

Ref : KEL/ BSE-CSE / 23 – 24/ SCR

30th May, 2023

To
The Corporate Relationship Department
BSE Limited
1st Floor, 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: Annual Secretarial Compliance Report for the year ended March 31, 2023
as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements)
Regulations, 2015.

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, we submit herewith the annual secretarial compliance report for the Financial Year ended 31st March, 2023.

The same is also being uploaded on the website of the Company at www.kilburnengg.com

For Kilburn Engineering Limited

Arvind Bajoria
Company Secretary
& DGM (costing)

M. no. ACS – 15390

Encl : a/a

SECRETARIAL COMPLIANCE REPORT OF
KILBURN ENGINEERING LTD
(For the year ended March 31, 2023)

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No CIR/CFD/CMD1/27/2019 dated February 8, 2019, BSE Circular no. 20230316-14 dated March 16, 2023 and BSE Circular no. 20230410-41 dated April 10, 2023

To,

The Board of Directors,
Kilburn Engineering Ltd.,
4, Mangoe Lane,
Kolkata, WB - 700001.

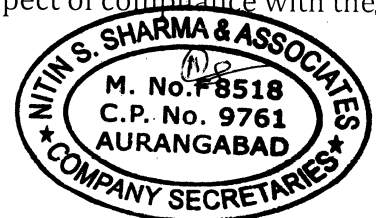
We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kilburn Engineering Ltd** (hereinafter referred as 'the listed entity'), having its Registered Office at 4, Mangoe Lane, Kolkata, West Bengal - 700001. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that in our opinion, the listed entity has, during the review period covering the financial year ended on March 31, 2023, complied with the statutory provisions listed hereunder and also that the listed entity has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I, **Nitin Sharma** have examined:

- (a) all the documents and records made available to us except few documents which are submitted with the Calcutta Stock Exchange (CSE) and explanation provided by **Kilburn Engineering Ltd** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchange,
- (c) website of the listed entity,
- (d) other documents/ filings, which were relevant and relied upon to issue this certificate,

For the year ended **March 31, 2023** ("Review Period") in respect of compliance with the provisions of:

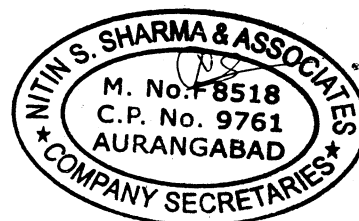


- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

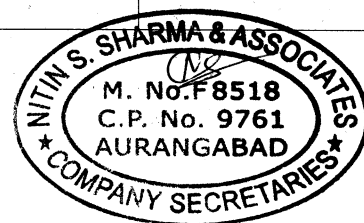
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018;
Not applicable to the Company under review period.
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***Not applicable to the Company under review period.***
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***Not applicable to the Company during the period under review.***
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder and based on the above examination, we hereby report that, during the Review Period compliance status of the listed entity is appended as below:



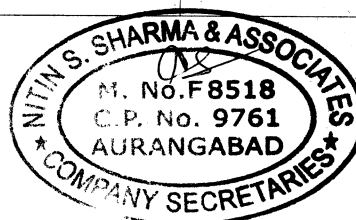
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standard The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	-
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none"> All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities All the policies are in conformity with SEBI Regulations and has been reviewed & timely updated as per the regulations/ circulars/ guidelines issued by SEBI 	Yes	-
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none"> The Listed entity is maintaining a functional website Timely dissemination of the documents/ information under a separate section on the website Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which redirects to the relevant document(s)/ section of the website 	Yes	-
4.	Disqualification of Director: None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity	Yes	-
5.	Details related to Subsidiaries of listed entities have been examined w.r.t. : (a) Identification of material subsidiary companies	N.A	The entity has no subsidiary company.



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	(b) Requirements with respect to disclosure of material as well as other subsidiaries		
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015	Yes	-
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees during the financial year as prescribed in SEBI Regulations	Yes	-
8.	Related Party Transactions: (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee, in case no prior approval has been obtained.	Yes	-
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015. within the time limits prescribed thereunder.	Yes	-
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	-

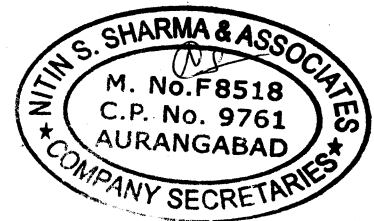


Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations /Remarks by PCS*
11.	Actions taken by SEBI or Stock Exchange(s), if any: No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	Yes	-
12.	Additional Non-compliances, if any: No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	<p>1. During the FY 2022-23, the Bombay Stock Exchange ('BSE') vide its email dated July 14, 2022 had imposed a fine of Rs. 5,000/day on the Company for delay submission of the Related Party Transactions Statement in pdf and xbrl format on consolidated basis for the year ended March 31, 2022. Total fine amount was Rs 65,000/- + 18% GST aggregating to Rs 76,700/-. The Company has filed the statement and paid the fine levied by the BSE.</p> <p>2. The Bombay Stock Exchange ('BSE') vide its email dated April 19, 2023 advised the Company to submit the Statement of Deviation(s) or</p>

