



# KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India

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Ref : KEL/ BSE-CSE / 22 - 23/ CG-2

21<sup>st</sup> October, 2022

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 the quarter ended 30<sup>th</sup> September, 2022.**

**Ref: Kilburn Engineering Limited : ISIN INE338F01015**

We hereby submit the compliance report on Corporate Governance for quarter ended 30<sup>th</sup> September, 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**

**Encl : a/a**

## COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : **Kilburn Engineering Limited**  
 Quarter ending : **30<sup>th</sup> September, 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. Manmohan Singh	AAAPS7334P & 00699314	Independent - Non Executive	21-04-2021		17 months	13-03-1949	1	1	1	-
Mr. Aditya Khaitan	AFDPK0968D & 00023788	Non executive	31-3-2015	30-09-2020		30-01-1968	5	-	3	1
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	1	-	0	-
Mr. Amitav Roy Choudhury	ADEPR5658J & 08501895	Independent - Non Executive	29-05-2019	13-08-2019	#38 months	12-06-1953	1	1	1	1
Mr. Mahesh Shah	AMGPS1948F & 00405556	Independent - Non Executive	06-08-2019	13-08-2019	#38 months	25-12-1952	2	2	3	1
Ms. Arundhuti Dhar	ACNPD9707E & 03197285	Independent - Non Executive	08-08-2022		#37 months	21-06-1973	5	5	7	3
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		15 months	24-09-1990	1	1	1	-
Mr. Ranjit Lala	AAAPL7321B & 07266678	Executive	15-05-2022			11-10-1967	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.

#### **Compliance Status**

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

Note : none of the directors are disqualified to act as director under the provisions of section 164 of the Companies Act, 2013

Ms. Arundhuti Dhar ( independent Director ) resigned w.e.f. 08<sup>th</sup> August, 2022.

## 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 ( upto 08-08-2022 )	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

Note : composition of Nomination and Remuneration Committee changed w.e.f. 08-08-2022 pursuant to resignation of Ms. Arundhuti Dhar w.e.f. 08<sup>th</sup> August, 2022

## 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
11-05-2022	05-08-2022	Yes	11	5	85 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 ( 11-05-2022)	05-08-2022	Yes	3	2	85 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 )