



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

Ref : KEL/ BSE-CSE / 19 – 20/ AGM-2

14th August, 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

Dear Sir / Madam

Sub: Voting results at 31st Annual General Meeting (AGM)
of the Company held on 13th August, 2019

We are submitting the results of voting at 31st AGM under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. We write to advise that all the Resolutions bearing item no. 1 to 9 placed at the 31st Annual General Meeting (AGM) of the Company held on Tuesday, 13th August, 2019 were passed with requisite majority.

We send herewith the Report dated 14th August, 2019 furnished by Mr. A.K. Labh, practicing Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process at the 31st 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 & Sr. Manager (Costing)

Encl : as above

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



A Williamson Major Group Enterprise

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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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 31st Annual General Meeting of
Kilburn Engineering Limited
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 31st Annual General Meeting of the members of “**Kilburn Engineering Limited**” (“Company”) held on Tuesday, 13th August, 2019 at “Williamson Magor Hall”, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhas Road, 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 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 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 15th July, 2019. My responsibility as a scrutinizer for remote e-voting 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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 10th August, 2019 up to 5.00 P.M. IST on Monday, the 12th August, 2019.
2. The Shareholders holding shares as on the "cut off" date, i.e. 6th August, 2019 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice dated 15th July, 2019 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 cast by them through remote e-voting.
4. The locked ballot box was 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 Tuesday, the 13th August, 2019 around 12:45 P.M. after the completion of the Annual General Meeting in the presence of two witnesses, namely, Ms. Rachana Agarwal, residing at 162/2, Benaras Road, Salkia, Howrah - 711106 and Mr. Sanjay Sharma residing at 414, Belilious Road, South Howrah - 711101, 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 : 190719007] and votes casted through physical ballot papers distributed at the AGM venue are as under:



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Audited Financial Statement for the Financial Year ended 31st March, 2019 and Report of Directors and Auditors thereon

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4758474	
Voting by ballot	27	3231885	
Total	45	7990359	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

b) Resolution 2

To declare dividend for the financial year ended 31st March, 2019

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4758474	
Voting by ballot	27	3231885	
Total	45	7990359	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

c) Resolution 3

To appoint a Director in place of Mrs. Priya Saran Chaudhri (holding DIN 00704863), who retires by rotation and being eligible offers herself for reappointment

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4758469	
Voting by ballot	27	3231885	
Total	44	7990354	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

d) Resolution 4

To approve the appointment of M/s. V. Singhi & Associates, Chartered Accountants (FRN : 311017E) as Statutory Auditors for the period from 15th July, 2019 till this AGM due to casual vacancy caused by resignation by M/s. S R B C & Co., Chartered Accountants (FRN : 324982E), previous auditors, and also to hold office as Statutory Auditors for Five years from the conclusion of this Annual General Meeting till the conclusion of Annual General Meeting for the year ended March 31, 2024, and authorize the Board to fix their remuneration

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4758474	
Voting by ballot	27	3231885	
Total	45	7990359	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

 SPECIAL BUSINESS:

e) Resolution 5 : Ordinary Resolution

Appointment of Mr. Amitav Roy Choudhury as director of the Company

(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	17	4758469	
Voting by ballot	27	3231885	
Total	44	7990354	100.000%

(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	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

f) Resolution 6 : Ordinary Resolution

Appointment of Mr. Amitav Roy Choudhury as an Independent director of the Company, for a tenure of five years

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4758469	
Voting by ballot	27	3231885	
Total	44	7990354	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

© (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

g) Resolution 7 : Special Resolution

**Appointment of Mr. Gobind P. Saraf as an Independent director of the Company,
for a tenure of five years**

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	18	4758474	
Voting by ballot	27	3231885	
Total	45	7990359	100.000%

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

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

h) Resolution 8 : Ordinary Resolution

Ratification of remuneration of Cost Auditor

(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	18	4758474	
Voting by ballot	27	3231885	
Total	45	7990359	100.000%

(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	0	0	
Voting by ballot	0	0	
Total	0	0	0.000%

(iii) *Invalid Votes*:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
6	65



**i) Resolution 9 : 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:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	17	4758370	
Voting by ballot	27	3231885	
Total	44	7990255	99.999%

(ii) Voted *against* the Resolution:

Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	104	
Voting by ballot	0	0	
Total	1	104	0.001%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
6	65



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

☎ (033) 2221-9381, Fax : (033) 2221-9381

Mobile : 98300-55689

e-mail : aklabh@aklabh.com / aklabhcs@gmail.com

Website : www.aklabh.com

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 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)

Practicing Company Secretary

FCS - 4848 / CP No. - 3238



Place: Kolkata

Dated: 14.08.2019



*Witness:*1. *Rachana Agarwal.*

(Rachana Agarwal)

162/2, Benaras Road, Salkia
Howrah 7111062. *Sanjay Sharma.*

(Sanjay Sharma)

414, Belilious Road
South Howrah 711101Received the Report of the Scrutinizer
For Kilburn Engineering Limited(Arvind Bajoria)
Company Secretary