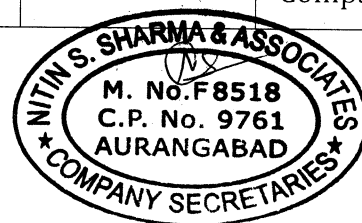


Sr. No.	Particulars	Compliance status (Yes/No/ NA)	Observations /Remarks by PCS*
			<p>Variation(s) in pdf and/or xbrl format for the quarter ended March 31, 2022 and December 31, 2022.</p> <p>The Company has filed the Statement of Deviation(s) or Variation(s) in pdf and/or xbrl format with the BSE. Further, there is no deviation or variation in the use of funds raised through Preferential Issue of Shares and Convertible Warrants from the objects stated in the Explanatory Statement to the Notice of Extra Ordinary General Meeting of the Company dated February 15, 2022.</p>

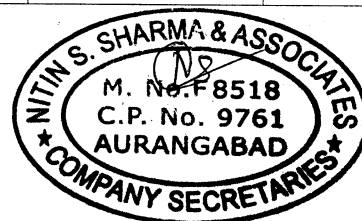
Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	<p>i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or</p> <p>ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or</p> <p>iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.</p>	Not Applicable	There was no event of resignation of Auditor during the FY 2022-23.
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the</p>	Not Applicable	<p>There was no event of resignation of Auditor.</p> <p>Further, during the year under review the Company does</p>



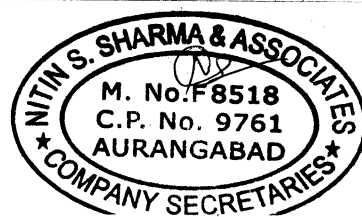
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	<p>audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information / explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p>		<p>not have any Material Subsidiary.</p>



Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS*
	The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.		
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18 th October, 2019.	Not Applicable	There was no event of resignation of Auditor. Further, during the year under review the Company does not have any Material Subsidiary.

- (a) The listed entity has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

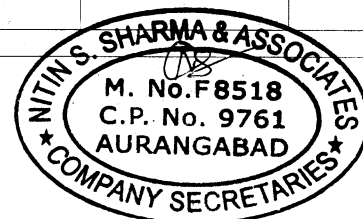
Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall make such disclosures every	Regulation 23(9) of SEBI (LODR) Regulation, 2015	Not submitted within the timeline	BSE	Fine	Delayed in submission of the Related Party Transactions	76,700	The Company has submitted the Related Party Transactions Statement in pdf	Inadvertently delay in filing the Statement	Acknowledged



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
	six months within fifteen days from the date of publication of its standalone financial results					Statement in pdf and xbrl format on consolidated basis for the year ended March 31, 2022		and xbrl format for the year ended March 31, 2022 with the Stock Exchanges on September 30, 2022 and accordingly the Company has paid the fine levied by the BSE.		
2.	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall submit Statement of Deviation(s) or Variation(s) on a quarterly basis for preferential issue till the issue proceeds have been fully utilised or the purpose for which proceeds were raised has been achieved	Regulation 32(1) of SEBI (LODR) Regulation, 2015	Not submitted within the timeline	BSE	Advisory	Delayed in submission of the Statement of Deviation or Variation in pdf and/or xbrl format for the quarter ended March 31, 2022 and December 31, 2022.		The Company has submitted the Statement of Deviation or Variation in xbrl and pdf format for the quarter ended March 31, 2022 and December 31, 2022 with the Stock Exchanges on April 27, 2023 and May 29, 2023 respectively. Further, there is no deviation or variation in the use of funds raised through Preferential Issue of Shares and Convertible Warrants from the objects stated in the Explanatory Statement to the Notice of Extra Ordinary General Meeting of the Company dated February 15, 2022.	Inadvertently delay in filing the Statement	Acknowledged

(b) The listed entity has taken the following actions to comply with the observations made in previous reports.

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										



Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

For Nitin S. Sharma & Associates



Nitin Sharma

Practising Company Secretary

CP 8518 | FCS 9761

PR: 2212/2016

UDIN: F008518E000412427

Place: Mumbai

Date: 29th May, 2023