



KILBURN ENGINEERING LTD.

Corporate office : 501, 5th floor, I-Think Techno Campus, Jolly Board Tower No.1, Kanjurmarg (East), Mumbai 400 042, Maharashtra, INDIA.

Tel No. : +91 22 6551 0300 **Website :** www.kilburnengg.com **Email :** marketing@kilburnengg.com

Date : 25th September, 2025

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 : Proceedings of 37th Annual General Meeting (AGM) held on 25th September, 2025 at
11:00 A.M. through VC / OAVM**

Pursuant to the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), a summary of the proceedings of the 37th Annual General Meeting (AGM) of the Company held through Video Conferencing / Other Audio-Visual Means (VC / OAVM) on Thursday, 25th September 2025 at 11:00 A.M. (IST) is enclosed herewith for your record.

All resolutions, as set out in the AGM Notice dated 7th August, 2025 were put to vote by remote e-voting/ e-voting at the AGM and have been approved with requisite majority.

We also enclose herewith the Scrutinizer's Report dated 25th September, 2025 for the remote e-voting/ evoting at the AGM, exercised by the Members in respect of the business transacted at the 37th AGM of the Company.

This is for your information and record.

Yours faithfully,
For Kilburn Engineering Limited

Arvind Bajoria
Company Secretary & Compliance Officer

Encl: As mentioned above



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Summary of the Proceedings of the 37th Annual General Meeting

The 37th Annual General Meeting (AGM) of the Members of Kilburn Engineering Limited was held today i.e Thursday, 25th September, 2025 through Video Conferencing / Other Audio-Visual Means (VC/OAVM) in compliance with the applicable provisions of the Companies Act, 2013 and the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and the Securities and Exchange Board of India (SEBI).

The meeting commenced at 11:00 A.M. (IST). At the commencement of the meeting, the members were welcomed to the 37th AGM and were briefed about the general guidelines to be followed during the meeting. It was informed that remote e-voting was provided to Members from 09:00 A.M. on Monday, 22nd September, 2025 till 5:00 P.M. on Wednesday, 24th September, 2025 and that the facility to cast votes through e-voting was available during the AGM.

The members were further informed that the Registers and other relevant documents as statutorily required were available for inspection in electronic mode during the AGM.

Mr. Manmohan Singh, Chairman of the Company chaired the meeting and welcomed all the members. As the requisite quorum was present, the AGM was called to order. All the Directors, Key Managerial Personnel of the Company and representatives of the Statutory Auditors, Secretarial Auditors were also present at the Meeting through VC from their respective locations. He further informed the members that the Chairperson of the Audit Committee, Nomination and Remuneration Committee, Stakeholders Relationship Committee, were present at the AGM to address the queries of the shareholders, if any.

He informed the members that the Company had made all efforts to enable its shareholders to participate through VC and vote at the AGM in a seamless manner.

He also informed that M/s. A. K. Labh & Co., Company Secretaries in practice, (PRCN: 1038/2020), was appointed as the Scrutinizer to scrutinize the remote e-voting and evoting process at the AGM in a fair and transparent manner.

Mr. Ranjit Pamo Lala, Managing Director, addressed the Members on the performance of the Company during FY 2024-25 and strategic plans of the Company. With the consent of the Members present, the Notice convening the AGM, the Auditor's Report and the Secretarial Audit Report for the year ended 31st March 2025, were taken as read.

Thereafter, in terms of the Notice dated 7th August, 2025 convening the 37th AGM of the Company, the following business was transacted at the Meeting:

Item no.	Particulars of Agenda	Ordinary/Special Resolution
ORDINARY BUSINESS		
1.	To receive, consider and adopt a) The Audited Standalone Financial Statement for the year ended 31 st March, 2025 together with the Reports of Board of Directors and Auditors thereon. b) The Audited Consolidated Financial Statement for the year ended 31 st March, 2025 together with the Report of Auditors	Ordinary

AN ISO - 9001 : 2015 CERTIFIED COMPANY

CIN : L24232WB1987PLC042956

Registered office : 1901, 19th Floor, Biowonder - Block A, 789, Anandapur, Eastern Metropolitan Bypass, Kolkata - 700 107, INDIA. **Tel no.:** +91 33 6904 5700

Saravali Works : Plot No. 6, MIDC - Saravali, Kalyan Bhiwandi Road, Taluka Bhiwandi, Dist. Thane - 421 311, Maharashtra, INDIA. **Tel No. :** +91 2522 663800 / 283000.

