



KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India
☎ : +91 2522 283000 ☎ : +91 2522 281026 🌐 : www.kilburnengg.com

30th August, 2024

To
The Corporate Relationship
Department
BSE Limited
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

Subject: Submission of Voting Results of Postal Ballot pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR") and Report of Scrutinizer pursuant to Section 108 of the Companies Act, 2013

This has reference to our letter dated July 30, 2024, regarding the Postal Ballot Notice dated July 12, 2024, seeking approval of the Members of the Company for the items mentioned below, by way of postal ballot only through voting by electronic means ("remote e-voting").

Sr No	Particulars
1.	Special Resolution: Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years
2.	Ordinary Resolution: Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive, Non - Independent Director of the Company

We are pleased to inform you that all the resolutions setout in the Postal Ballot Notice dated July 12, 2024 have been passed by the Members of the Company with requisite majority.

In this regard, please find enclosed the following:

1. The Voting Results of the said Postal Ballot through remote e-voting, in relation to the aforesaid businesses, as required under Regulation 44(3) of the SEBI LODR as **Annexure - 1**.
2. The Scrutinizer's Report dated August 30, 2024, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as **Annexure - 2**.



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3. The details under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read along with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 are given as **Annexure - 3**.

The Voting Results along with the Scrutinizer's Report is available on the website of the Company at www.kilburnengg.com and will also be made available on the website of Central Depository Services (India) Limited (CDSL) at www.evotingindia.com.

Yours faithfully,
For **Kilburn Engineering Limited**

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

Encl: A/a

Voting results	
Record date	26-07-2024
Total number of shareholders on record date	17095
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	Add Notes

Resolution (1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21955646	20769646	94.5982	20769646	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		21955646	20769646	94.5982	20769646	0	100.0000
Public- Institutions	E-Voting	149032	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		149032	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	21115680	3568700	16.9007	3566909	1791	99.9498	0.0502
	Poll							
	Postal Ballot (if applicable)							
	Total		21115680	3568700	16.9007	3566909	1791	99.9498
Total		43220358	24338346	56.3122	24336555	1791	99.9926	0.0074
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	10000

Resolution (2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive, Non - Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	21955646	20769646	94.5982	20769646	0	100.0000	0.0000
	Poll							
	Postal Ballot (if applicable)							
	Total		21955646	20769646	94.5982	20769646	0	100.0000
Public- Institutions	E-Voting	149032	0	0.0000	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		149032	0	0.0000	0	0	0.0000
Public- Non Institutions	E-Voting	21115680	3564700	16.8818	3562458	2242	99.9371	0.0629
	Poll							
	Postal Ballot (if applicable)							
	Total		21115680	3564700	16.8818	3562458	2242	99.9371
Total		43220358	24334346	56.3030	24332104	2242	99.9908	0.0092
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							<input type="button" value="Add Notes"/>	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	10000

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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Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com**SCRUTINIZER'S REPORT**

To
The Board of Directors
Kilburn Engineering Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001

Dear Sir,

- (1) We have been appointed as Scrutinizer by the Company in connection with Postal Ballot conducted in terms of MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 22/2020 dated 15th June, 2020, MCA Circular No. 33/2020 dated 28th September, 2020, MCA Circular No. 39/2020 dated 31st December, 2020, MCA Circular No. 10/2021 dated 23rd June, 2021, MCA Circular No. 20/2021 dated 8th December, 2021, MCA Circular No. 3/2022 dated 5th May, 2022, MCA Circular No. 11/2022 dated 28th December, 2022 and MCA Circular No. 09/2023 dated 25th September, 2023 (collectively referred as "MCA Circulars") for the purpose of scrutinizing the electronic voting process through remote e-voting ("e-voting") in a fair and transparent manner in terms of the resolution of the Board of Directors of the Company dated 12th July, 2024.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and Rules relating to e-voting on the resolutions contained in the Notice of Postal Ballot dated 12th July, 2024. Our responsibility as a scrutinizer for the voting process through e-voting 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 M/s Central Depository Services (India) Limited ("CDSL"), the agency engaged by the Company to provide e-voting facility.
- (3) We submit our report as under :
 - (a) The Company has completed dispatch of the Notice of Postal Ballot through electronic mode on 30th July, 2024 to its Members. whose name(s) appeared on the Register of Members / list of beneficiaries as on the close of business hours on 26th July, 2024.
 - (b) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
 - (c) The e-voting period remained open from 09:00 A.M. IST on Wednesday, 31st July, 2024 up to 5:00 P.M. IST on Thursday, 29th August, 2024.





