



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

21st April, 2022

To,
The Corporate Relationship Department,
BSE Limited,
24th 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 31st March, 2022.**

Dear Sir / Madam

We hereby submit the compliance report on Corporate Governance for quarter ended 31st March, 2022, 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

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Kilburn Engineering Limited
 Quarter ending : 31st March, 2022

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	5	-	3	-
Mr. Anil S. Karnad	AFCPK4694R & 07551892	Executive	01-12-2021			14-11-1965	1	-	-	-
Mr. Amritanshu Khaitan	AJFPK2122H & 00213413	Non Executive	27-05-2005	28-09-2018		07-11-1982	2	-	0	-
Mr. Amitav Roy Choudhury	ADEPR5658J & 08501895	Independent - Non Executive	29-05-2019	13-08-2019	#32 months	12-06-1953	1	1	1	1
Mr. Mahesh Shah	AMGPS1948F & 00405556	Independent - Non Executive	06-08-2019	13-08-2019	#32 months	25-12-1952	2	2	3	1
Ms. Arundhuti Dhar	ACNPD9707E & 03197285	Independent - Non Executive	06-08-2019	13-08-2019	#32 months	21-06-1973	5	5	5	3
Mr. Manmohan Singh	AAAPS7334P & 00699314	Independent - Non Executive	21-04-2021		11 months	13-03-1949	1	1	-	-
Mr. Navin Nayar	ABQPN3100K & 00136057	Non Executive	21-04-2021			12-10-1962	5	4	6	4
Mr. Vasumitra Sharma	ATQPS9513B & 09177255	Non Executive	29-06-2021			15-06-1958	1	-	-	-
Mr. Shourya Sengupta	CNRPS8259P & 09216561	Independent - Non Executive	29-06-2021		9 months	24-09-1990	1	1	1	-

5 consecutive years w.e.f. 13.08.2019 (i.e., the date of 30th 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).



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. Manmohan Singh	Independent Director
		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 (including Independent Directors)	No. of Independent Directors present	Maximum gap between any two consecutive meetings
11-11-2021	19-01-2022	Yes	10	5	68 days
	11-02-2022	Yes	9	5	22 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	No. of Independent Directors present	Maximum gap between any two consecutive meetings
Audit Committee (11-11-2021)	19-01-2022 & 11-02-2022	Yes	3	3	68 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:

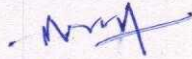

Arvind Bajoria
Company Secretary
& D.G.M. (Costing)



**Annual Compliance Report on Corporate Governance for the
Financial Year ended 31-03-2022**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status	
Details of business	YES	
Terms and conditions of appointment of independent directors	YES	
Composition of various committees of board of directors	YES	
Code of conduct of board of directors and senior management personnel	YES	
Details of establishment of vigil mechanism/ Whistle Blower policy	YES	
Criteria of making payments to non-executive directors	YES	
Policy on dealing with related party transactions	YES	
Policy for determining 'material' subsidiaries	N.A.	
Details of familiarization programmes imparted to independent directors	YES	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	YES	
email address for grievance redressal and other relevant details	YES	
Financial results	YES	
Shareholding pattern	YES	
Details of agreements entered into with the media companies and / or their associates	N.A.	
New name and the old name of the listed entity	N.A.	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes / No / NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	YES
Board composition	17(1)	YES
Meeting of Board of directors	17(2)	YES
Review of Compliance Reports	17(3)	YES
Plans for orderly succession for appointments	17(4)	YES
Code of Conduct	17(5)	YES
Fees / compensation	17(6)	YES
Minimum Information	17(7)	YES
Compliance Certificate	17(8)	YES
Risk Assessment & Management	17(9)	YES
Performance Evaluation of Independent Directors	17(10)	YES
Composition of Audit Committee	18(1)	YES
Meeting of Audit Committee	18(2)	YES
Composition of nomination & remuneration committee	19(1) & (2)	YES
Composition of Stakeholder Relationship Committee	20(1) & (2)	YES

FOR KILBURN ENGINEERING LIMITED


 ARVIND BAJORIA
 Company Secretary


Composition and role of risk management committee	21(1),(2),(3),(4)	N.A.
Vigil Mechanism	22	YES
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	YES
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	YES
Approval for material related party transactions	23(4)	N.A.
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N.A.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N.A.
Maximum Directorship & Tenure	25(1) & (2)	YES
Meeting of independent directors	25(3) & (4)	YES
Familiarization of independent directors	25(7)	YES
Memberships in Committees	26(1)	YES
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	YES
Disclosure of Shareholding by Non- Executive Directors	26(4)	YES
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	YES

III Affirmations:

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

FOR KILBURN ENGINEERING LIMITED

Name and Designation


ARVIND BAJORIA
Company Secretary