Amarnath Works : Plot No. B-78/1, Anand Nagar, Additional MIDC, Ambernath (East), Dist. Thane - 421 506, Maharashtra, INDIA.



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	thereon.	
2.	To declare final dividend of Rs. 2/- per equity share for the Financial Year 2024 - 25.	Ordinary
3.	To appoint a Director in place of Mr. Navin Nayar (DIN: 00136057), who retires by rotation and being eligible offers himself for reappointment.	Ordinary
4.	To appoint a Director in place of Mr. Kalathil Vijaysanker Kartha (DIN: 00176616), who retires by rotation and being eligible offers himself for reappointment.	Ordinary
SPECIAL BUSINESS		
5.	Appointment of Nitin S. Sharma & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company and fix their remuneration..	Ordinary
6.	Ratification of Remuneration to Cost Auditor for FY 2025-26:	Ordinary
7.	Re-appointment of Mr. Shourya Sengupta (DIN: 09216561), as an Independent Director for a second tenure of five years	Special
8.	Material Related Party Transaction(s) with Firstview Trading Private Limited, a Promoter Company	Ordinary
9.	Revision of remuneration of Mr. Anil S. Karnad, Whole Time Director (Operations) (DIN 07551892) w.e.f. 1 st August, 2025.	Special

The Members who had registered themselves as Speakers were then requested to ask questions or seek clarifications on the Agenda items. Accordingly, the queries raised/ clarifications sought by the Members who spoke at the Meeting were addressed by Mr. Ranjit Lala, Managing Director of the Company.

The e-voting facility was kept open for the next 15 minutes to enable the Members who had not cast their votes through remote e-voting to cast their vote(s). Thereafter, the Meeting was declared closed.

All the above mentioned resolutions were approved by shareholders with requisite majority on the basis of Report submitted by Mr. A.K. Labh, Practicing Company Secretary who was appointed as the Scrutinizer at the 37th Annual General Meeting (copy of report attached herewith). The AGM commenced at 1100 hours and ended at 1155 hours.

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CONSOLIDATED SCRUTINIZER'S REPORT

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies
(Management and Administration) Rules, 2014]

**The Chairman
of the 37th Annual General Meeting of
Kilburn Engineering Ltd
Unit No. 1901, 19th Floor, Biowonder – Block A,
789, Anandapur, Eastern Metropolitan Bypass,
Kolkata – 700 107**

Dear Sir,

I, Atul Kumar Labh, Practising Company Secretary (FCS – 4848 / CP - 3238) and proprietor of M/s. A. K. Labh & Co., Company Secretaries, Kolkata was appointed as the scrutinizer in connection with the 37th Annual General Meeting (“AGM”) of the members of “*Kilburn Engineering Ltd*” (“Company”) held on Thursday, the 25th day of September, 2025 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021, 02/2022 dated 5th May, 2022, 09/2023 dated 25th September, 2023 and 09/2024 dated 19th September, 2024 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM in a fair and transparent manner and ascertaining the requisite majority for the said voting as per the provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, on the resolutions referred to in this report.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 7th day of August, 2025. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM is restricted to make a Scrutinizer's Report of the votes cast “in favour” or “against” the resolutions, based on the reports generated from the e-voting system of Central Depository





Services (India) Limited ("CDSL"), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.

I submit my report as under:

1. The remote e-voting period remained open from 09:00 A.M. IST on Monday, the 22nd day of September, 2025 up to 5:00 P.M. IST on Wednesday, the 24th day of September, 2025.
2. The shareholders holding shares as on the "cut off" date, i.e. Thursday, the 18th day of September, 2025 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice of the AGM dated the 7th day of August, 2025.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Thursday, the 25th day of September, 2025 around 12:25 P.M. (IST) after the completion of the AGM in the presence of two witnesses, namely, Mr. Rohit Kumar, residing at Basundhara Apartment, Flat No 6, 3rd Floor, 27, Ital Gacha Road, Kolkata – 700 079 and Ms. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700 060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVS N : 250902012] are as under:



<A> **ORDINARY BUSINESS:****a) Resolution 1 : Ordinary Resolution***To receive, consider and adopt**a) The Audited Standalone Financial Statement for the year ended 31st March, 2025 together with the Reports of Board of Directors and Auditors thereon.**b) The Audited Consolidated Financial Statement for the year ended 31st March, 2025 together with the Report of Auditors thereon.**(i) Voted in favour of the Resolution:*

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	211	3,12,00,943	
E-voting at AGM	1	50	
Total	212	3,12,00,993	99.9946

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0054

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000

**b) Resolution 2 : Ordinary Resolution**

To declare final dividend of Rs. 2/- per equity share for the Financial Year 2024 - 25.

