



KILBURN ENGINEERING LTD.

PLOT NO.6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST.THANE - 421 311,
MAHARASHTRA, INDIA

Tel:91-2522-663800 / 662200 Fax:91-2522-281026 1280166 Website:www.kilburnengg.com

Ref : KEL/ BSE-CSE / 20 – 21/ SCR

31st July, 2020

To
The Corporate Relationship Department
BSE Limited
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: Submission of Secretarial Compliance Report
for the year ended 31st March, 2020.**

Dear Sir / Madam,

Pursuant to Circular No. *CIRICFD/CMD1127/2019* issued by the Securities and Exchange Board of India (SEBI) on 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, 2020.

Trust you will find it in order and take it on record.

Yours faithfully,
For **Kilburn Engineering Limited**

Arvind Bajoria
Company Secretary
& Sr. Manger (Costing)

Encl: a/a



**SECRETARIAL COMPLIANCE REPORT OF
KILBURN ENGINEERING LTD**

(For the year ended 31st March, 2020)

Ref No: 348/2020-21

To,
The Board of Directors,
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 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 exchanges,
- (c) website of the listed entity,
- (d) other documents/ filings, which has been relevant and relied upon to issue this certificate,
- (e) Representation Letter Issued by the Management,

for the year ended 31st March, 2020 (“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”);

410, A Wing, Neelkanth Business Park, Vidhyavihar (West), Mumbai - 400086
022-2515 7898 / 99 / 96 • dhrumil@dmsah.in • www.dmsah.in

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 and , I hereby report that, during the review period:

- (a) The listed entity has *generally* 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
1	Regulation 23 (9) of SEBI (LODR) Regulation, 2015	Not submitted within the timeline	The Company has submitted the Related Party Transactions Statement for the year ended 31 st March, 2019 with the Stock Exchanges on 04 th December, 2019.
2.	Regulation 34 (1) of the SEBI (LODR) Regulation, 2015	Not submitted within the timeline	The Company has submitted the annual report for the financial year 2018-19 with the delay of 11 days. However, the BSE vide its email dated 07 th January, 2020 has waived off the penalty for the aforesaid delay.

- (b) The listed entity has maintained records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records. However, the listed entity has not able to provide the relevant documents submitted with Calcutta Stock Exchange for my examination, therefore, I am unable to comment on the said records.
- (c) The following are the details of actions taken against the listed entity by the Stock Exchange (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 Stock Exchange	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1.	Notice of BSE dated 15 th October, 2019 for the late Submission of Annual Report for the year ended March, 2019	Late submission of Annual Report for the year ended March, 2019	Imposed a fine of Rs. 80,240/- for non-submission of the Annual Report within the time period prescribed under regulation 34 (1) of SEBI (LODR) Regulation, 2015	The BSE vide its email dated 07 th January, 2020 has waived off the penalty for the said delay.

2.	Notice of BSE dated 31 st January, 2020 regarding levy of penalty amounting to Rs. 5,45,160/- for non-compliance with the provisions of SEBI (LODR) Regulations, 2015.	1. Late submission of CG Report for the quarter ended December, 2019 2. Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman director	Imposed a fine of Rs. 2,000/- for late submission of Corporate Governance Report for the quarter ended December, 2019 by one day.	The listed entity has submitted the revised Corporate Governance Report for the quarter ended December, 2019 with the Stock Exchange.
----	---	--	---	---

(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 2019	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>				

I, further, report the M/s. SRBC & Co. LLP, statutory auditor of the Company has been resigned from the 29th June, 2019 and M/s. V. Singhi and Associates (FRN: 311017E) has been appointed as a statutory auditor in case of casual vacancy w.e.f. 15th July, 2019, therefore the circular no. CIR/CFD/CMD1/114/2019 issued by the SEBI on dated October 18, 2019 was not applicable to the Company as there was no instances of appointment/ re-appointment/ resignation of statutory auditor of the Company after October 18, 2019. Further, M/s. V. Singhi and Associates has been appointed as a statutory auditor of the Company in the Annual General Meeting of the Company held on 13th August, 2019 for a period of 5 year and the company has suitably modified the terms of appointment of the existing statutory auditor to give effect to 6(A) and 6(B) of SEBI Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019. In this regard, I report that the company has complied with Circular no. CIR/CFD/CMD1/27/2019 dated February 08, 2019.



For Dhrumil M Shah & Co.
UDIN: F008021B000542423

Place: Mumbai
Date: 31st July, 2020

Dhrumil M Shah
Practising Company Secretary
FCS No. 8021 & C.P. No. 8978
PR No 400/2016