



# KILBURN ENGINEERING LTD.

Regd. Office : Four Mangoe Lane, 3rd Floor, Surendra Mohan Ghosh Sarani, Kolkata - 700 001, India

Phone : ( 91 ) 33 2231 3337 / 3450, 4003 5154 / 55, Fax : (91) 33 2231 4768

E-mail : kilbncal@cal2.vsnl.net.in Web : www.kilburnengg.com

Ref : KEL/ BSE-CSE / 18 – 19/ AGM-2

September 28, 2018

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 Association Ltd.,  
7 , Lyons Range,  
Kolkata – 700 001  
Scrip Code: CSE 21022

Dear Sir / Madam

**Sub: Voting results at 30<sup>th</sup> Annual General Meeting ( AGM )  
of the Company held on 28<sup>th</sup> Sept., 2018**

We are submitting the results of voting at 30<sup>th</sup> AGM under Regulation 44(3) of the SEBI ( Listing Obligations and Disclosure Requirements ) Regulations, 2015. We write to advise that all the following resolutions bearing item no. 1 to 8 placed at the 30<sup>th</sup> Annual General Meeting (AGM) of the Company held on Friday, 28<sup>th</sup> September, 2018 were passed with requisite majority.

Item no.	Resolution	Ordinary / Special
1	To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31 <sup>st</sup> March, 2018 and Report of Directors and Auditors thereon.	ORDINARY
2	To declare dividend for the financial year 2017 – 18.	ORDINARY
3	To appoint a Director in place of Mr. Amritanshu Khaitan ( holding DIN : 00213413), who retires by rotation and being eligible, offers himself for reappointment.	ORDINARY
4	Appointment of Mr. Subir Chaki as director of the Company	ORDINARY
5	Appointment of Mr. Subir Chaki as Whole Time Director	ORDINARY
6	Appointment of Mr. Subir Chaki as Managing Director	SPECIAL
7	Ratification of remuneration of Cost Auditor.	ORDINARY
8	Approval of continuing appointment of Mr. Gobind P. Saraf as director, post completion of 75 years of age.	SPECIAL

AN ISO-9001:2000 CERTIFIED COMPANY

Factory & Head Office : Plot No. 6, MIDC Industrial Area, Saravali,  
Kalyan Bhiwandi Road, Thane - 421 311, Maharashtra, India, Ph. : 91 2522 204086, Fax : 91 2522 280026



A Williamson Magor Group Enterprise



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We send herewith the Report dated 28<sup>th</sup> September, 2018 furnished by Mr. A.K. Labh, practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process at the 30<sup>th</sup> AGM of the Company for your information and record.

We trust that you will find the aforesaid report in order.

Yours Truly  
For KILBURN ENGINEERING LTD.

Arvind Bajoria  
Company Secretary

Encl : as above

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## **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 30<sup>th</sup> Annual General Meeting of  
Kilburn Engineering Ltd.  
Four Mangoe Lane, Surendra Mohan Ghosh Sarani  
Kolkata-700001**

*Dear Sir,*

I, Atul Kumar Labh, Practicing 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 30<sup>th</sup> Annual General Meeting of the members of “**Kilburn Engineering Ltd.**” (“Company”) held on Friday, 28<sup>th</sup> September, 2018 at ICC Auditorium 10<sup>th</sup> Floor, ICC Towers, Indian Chamber of Commerce (ICC), 4, India Exchange Place, Kolkata- 700001 at 11.00 A.M. for the purpose of scrutinizing the remote e-voting and voting through physical ballot process in a fair and transparent manner and ascertaining the requisite majority for the said votings 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 and Rules relating to remote e-voting and voting through physical ballot process on the resolutions contained in the Notice of the Annual General Meeting dated 13<sup>th</sup> August, 2018. My responsibility as a scrutinizer for the remote voting process through electronic means and voting through physical ballots 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) and of voting through physical ballots as provided by M/s. Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide remote e-voting / physical ballot facilities.