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	213	3,12,01,430	
E-voting at AGM	1	50	
Total	214	3,12,01,480	99.9946

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	8	1,695	
E-voting at AGM	0	0	
Total	8	1,695	0.0054

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000



**c) Resolution 3 : Ordinary Resolution**

To appoint a Director in place of Mr. Navin Nayar (DIN 00136057), who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	211	3,12,00,943	
E-voting at AGM	1	50	
Total	212	3,12,00,993	99.9946

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0054

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	6,50,000



**d) Resolution 4 : Ordinary Resolution**

To appoint a Director in place of Kalathil Vijaysanker Kartha (DIN: 00176616), who retires by rotation and being eligible offers himself for reappointment.

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	211	3,12,00,943	
E-voting at AGM	1	50	
Total	212	3,12,00,993	99.9946

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0054

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000



 **SPECIAL BUSINESS :****e) Resolution 5 : Ordinary Resolution**

To appointment Nitin S. Sharma & Associates, Practicing Company Secretaries as Secretarial Auditor of the Company and fix their remuneration.

(i) Voted *in favour* of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	211	3,12,00,943	
E-voting at AGM	1	50	
Total	212	3,12,00,993	99.9946

(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0054

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000



**f) Resolution 6 : Ordinary Resolution***To ratification remuneration to Cost Auditor for FY 2025-26.**(i) Voted in favour of the Resolution:*

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	211	3,12,00,943	
E-voting at AGM	1	50	
Total	212	3,12,00,993	99.9946

(ii) Voted against the Resolution:

<i>Mode of voting</i>	<i>Number of Members voted</i>	<i>Number of votes cast by them</i>	<i>% of total number of valid votes cast</i>
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0054

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
2	6,50,000



**g) Resolution 7 : Special Resolution**

To re-appointment Mr. Shourya Sengupta (DIN: 09216561), as an Independent Director for a second tenure of five years

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	209	3,03,22,601	
E-voting at AGM	1	50	
Total	210	3,03,22,651	97.1796

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	11	8,80,038	
E-voting at AGM	0	0	
Total	11	8,80,038	2.8204

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000



**h) Resolution 8 : Ordinary Resolution****Material Related Party Transaction(s) with Firstview Trading Private Limited, a Promoter Company.****(i) Voted in favour of the Resolution:**

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	191	34,54,477	
E-voting at AGM	1	50	
Total	192	34,54,527	99.9509

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	9	1,696	
E-voting at AGM	0	0	
Total	9	1,696	0.0491

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	36,86,820



**i) Resolution 9 : Special Resolution**

Revision of remuneration of Mr. Anil S. Karnad, Whole Time Director (Operations) (DIN 07551892) w.e.f. 1st August, 2025.

(i) Voted in favour of the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	210	3,12,00,833	
E-voting at AGM	1	50	
Total	211	3,12,00,883	99.9942

(ii) Voted against the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	10	1,806	
E-voting at AGM	0	0	
Total	10	1,806	0.0058

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	6,50,000

7. The proposed resolutions have therefore been passed with requisite majority by the Shareholders of the Company.

A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

8. The electronic e-voting registers and other documents related thereto are returned herewith for your safe custody.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries



(CS A. K. LABH)

Proprietor

FCS – 4848 / CP No. – 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848G001345121

Place : Kolkata

Dated : 25.09.2025



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

Witness:

1.

Rohit Kumar

(Rohit Kumar)

Basundhara Apartment

Flat No 6, 3rd Floor,

27, Ital Gacha Road,

Kolkata - 700 079

2.

Anushree Dasgupta

(Anushree Dasgupta)

28/N, Dwijen Mukherjee Road, Behala,

Kolkata - 700 060



Received the Report of the Scrutinizer
For Kilburn Engineering Limited

Ranjit Lala
Managing Director
(DIN:07266678)

