



KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311, MAHARASHTRA, INDIA
Tel : +91 2522 283000 Fax : +91 2522 281026 / 280166 Website : www.kilburnengg.com

30th May, 2019

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: Secretarial Compliance Report for year ended 31-03-2019

Dear Sir / Madam,

In compliance with the Circular No. *CIRICFD/CMD1127/2019* issued by the Securities and Exchange Board of India dated 8th February, 2019, we are enclosing herewith the Annual Secretarial Compliance report issued to the Company by *M/s Dhruvil M. Shah & Co.*, Practicing Company Secretary, for the Financial Year ended 31st March, 2019.

You are requested to take above on record.

Thanking you,

Yours faithfully,
For **Kilburn Engineering Limited**

Arvind Bajoria
Company Secretary &
Sr. Manager (Costing)

Encl: a/a

AN ISO-9001 : 2000 CERTIFIED COMPANY

REGD. OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001, INDIA

E-MAIL : kilbncal@cal2.vsnl.net.in

CIN : L24232WB1987PLC042956



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**SECRETARIAL COMPLIANCE REPORT
OF**

KILBURN ENGINEERING LTD

(For the year ended 31st March, 2019)

Ref No: 485/2019-20

To,

Kilburn Engineering Ltd

4, Mangoe Lane,

Kolkata, WB 700001

I, **Dhrumil M Shah** have examined:

- (a) all the documents and records made available to us and explanation provided by **Kilburn Engineering Ltd** ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other documents/ filings, which has been relevant and relied upon to issue this certificate,

for the year ended 31st March, 2019 ("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: **Not applicable to the company during the review period.**
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018: **Not applicable to the company during the review period.**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014: **Not applicable to the company during the review period.**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008: **Not Applicable to the Company under review period**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013: **Not applicable to the company during the review period.**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

and based on the above examination, I hereby report that, during the review period:

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

Sr. No.	Compliance Requirement (Regulations / circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
<i>Not applicable</i>			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.



- (c) The following are the details of actions taken against the listed entity/ its promoters/directors/~~material subsidiary~~¹ either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken <i>E.g. fines, warning letter, debarment, etc.</i>	Observations/ remarks of the Practising Company Secretary, if any.
<i>Not applicable</i>				

- (d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended...	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity.
<i>Not applicable</i>				

Place: Mumbai
Date: 30th May, 2019



For Dhrumil M Shah & Co.

Dhrumil M Shah
Practising Company Secretary
FCS No. 8021 & C.P. No. 8978

¹ The Company does not have any subsidiary.