

KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311, MAHARASHTRA, INDIA
Tel : 91-2522-663800 / 662200 Fax : 91-2522-281026 / 280166 Website : www.kilburnengg.com

Ref : KEL/ BSE-CSE / 18 – 19/ CG-2

October 15, 2018

To
The Corporate Relationship Department
BSE Limited
P. J. Tower
Dalal Street, Fort
Mumbai-400 001

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

Scrip Code: BSE 522101

Scrip Code: CSE 21022.

**Sub: Compliance Report on Corporate Governance for
quarter / half year ended 30th September, 2018.**

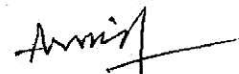
Dear Sir / Madam

We hereby submit the compliance report on Corporate Governance for quarter / half year ended 30th September, 2018, pursuant to provisions of regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the prescribed format. Trust you will find the same in order.

You are requested to acknowledge the receipt and take the same on record.

Thanking You,

Yours faithfully,
For Kilburn Engineering Limited



Arvind Bajoria
Company Secretary & Sr. Manager (Costing)

Encl : a/a

AN ISO-9001 : 2000 CERTIFIED COMPANY

REGD. OFFICE : FOUR MANGO LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA -700 001, INDIA
E-MAIL : kilbncal@cal2.vsnl.net.in CIN : L24232WB1987PLC042956



A Williamson Magor Group Enterprise

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Kilburn Engineering Limited

Quarter ending : 30th September, 2018

I. Composition of Board of Directors

Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure	No. of Directorship in listed entities including this listed entity	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr. Aditya Khaitan	AFDPK0968D & 00023788	Chairman - Non executive	31-3-2015	N.A.	6	1	Nil
Mr. Subir Chaki	ABVPC3067F & 05174555	Executive	13-11-2017	Upto 31-03-2020	1	Nil	Nil
Mr. Amritanshu Khaitan	AJFPK2122H & 00213413	Non Executive	27-05-2005	N.A.	6	Nil	Nil
Mr. S.R. Dasgupta	AGWPD4949B & 01401511	Independent - Non Executive	30-09-2014	# 5 years	2	1	2
Mr. Padam Kumar Khaitan	AFLPK3789A & 00019700	Independent - Non Executive	30-09-2014	# 5 years	7	2	2
Mr. Gobind Saraf	AJWPS2081A & 00206447	Independent - Non Executive	30-09-2014	# 5 years	3	2	1
Mr. Manmohan Singh	AAAPS7334P & 00699314	Independent - Non Executive	30-09-2014	# 5 years	1	2	Nil
Mrs. Priya Saran Chaudhri	ACLPC2638R & 00704863	Non Executive	14-11-2014	N.A.	2	1	Nil

5 consecutive years w.e.f. 30.09.2014 (i.e., the date of 26th Annual General Meeting) or upto the date of AGM of the Company to be held in the year 2019, whichever is earlier.

Compliance Status

The Board is constituted in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).



II. Composition of Committees

Name of Committee	Name of Committee Members	Category
1. Audit Committee	Mr. Gobind Saraf (Chairman)	Independent Director
	Mr. Subir Chaki	Executive Director Professional (Non-promoter)
	Mr. Manmohan Singh	Independent Director
	Mr. S.R. Dasgupta	Independent Director
2. Nomination & Remuneration Committee	Mr. Manmohan Singh (Chairman)	Independent Director
	Mr. S.R. Dasgupta	Independent Director
	Mr. Gobind Saraf	Independent Director
3. Stakeholders Relationship Committee	Mr. Padam Kumar Khaitan (Chairman)	Independent Director
	Mr. Manmohan Singh	Independent Director
	Mr. Gobind Saraf	Independent Director
4. Risk Management Committee (if applicable)	Not applicable	Not applicable
5. Corporate Social Responsibility Committee	Mr. Manmohan Singh (Chairman)	Independent Director
	Mr. Subir Chaki	Executive Director Professional (Non-promoter)
	Mr. Gobind Saraf	Independent Director

III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Dates of Meeting in the relevant quarter	Maximum gap between any two consecutive meetings
30-05-2018	13-08-2018	74 days



IV. Meeting of Committees –

Dates of meeting of the committee	Whether requirement of Quorum met	Date of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days.
13-08-2018 (AUDIT COMMITTEE)	Yes (3 members present)	30-05-2018	74 days
13-08-2018 (STAKEHOLDERS' RELATIONSHIP COMMITTEE)	Yes (2 members present)	30-05-2018	74 days
13-08-2018 (NOMINATION AND REMUNERATION COMMITTEE)	Yes (2 members present)	N.A.	N.A.

V. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders relationship Committee
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
5. This report and/or the Report submitted in the previous quarter has been placed before the Board of Directors. Any comments / observations / advice of the Board of Directors may be mentioned here :
 - There were no comments / observations of the Board on the last report.

For Kilburn Engineering Limited



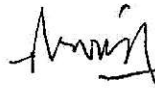
Name & Designation:

Arvind Bajoria
Company Secretary
& Sr. Manager (Costing)

Annexure - II

1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	No (was not feeling well)
4	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes

For Kilburn Engineering Limited




Name & Designation:

Arvind Bajoria
Company Secretary
& Sr. Manager (Costing)