



# KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311, MAHARASHTRA, INDIA  
Tel : +91 2522 283000 Fax : +91 2522 281026 / 280166 Website : www.kilburnengg.com

Ref : KEL/ BSE-CSE / 19 – 20/ CG-4

May 14, 2020

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

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

**Scrip Code: BSE 522101**

**Scrip Code: CSE 21022.**

**Sub: Compliance Report on Corporate Governance  
for quarter ended 31<sup>st</sup> March, 2020.**

Dear Sir / Madam

We hereby submit the compliance report on Corporate Governance for quarter ended 31<sup>st</sup> March, 2020, 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 MANGOE 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 : 31<sup>st</sup> March, 2020

## 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	Date of Reappointment	Tenure (months)	Date of Birth	No. of Directorship in listed entities including this listed entity [ in ref. to Regulation 17A (1) ]	No. of Independent Directorship in listed entities including this listed entity [ in ref. to Regulation 17A (1) ]	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity [ in ref. to Regulation 26 (1) ]	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.	30-01-1968	7	-	2	1
Mr. Subir Chaki	ABVPC3067F & 05174555	Executive	13-11-2017	01-04-2018	Upto 31-03-2020	24-03-1960	1	-	1	Nil
Mr. Amritanshu Khaitan	AJFPK2122H & 00213413	Non Executive	27-05-2005	-	N.A.	07-11-1982	5	-	1	Nil
Mr. Gobind Saraf	AJWPS2081A & 00206447	Independent - Non Executive	30-09-2014	13-08-2019	#5 months	16-08-1944	3	3	2	1
Mr. Amitav Roy Choudhury	ADEPR5658J & 08501895	Independent - Non Executive	29-05-2019	13-08-2019	#5 months	12-06-1953	1	-	2	1
Mr. Mahesh Shah	AMGPS1948F & 00405556	Independent - Non Executive	06-08-2019	13-08-2019	5 months	25-12-1952	3	2	3	1
Ms. Arundhuti Dhar	ACNPD9707E & 03197285	Independent - Non Executive	06-08-2019	13-08-2019	-	21-06-1973	5	5	3	5

# 5 consecutive years w.e.f. 13.08.2019 ( i.e., the date of 30<sup>th</sup> Annual General Meeting ) or upto the date of AGM of the Company to be held in the year 2024, whichever is earlier.

**Compliance Status**

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

FOR KILBURN ENGINEERING LIMITED

ARVIND BAJORIA  
 Company Secretary





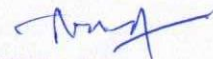
## II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members	Category
1. Audit Committee	Yes	Mr. Gobind Saraf ( Chairperson )	Independent Director
		Mr. Subir Chaki	Executive Director Professional (Non-promoter)
		Mr. Amitav Roy Choudhury	Independent Director
		Mr. Mahesh Shah	Independent Director
2. Nomination & Remuneration Committee	Yes	Mr. Mahesh Shah ( Chairperson )	Independent Director
		Mr. Amitav Roy Choudhury	Independent Director
		Mr. Gobind Saraf	Independent Director
3. Stakeholders Relationship Committee	Yes	Mr. Amitav Roy Choudhury ( Chairperson )	Independent Director
		Mr. Gobind Saraf	Independent Director
		Mr. Mahesh Shah	Independent Director

## III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Dates of Meeting in the relevant quarter	Whether requirement of quorum met	No. of directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings
12-11-2019	08-02-2020	Yes	5	2	87 days

FOR KILBURN ENGINEERING LIMITED

  
 ARVIND BAJORIA  
 Company Secretary



#### IV. Meeting of Committees –

Date of Meeting of the Committee in the previous quarter	Dates of Meeting in the relevant quarter	Whether requirement of quorum met	No. of directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings
12-11-2020 ( Audit Committee )	08-02-2020	Yes	4	3	87 days
12-11-2020 ( Stakeholders' Relationship Committee )	08-02-2020	Yes	3	3	87 days

