

Ref : KEL/ BSE-CSE / 22 – 23 /EGM

March 20, 2023

To,  
The Corporate Relationship Department  
BSE Limited  
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: Extra-Ordinary General Meeting (EGM) of the Company held on 20<sup>th</sup> March, 2023**

Dear Sir / Madam,

In accordance with Regulation 30 of SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015, we write to inform the proceedings of EGM of the Company ( no. 01 / 2022 – 23 ) held on 20<sup>th</sup> March, 2023 at 11:00 AM through Video Conferencing ( VC ) / Other Audio Visual Means ( OAVM ).

Following Resolutions were approved by the members ( through remote e-voting on the CDSL platform, which continued from 10:00 A.M. on March 17, 2023 up to 5:00 P.M. on March 19, 2023 ). E-voting was kept open for shareholders who had not already cast their votes to exercise their voting rights at the EGM.

Item no.	Particulars of Agenda	Ordinary / Special resolution
1	Alteration of Capital Clause in the Memorandum of Association	ORDINARY
2	Issue of Equity Shares on Preferential Allotment Basis	SPECIAL
3	Issue of Convertible Warrants on Preferential Allotment Basis	SPECIAL



## **KILBURN ENGINEERING LTD.**

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

☎ : +91 2522 283000 📠 : +91 2522 281026 🌐 : [www.kilburnengg.com](http://www.kilburnengg.com)

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All the abovementioned 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 Extra-Ordinary General Meeting ( copy of report attached herewith ).

Yours Truly

**For KILBURN ENGINEERING LTD.**

**Arvind Bajoria**

Company Secretary

& Sr. Manager ( Costing )

*Encl : Scrutinizer's Report submitted by Mr. A.K. Labh, Practicing Company Secretary*



## **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 Extra-Ordinary 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 Monday, the 20<sup>th</sup> day of March, 2023 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, 20/2021 dated 8th December, 2021, 03/2022 dated 5th May, 2022 and 11/2022 dated 28th December, 2022 (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 23rd day of February, 2023. 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](http://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 17<sup>th</sup> day of March, 2023 up to 5.00 P.M. IST on Sunday, the 19<sup>th</sup> day of March, 2023.
2. The shareholders holding shares as on the “cut off” date, i.e. the 13<sup>th</sup> day of March, 2023 were entitled to vote on the proposed 3 (Three) resolutions as mentioned in the Notice of the EGM dated the 23<sup>rd</sup> day of February, 2023.
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 Monday, the 20<sup>th</sup> day of March, 2023 around 11:45 A.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: 230224002] are as under:



**SPECIAL BUSINESS:****a) Resolution 1 : Ordinary Resolution*****Alteration of capital clause in the Memorandum of Association******(i) Voted in favour of the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	92	19536859	
E-voting at EGM	11	953	
<b>Total</b>	<b>103</b>	<b>19537812</b>	<b>99.99996%</b>

***(ii) Voted against the Resolution:***

<b><i>Mode of voting</i></b>	<b><i>Number of Members voted</i></b>	<b><i>Number of votes cast by them</i></b>	<b><i>% of total number of valid votes cast</i></b>
Remote e-voting	4	8	
E-voting at EGM	0	0	
<b>Total</b>	<b>4</b>	<b>8</b>	<b>0.00004%</b>

***(iii) Invalid Votes:***

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





**b) Resolution 2 : 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	92	19536859	
E-voting at EGM	11	953	
<b>Total</b>	<b>103</b>	<b>19537812</b>	<b>99.99996%</b>

***(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	4	8	
E-voting at EGM	0	0	
<b>Total</b>	<b>4</b>	<b>8</b>	<b>0.00004%</b>

***(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



**c) Resolution 3 : Special Resolution****Issue of Convertible Warrants 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	92	19536859	
E-voting at EGM	11	953	
<b>Total</b>	<b>103</b>	<b>19537812</b>	<b>99.99996%</b>

**(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	4	8	
E-voting at EGM	0	0	
<b>Total</b>	<b>4</b>	<b>8</b>	<b>0.00004%</b>

**(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



# A. K. LABH

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



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7. The resolutions proposed hereinabove have been passed with requisite majority by the shareholders of the Company.
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 : F004848D003294299

Place : Kolkata

Dated : 20-03-2023





# A. K. LABH

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



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Website : www.aklabh.com

*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)  
Company Secretary  
ACS 15390

