

Date: 03rd October, 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.

Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”)

Pursuant to Regulation 30 read with Schedule III Part A, Para A, Point 1 of SEBI Listing Regulations, this is to inform you that Board of directors of Kilburn Engineering Limited (**‘the Company’**) has at its meeting held on 3rd October, 2023 accorded approval to:

- (i) Issue and Allot upto 28,50,000 equity Shares and 39,50,000 convertible warrants of face value of Rs. 10/- each at a premium of Rs. 155/- to the following allottees in ‘non-promoter’ category, by way of preferential allotment for cash consideration, subject to the approval of members of the Company :

S. no.	Proposed Allottees	No. of equity shares to be issued	No. of warrants to be issued	Total no. of securities to be issued
1.	Amodini Sales Private Limited	12,00,000	24,00,000	36,00,000
2.	Navaratan Property Holdings Private Limited	3,00,000	3,00,000	6,00,000
3.	Everdeliver Logistics Private Limited	6,00,000	6,00,000	12,00,000
4.	Alexcy Marketing Private Limited	2,50,000	2,50,000	5,00,000
5.	Rosy Pink Enterprises Private Limited	2,00,000	4,00,000	6,00,000
6	Bakliwal Fincom Private Limited	3,00,000	-	3,00,000
	Total	28,50,000	39,50,000	68,00,000

- (ii) Issue and Allot upto 14,00,000 equity Shares of face value of Rs. 10/- each at a premium of Rs. 155/- to the following allottee in 'non-promoter' category, by way of preferential allotment for Non-cash consideration subject to the approval of members of the Company :

Sr. no.	Proposed Allottee	No. of equity shares to be issued
1.	K. Vijaysankar Kartha	14,00,000

- (iii) Acquire upto 15,84,320 shares (being 100% shareholding) of M/s. M E Energy Private Limited ("M E Energy"), for a consideration of approx. Rs.99 crores (+/- any agreed adjustments, subject to due diligence) which will be paid by way of (a) Cash consideration of approx. Rs.76 Crores to the existing shareholders of the company (b) Balance of approx. Rs. 23 Crores by way of allotment of Equity shares of Kilburn Engineering Limited to the existing shareholders of M/s. M E Energy Private Limited, subject to the approval of members of the Company ("Proposed Transaction").

For this purpose, Board has approved execution of a Binding Term Sheet to be executed by and between, *inter alios* M E Energy, Helix Investment Company and other shareholders of M E Energy. The Proposed Transaction shall be subject to completion of satisfactory due diligence, execution of definitive agreements and receipt of necessary approvals (as may be required).

- (iv) Approval of the notice for convening an Extra-Ordinary General Meeting (EGM) of the Company on 28th October, 2023 and matters relating thereto

The details required to be furnished in compliance with Regulation 30 read with Schedule III Part A, Para A, Point 1 of SEBI Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD1/P/CIR/2023/123 dated 13th July, 2023 is enclosed herewith as "Annexure-A".

The meeting of the Board of Directors concluded at 04:10 P.M.

Yours Faithfully,

For **KILBURN ENGINEERING LIMITED**

Arvind Bajoria

Company Secretary & DGM (Costing)

Mem. No. : ACS 15390

Encl: As above

“Annexure – A”

Details as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023

Sr. No.	Particulars	Details
a)	Name of the target entity, details in brief such as size, turnover etc.	<p>Name of the Target Company: M E Energy Private Limited.</p> <p>Revenue from Operations for Financial Year 2022-23: INR 44.70 Cr.</p> <p>M E Energy Private Limited is engaged in design, manufacturing and installation of Energy Saving Projects, Heating, Cooling, Incinerations Equipments & systems. The Company has the capability to design and manufacture - heat exchangers, radiators, re-boilers, condensers, evaporators, gas coolers, heater coils, pressure vessels, fired heaters, heat recovery boilers, Boiler parts, special heating equipment etc.</p>
b)	whether the acquisition would fall within related party transaction(s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at “arm’s length”;	No
c)	Industry to which the entity being acquired belongs	Engineering
d)	Objects and impact of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity ,if its business is outside the main line of business of the listed entity)	Acquiring M E Energy Private Limited will add to existing capabilities of the Company and there will be significant

		synergies in solutions offerings by Kilburn Engineering Limited. This acquisition will help Kilburn Engineering Limited achieve its next phase of growth with the help of enhanced manufacturing capabilities. M E Energy has won several accolades and is one of its kind company in the field of waste heat recovery and waste heat re-utilization system which finds application for thermal energy saving and /or thermal energy cost reduction in almost all industrial processes.
e)	Brief details of any governmental or regulatory approvals required for the acquisition	Not Applicable
f)	Indicative period for completion of the acquisition	The Completion of acquisition proposal depends on the (i) completion of due diligence; (ii) execution of definitive agreements; (iii) proposed preferential allotment of securities by the company, all of which is likely to be completed within three months.
g)	Consideration - whether cash consideration or share swap or any other form and details of the same	Cash and Non Cash Consideration
h)	Cost of acquisition and/or the price at which the shares are acquired	<p>a)Cash consideration of up to Rs.76 Crores (subject to adjustments, if any, on account of due diligence) to the existing shareholders of the company</p> <p>(b)Balance of up to Rs.23 Crores (subject to adjustments, if any, on account of due diligence) by way of allotment of Equity shares of Kilburn Engineering Limited to the existing shareholders subject to the approval of members of the Company</p>



KILBURN ENGINEERING LTD.

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i)	Percentage of shareholding / control acquired and / or number of shares acquired	Up to 100% shareholding of ME Energy								
j)	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>M E Energy is an Engineering Company. It is manufacturing cost -effective solutions for Energy saving and /or heating and Cooling systems including the instrumentation and control Packages.</p> <p>M E Energy was incorporated on 30th March,1998, under the provisions of Companies Act,1956,having its registered office in Pune.</p> <p>M E Energy's last three years revenue from operations are as follows:</p> <table><tr><td>Financial Year</td><td>(INR in Crores)</td></tr><tr><td>2022-23</td><td>44.70</td></tr><tr><td>2021-22</td><td>42.56</td></tr><tr><td>2020-21</td><td>13.25</td></tr></table>	Financial Year	(INR in Crores)	2022-23	44.70	2021-22	42.56	2020-21	13.25
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2022-23	44.70									
2021-22	42.56									
2020-21	13.25									

Yours Faithfully,

For **KILBURN ENGINEERING LIMITED**

Arvind Bajoria

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