



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 Extraordinary General Meeting of
Kilburn Engineering Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001**

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 Extra-ordinary General Meeting (“EGM”) of the members of **“Kilburn Engineering Limited”** (“Company”) held on Tuesday, the 15th day of February, 2022 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA General Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 22/2020 dated 15th June, 2020, 33/2020 dated 28th September, 2020, 39/2020 dated 31st December, 2020, 10/2021 dated 23rd June, 2021 and 20/2021 dated 8th December, 2021 (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 EGM 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 EGM on the resolutions contained in the Notice of the EGM dated the 20th day of January, 2022. My responsibility as a scrutinizer for remote e-voting and e-voting at the EGM 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 EGM.



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

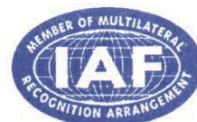
Mobile : 98300-55689

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

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Friday, the 11th day of February, 2022 up to 5.00 P.M. IST on Monday, the 14th day of February, 2022.
2. The shareholders holding shares as on the "cut off" date, i.e. the 8th day of February, 2022 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the EGM dated the 20th day of January, 2022.
3. The Company had also provided e-voting facility at the EGM to enable the shareholders attending the EGM 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 Tuesday, the 15th day of February, 2022 around 12:25 P.M. IST after the completion of the EGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, 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 EGM [EVSN : 220124010] are as under:



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SPECIAL BUSINESS:

a) Resolution 1 : Special Resolution

Approval for the appointment of Mr. Anil Somshekar Karnad (DIN: 07551892) as a Director of the Company and the terms and conditions of his appointment as Whole Time Director (Operations)

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

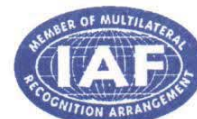
| <i>Mode of voting</i> | <i>Number of Members voted</i> | <i>Number of votes cast by them</i> | <i>% of total number of valid votes cast</i> |
|-----------------------|--------------------------------|-------------------------------------|--|
| Remote e-voting | 20 | 16169303 | |
| E-voting at EGM | 6 | 364 | |
| Total | 26 | 16169667 | 99.99997% |

(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 | 3 | 5 | |
| E-voting at EGM | 0 | 0 | |
| Total | 3 | 5 | 0.00003% |

(iii) *Invalid Votes:*

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



**b) Resolution 2 : Ordinary Resolution*****Alteration of Capital Clause in the Memorandum of Association*****(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 | 19 | 16169283 | |
| E-voting at EGM | 6 | 364 | |
| Total | 25 | 16169647 | 99.99997% |

(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 | 3 | 5 | |
| E-voting at EGM | 0 | 0 | |
| Total | 3 | 5 | 0.00003% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|
| 0 | 0 |

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c) Resolution 3 : Special Resolution

Issue of Equity Shares on Preferential Allotment Basis

(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 | 18 | 16169278 | |
| E-voting at EGM | 6 | 364 | |
| Total | 24 | 16169642 | 99.99997% |

(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 | 3 | 5 | |
| E-voting at EGM | 0 | 0 | |
| Total | 3 | 5 | 0.00003% |

(iii) *Invalid* Votes:

| <i>Total number of members whose votes were declared invalid</i> | <i>Total number of votes cast by them</i> |
|--|---|
| 0 | 0 |



**d) Resolution 4 : Special Resolution****Issue of Convertible Warrants on Preferential Allotment Basis****(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 | 18 | 16169278 | |
| E-voting at EGM | 6 | 364 | |
| Total | 24 | 16169642 | 99.99997% |

(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 | 3 | 5 | |
| E-voting at EGM | 0 | 0 | |
| Total | 3 | 5 | 0.00003% |

(iii) Invalid Votes:

| Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|
| 0 | 0 |

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7. The resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers shall remain in my safe custody until the Chairman of the meeting considers, approves and signs the minutes in this regard and thereafter it will be handed over to the Company Secretary as authorised by the Board of Directors for safe keeping.

Thanking You,

Yours truly

For A. K. LABH & Co.

Company Secretaries

(CS A. K. LABH)

Practising Company Secretary

FCS : 4848 / CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848C002589562



Place: Kolkata

Dated: 15.02.2022



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Witness:

1. 

(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102

2. 

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060



Received the Report of the Scrutinizer
For Kilburn Engineering Limited

ARVIND BAJORIA
Digitally signed by
ARVIND BAJORIA
Date: 2022.02.15
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(Arvind Bajoria)
Company Secretary
ACS 15390