#### 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

FOR KILBURN ENGINEERING LIMITED

  
ARVIND BAJORIA  
Company Secretary





## VI. Affirmations

1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (a) Audit Committee
  - (b) Nomination and Remuneration Committee
  - (c) Stakeholders relationship Committee
3. 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 :

**For Kilburn Engineering Limited**



Name & Designation:

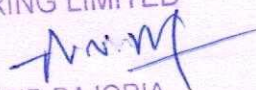
**Arvind Bajoria**  
Company Secretary  
& Sr. Manager ( Costing )





Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 <b>a. Audit Committee</b>	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>b. Nomination &amp; remuneration committee</b>	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>c. Stakeholders relationship committee</b>	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. <b>d. Risk management committee (applicable to the top 500 listed entities)</b>	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

FOR KILBURN ENGINEERING LIMITED

  
ARVIND BAJORIA  
Company Secretary



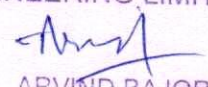
**Annexure II**

**Annexure II to be submitted by listed entity at the end of the financial year  
(for the whole of financial year)**

**I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be	Web address
1	Details of business	Yes		www.kilburnengg.com
2	Terms and conditions of appointment of independent directors	Yes		www.kilburnengg.com
3	Composition of various committees of board of directors	Yes		www.kilburnengg.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.kilburnengg.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.kilburnengg.com
6	Criteria of making payments to non-executive directors	Yes		www.kilburnengg.com
7	Policy on dealing with related party transactions	Yes		www.kilburnengg.com
8	Policy for determining 'material' subsidiaries	NA		
9	Details of familiarization programmes imparted to independent directors	Yes		www.kilburnengg.com
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.kilburnengg.com
11	email address for grievance redressal and other relevant details	Yes		www.kilburnengg.com
12	Financial results	Yes		www.kilburnengg.com
13	Shareholding pattern	Yes		www.kilburnengg.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA		
16	New name and the old name of the listed entity	NA		
17	Advertisements as per regulation 47 (1)	Yes		www.kilburnengg.com
18	Credit rating or revision in credit rating obtained	Yes		www.kilburnengg.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	NA		
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.kilburnengg.com
21	Materiality Policy as per Regulation 30	Yes		www.kilburnengg.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	NA		
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.kilburnengg.com

**FOR KILBURN ENGINEERING LIMITED**

  
**ARVIND BAJORIA**  
Company Secretary

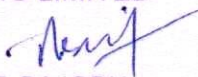


**III Affirmations:**

The Company has no Subsidiary and the Corporate Governance requirements with respect to subsidiary of Listed Entity are not applicable.

Name and Designation

FOR KILBURN ENGINEERING LIMITED

  
ARVIND BAJORIA  
Company Secretary

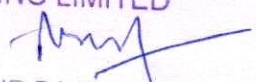


## Annexure II

### II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	Yes	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	Yes	
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	Yes	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

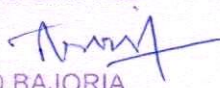
FOR KILBURN ENGINEERING LIMITED

  
 ARVIND BAJORIA  
 Company Secretary



21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes
22	Composition and role of risk management committee	21(1),(2),(3),(4)	NA
23	Meeting of Risk Management Committee	21(3A)	NA
24	Vigil Mechanism	22	Yes
25	Policy for related party Transaction	23(1),(1A),(5),(6),(7) & (8)	Yes
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes
27	Approval for material related party transactions	23(4)	NA
28	Disclosure of related party transactions on consolidated basis	23(9)	Yes
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	NA
31	Annual Secretarial Compliance Report	24(A)	Yes
32	Alternate Director to Independent Director	25(1)	Yes
33	Maximum Tenure	25(2)	Yes
34	Meeting of independent directors	25(3) & (4)	Yes
35	Familiarization of independent directors	25(7)	Yes
36	Declaration from Independent Director	25(8) & (9)	Yes
37	D & O Insurance for Independent Directors	25(10)	Yes
38	Memberships in Committees	26(1)	Yes
39	Confirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

FOR KILBURN ENGINEERING LIMITED

  
 ARVIND BAJORIA  
 Company Secretary