- (d) The shareholders holding shares as on the “cut off” date, i.e. Friday, 26th July, 2024 were entitled to vote on the proposed resolutions as mentioned in the Notice of Postal Ballot dated 12th July, 2024.
- (e) The result of the e-voting was downloaded after 5:00 p.m. on Thursday, 29th August, 2024 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unblocked 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, and has been included in our report.
- (f) The summary of the votes casted through e-voting (EVSN: 240730008) is as follows :-

SPECIAL BUSINESS:**Resolution No. 1: Special Resolution**

Re-appointment of Mr. Amitav Roy Choudhury (DIN: 08501895), as an Independent Director for a second tenure of five years

(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	205	24326555	99.99264%

(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	8	1791	0.00736%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10000



**Resolution No. 2: Ordinary Resolution**

Appointment of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), as Non - Executive Non - Independent Director of the Company

(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	201	24322104	99.99078%

(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	11	2242	0.00922%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
1	10000

- The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.
- You may accordingly declare the result of Postal Ballot through e-voting.
- The electronic data and e-voting registers shall remain in our safe custody until the Chairman considers, approves and signs the minutes of Postal Ballot through e-voting.



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

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e-mail : aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

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 : F004848F001079449



Place : Kolkata
Dated : 30-08-2024

Witness:

1. Rohit Kumar

(Rohit Kumar)
Basundhara Apartment, Flat No. 6, 3rd 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





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Annexure - 3

Sr No	Particulars	Mr. Amitav Roy Choudhury (DIN: 08501895)
1.	Reason for Change viz. appointment, reappointment, resignation, removal, death or otherwise	Re-appointment
2.	Date of Appointment/ reappointment /cessation (as applicable) and term of appointment /reappointment	Re-appointed as an Non-Executive Independent Director of the Company for his second term of 5 years with effect from 29 th May, 2024 upto 28 th May, 2029 (both days inclusive).
3.	Brief Profile (in case of appointment)	He has a total experience of about 44 years in management of manufacturing industry. Out of this about 29 years was with Eveready Industries India Limited. He retired as the Vice President and head of Manufacturing at EVEREADY. He was a member of Manufacturing subcommittee at CII and subsequently a member of the West Bengal State Committee at CII also.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Amitav Roy Choudhury is not related to any Director on the Board of the Company.
5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19	Mr. Amitav Roy Choudhury is not debarred from holding the office of Director on account of any order of SEBI or any other such authority.



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Annexure - 3

Sr No	Particulars	Mr. Kalathil Vijaysanker Kartha (DIN: 00176616)
1.	Reason for Change viz. appointment, reappointment, resignation, removal, death or otherwise	Appointment
2.	Date of Appointment/ reappointment /cessation (as applicable) and term of appointment /reappointment	Appointed as an Non - Executive, Non - Independent Director of the Company, , liable to retire by rotation with effect from 1 st June, 2024.
3.	Brief Profile (in case of appointment)	Mr Kalathil Vijaysanker Kartha born on May 6, 1960, is a distinguished entrepreneur with over 44 years of experience in thermal engineering, project management, and business development. He founded M.E Energy Pvt. Ltd. in Pune, growing it into a \$10M thermal engineering company with a global client base. Previously, he held senior roles at Thermax Ltd. overseeing major projects, including a 6 MW power plant in Indonesia. His early career includes positions at Tata Robins Fraser Ltd., W J Ryan Ltd. in the UK, and Kerala State Detergents. Mr. Kartha holds a business management diploma from XLRI, Jamshedpur, and a mechanical engineering diploma from Kerala, complemented by advanced management training at IIM Ahmedabad.
4.	Disclosure of relationships between directors (in case of appointment of a director)	Mr. Kalathil Vijaysanker Kartha is not related to any Director on the Board of the Company.
5.	Information as required pursuant to BSE circular ref no. LIST/ COMP/ 14/ 2018-19	Mr. Kalathil Vijaysanker Kartha is not debarred from holding the office of Director on account of any order of SEBI or any other such authority.