AGM”) of the members of “*Kilburn Engineering Limited*” (“*Company*”) held on Wednesday, the 27<sup>th</sup> day of September, 2023 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022 and 10/2022 dated 28th December, 2022 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 4<sup>th</sup> day of August, 2023. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository Services (India) Limited (“CDSL”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.





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I submit my report as under:

1. The remote e-voting period remained open from 10:00 A.M. IST on Saturday, the 23<sup>rd</sup> day of September, 2023 up to 5:00 P.M. IST on Tuesday, the 26<sup>th</sup> day of September, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 20<sup>th</sup> day of September, 2023 were entitled to vote on the proposed 7 (Seven) resolutions as mentioned in the Notice of the AGM dated the 4<sup>th</sup> day of August, 2023.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 27<sup>th</sup> day of September, 2023 around 12:30 P.M. IST after the completion of the AGM in the presence of two witnesses, namely; Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No. 6, 3rd Floor, 1 No. Airport, North 24 Parganas, Kolkata - 700079 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVSN : 230829052] are as under:



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## <A> ORDINARY BUSINESS:

### a) Resolution 1

*To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2023 and Report of Directors and Auditors' Report thereon*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244621                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250772</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 7                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>7</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |



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## b) Resolution 2

*To declare dividend of Re 1/- per equity share for the Financial Year 2022 – 23*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244621                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250772</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 7                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>7</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |





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## c) Resolution 3

*To appoint a Director in place of Mr. Navin Nayar (DIN: 00136057), who retires by rotation and being eligible offers himself for reappointment*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244622                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250773</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 6                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>6</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |



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## d) Resolution 4

*To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788), who retires by rotation and being eligible offers himself for reappointment*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244622                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250773</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 6                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>6</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |





**<B> SPECIAL BUSINESS:****e) Resolution 5 : Ordinary Resolution****Ratification of Remuneration of Cost Auditor for the financial year ending March 31, 2024****(i) Voted in favour of the Resolution:**

| <b>Mode of voting</b> | <b>Number of Members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of valid votes cast</b> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 141                            | 20244623                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>146</b>                     | <b>20250774</b>                     | <b>99.99998%</b>                             |

**(ii) Voted against the Resolution:**

| <b>Mode of voting</b> | <b>Number of Members voted</b> | <b>Number of votes cast by them</b> | <b>% of total number of valid votes cast</b> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 2                              | 5                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>2</b>                       | <b>5</b>                            | <b>0.00002%</b>                              |

**(iii) Invalid Votes:**

| <b>Total number of members whose votes were declared invalid</b> | <b>Total number of votes cast by them</b> |
|--|---|
| 0  | 0   |



**f) Resolution 6 : Special Resolution**

*Revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala (DIN: 07266678) w.e.f. 1st April, 2023*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244622                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250773</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 6                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>6</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |



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## g) Resolution 7 : Special Resolution

*Revision of remuneration w.e.f. 1st April, 2023 and terms of re-appointment of Mr. Anil S. Karnad, Whole Time Director (Operations)*

(i) *Voted in favour of the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 140                            | 20244622                            |  |
| E-voting at AGM       | 5                              | 6151                                |  |
| <b>Total</b>          | <b>145</b>                     | <b>20250773</b>                     | <b>99.99997%</b>                             |

(ii) *Voted against the Resolution:*

| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting       | 3                              | 6                                   |  |
| E-voting at AGM       | 0                              | 0                                   |  |
| <b>Total</b>          | <b>3</b>                       | <b>6</b>                            | <b>0.00003%</b>                              |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0  | 0   |





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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly  
For A. K. LABH & Co.  
Company Secretaries



(CS A. K. LABH)  
Practising Company Secretary  
FCS : 4848 / CP No. : 3238  
UIN : S1999WB026800  
PRCN : 1038/2020  
UDIN : F004848E001099700

Place : Kolkata  
Dated : 27-09-2023



# A. K. LABH

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*Witness:*

1. Rohit Kumar

(Rohit Kumar)

Basundhara Apartment, Flat No. 6, 3<sup>rd</sup> Floor  
1 No. Airport, North 24 Parganas  
Kolkata - 700079



2. 

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala  
Kolkata - 700060

**Received the Report of the Scrutinizer**  
**For Kilburn Engineering Limited**

(Arvind Bajoria)  
Company Secretary  
ACS 15390

