



# KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311, MAHARASHTRA, INDIA  
Tel : (Board No.) +91 2522 663800 / 283000 Fax : +91 2522 281026 / 280166 Email: info@kilburnengg.com Website : www.kilburnengg.com

21<sup>st</sup> October, 2021

To,  
The Corporate Relationship Department,  
BSE Limited,  
24<sup>th</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: Compliance Report on Corporate Governance  
for quarter ended 30<sup>th</sup> September, 2021.**

Dear Sir / Madam

We hereby submit the compliance report on Corporate Governance for quarter ended 30<sup>th</sup> September, 2021, 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  
& DGM ( Costing )

Encl : as above

AN ISO-9001 : 2000 CERTIFIED COMPANY

REGD. OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001, INDIA.

CIN : L24232WB1987PLC042956



**A Williamson Magor Group Enterprise**

# COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Annexure - I

Name of Listed Entity : Kilburn Engineering Limited  
Quarter ending : 30<sup>th</sup> September, 2021

## 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	Non executive	31-3-2015	30-09-2020		30-01-1968	7	-	3	-
Mr. Subir Chaki	ABVPC3067F & 05174555	Executive	13-11-2017	01-04-2021		24-03-1960	1	-	1	-
Mr. Amritanshu Khaitan	AJFPK2122H & 00213413	Non Executive	27-05-2005	28-09-2018		07-11-1982	3	-	1	-
Mr. Amitav Roy Choudhury	ADEPR5658J & 08501895	Independent - Non Executive	29-05-2019	13-08-2019	#23 months	12-06-1953	1	-	1	1
Mr. Mahesh Shah	AMGPS1948F & 00405556	Independent - Non Executive	06-08-2019	13-08-2019	#23 months	25-12-1952	2	2	3	1
Ms. Arundhuti Dhar	ACNPD9707E & 03197285	Independent - Non Executive	06-08-2019	13-08-2019	#23 months	21-06-1973	6	6	5	5
Mr. Manmohan Singh	AAAPS7334P & 00699314	Independent - Non Executive	21-04-2021		2 months	13-03-1949	1	1	-	-
Mr. Navin Nayar	ABQPN3100K & 00136057	Non Executive	21-04-2021		2 months	12-10-1962	5	4	6	4
Mr. Vasumitra Sharma	ATQPS9513B & 09177255	Non Executive	21-04-2021		2 months	15-06-1958	1	-	-	-
Mr. Shourya Sengupta	CNRPS8259P & 09216561	Independent - Non Executive	21-04-2021		2 months	24-09-1990	-	1	1	-
# 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.										
<b>Compliance Status</b>										
The Board is constituted in terms of the SEBI ( Listing Obligations and Disclosure Requirements) Regulations, 2015 ).										



## II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members	Category
1. Audit Committee	Yes	Mr. Mahesh Shah ( Chairperson )	Independent Director
		Mr. Subir Chaki	Executive Director Professional (Non-promoter)
		Mr. Amitav Roy Choudhury	Independent Director
2. Nomination & Remuneration Committee	Yes	Mr. Amitav Roy Choudhury ( Chairperson )	Independent Director
		Ms. Arundhuti Dhar	Independent Director
		Mr. Mahesh Shah	Independent Director
3. Stakeholders Relationship Committee	Yes	Mr. Amitav Roy Choudhury ( Chairperson )	Independent Director
		Mr. Shourya Sengupta	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 ( other than Independent Directors )	No. of Independent Directors present	Maximum gap between any two consecutive meetings
29-06-2021	12-08-2021	Yes	4	5	43 days



#### 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 ( other than Independent Directors )	No. of Independent Directors present	Maximum gap between any two consecutive meetings
Audit Committee ( 29-06-2021)	12-08-2021	Yes	1	2	43 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	No

#### VI. Affirmations

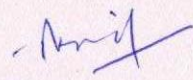
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
  - (a) Audit Committee
  - (b) Nomination 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 not 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  
& D.G.M. ( 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
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Add Notes

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Annexure 1

I. Affirmations

Subject

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

**a. Audit Committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

**b. Nomination & remuneration committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

**c. Stakeholders relationship committee**

The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015.

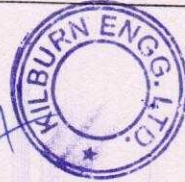
**d. Risk management committee (applicable to the top 500 listed entities)**

The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

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.

This report and/or the report submitted in the previous quarter has been placed before Board of Directors.

Any comments/observations/advice of Board of Directors may be mentioned here:



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(Yes/No/NA)****Sr****Subject**

Yes

1

Whether prior approval of audit committee obtained

NA

2

Whether shareholder approval obtained for material RPT

Yes

3

Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee

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## Annexure III

## III. Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)
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)	Yes
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes
5	Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Any other information to be provided			

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## Annexure III

1	Name of signatory
2	Designation

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## Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Add Notes	
<b>I. Disclosure of Loans/ guarantees/comfort letters /securities etc.refer note below</b>		
<b>(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to</b>		
<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
<b>(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of</b>		
<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
<b>(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by</b>		
<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>
Promoter or any other entity controlled by them		
Promoter Group or any other entity controlled by them		
Directors (including relatives) or any other entity controlled by them		
KMPs or any other entity controlled by them		
<b>(D) Additional Information</b>		
<b>II. Affirmations</b>		
<b>Affirmations</b>		<b>Compliance Status</b>
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to		
Name		
Designation		
Place		
Date		



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