# A. K. LABH

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



# A. K. LABH & Co.

**Company Secretaries**

40, Weston Street, 3rd Floor, Kolkata - 700 013

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I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Tuesday, the 25<sup>th</sup> September, 2018 up to 5.00 P.M. IST on Thursday, the 27<sup>th</sup> September, 2018.
2. The Shareholders holding shares as on the "cut off" date, i.e. 21<sup>st</sup> September, 2018 were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the notice dated 13<sup>th</sup> August, 2018 of the Annual General Meeting of the Company.
3. The Company has also distributed the physical ballot forms at the venue of the Annual General Meeting to enable the shareholders to cast the votes physically in case the same has not been casted by them through remote e-voting.
4. The locked ballot boxes were subsequently opened in my presence and poll/ballot papers were diligently scrutinized. The poll/ballot papers were reconciled with the records maintained by the Registrar and Share Transfer Agents of the Company and the authorizations/ proxies lodged with the Company.
5. The votes were unblocked on Friday, the 28<sup>th</sup> September, 2018 around 11:50 AM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata – 700050 and Ms. Priti Priya Singh residing at 8/A, Kailash Saha Lane, Kolkata – 700007, West Bengal who are not in employment of the Company.
6. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
7. The combined result of the remote e-voting [EVSN : 180827089] and votes casted through physical ballot papers distributed at the AGM venue are as under:





**<A> ORDINARY BUSINESS:****a) Resolution 1*****Adoption of Audited Financial Statements for the financial year ended March 31, 2018 and Report of Board of Directors and Auditors thereon*****(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28



**b) Resolution 2****To declare dividend for the financial year ended 31<sup>st</sup> March, 2018.****(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28



**c) Resolution 3**

**To appoint a Director in place of Mr. Amritanshu Khaitan (DIN: 00213413), who retires by rotation and being eligible, offers himself for reappointment.**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28





**<B> SPECIAL BUSINESS:****d) Resolution 4: Ordinary Resolution*****Appointment of Mr. Subir Chaki as Director of the Company.******(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	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</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>
2	28





**e. Resolution 5: Ordinary Resolution*****Appointment of Mr. Subir Chaki as Whole Time Director of the Company.******(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	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</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	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</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>
2	28



**f) Resolution 6 : Special Resolution****Appointment of Mr. Subir Chaki as Managing Director of the Company.****(i) Voted in favour of the Resolution:**

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28





**g) Resolution 7 : Ordinary Resolution*****Ratification of remuneration of Cost Auditor.******(i) Voted in favour of the Resolution:***

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

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

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28



**h) Resolution 8 : Special Resolution**

**Approval of continuing appointment of Mr. Gobind P. Saraf as director, post completion of 75 years of age.**

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	26	8270511	
Voting by ballot	6	68	
<b>Total</b>	<b>32</b>	<b>8270579</b>	<b>100.00</b>

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

<b>Mode of voting</b>	<b>Number of Members voted</b>	<b>Number of votes cast by them</b>	<b>% of total number of valid votes cast</b>
Remote e-voting	0	0	
Voting by ballot	0	0	
<b>Total</b>	<b>0</b>	<b>0</b>	<b>0.00</b>

**(iii) Invalid Votes:**

<b>Total number of members whose votes were declared invalid</b>	<b>Total number of votes cast by them</b>
2	28





# A. K. LABH

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



# A. K. LABH & Co.

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8. All the resolutions proposed hereinabove have been passed with requisite majority.
9. The physical ballot forms, remote e-voting register and other related papers / registers and records 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 Managing Director 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)  
**Practicing Company Secretary**  
FCS – 4848 / CP No. - 3238



**Place: Kolkata**  
**Dated: 28.09.2018**

## A. K. LABH

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



## A. K. LABH & Co.

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*Witness :*

1. *Amrita Sampat*

(Amrita Sampat)

59, Kalicharan Ghosh Road

Kolkata - 700 050

2. *Priya Priya Singh*

(Priti Priya Singh)

8/A, Kailash Saha Lane

Kolkata - 700007



Received the Report of the Scrutinizer  
For Kilburn Engineering Ltd.

(Arvind Bajoria)

Company Secretary