



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 33rd Annual General Meeting of
Kilburn Engineering Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata – 700 001**

Dear Sir,

I, Atul Kumar Labh, Practising 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 33rd Annual General Meeting (“AGM”) of the members of “**Kilburn Engineering Limited**” (“Company”) held on Wednesday, the 29th day of September, 2021 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular No. 02/2021 dated 13th January, 2021 read with earlier MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020 and 20/2020 dated 5th May, 2020 (collectively referred as “MCA Circulars”) for the purpose of scrutinizing the electronic voting (“e-voting”) process through remote e-voting and e-voting at the AGM 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, MCA Circulars and the Rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the Notice of the AGM dated the 12th day of August, 2021. My responsibility as a scrutinizer for remote e-voting and e-voting at the AGM 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”), the agency engaged by the Company to provide the facilities for both remote e-voting and e-voting at the AGM.



A. K. LABH

FCS, ACMA (ICAI), MBA, M.Com., ACSI (Lond)
DIM, DHRD, PGHDSM, DIRPM
Practising 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 Saturday, the 25th day of September, 2021 up to 5:00 P.M. IST on Tuesday, the 28th day of September, 2021.
2. The shareholders holding shares as on the “cut off” date, i.e. the 22nd day of September, 2021 were entitled to vote on the proposed 12 (Twelve) resolutions as mentioned in the Notice of the AGM dated the 12th day of August, 2021.
3. The Company had also provided e-voting facility at the AGM to enable the shareholders attending the AGM through VC / OAVM to cast the votes in case the same had not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 29th day of September, 2021 around 11:50 A.M. IST after the completion of the AGM in the presence of two witnesses, namely, Mr. Narayan Chandra Saha, residing at 108, Sarat Chatterjee Road, Howrah – 711102 and Mrs. Anushree Dasgupta, residing at 28/N, Dwijen Mukherjee Road, Behala, Kolkata – 700060, who are not in employment of the Company.
5. The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.
6. The combined result of the remote e-voting and e-voting at the AGM [EVSN : 210906017] are as under:



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<A> ORDINARY BUSINESS:

a) Resolution 1

To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2021 and Report of Directors and Auditors' Report thereon

(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	70	16324997	
E-voting at AGM	0	0	
Total	70	16324997	99.73%

(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	10	43780	
E-voting at AGM	0	0	
Total	10	43780	0.27%

(iii) *Invalid Votes:*

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**b) Resolution 2**

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:

<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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

** SPECIAL BUSINESS:****c) Resolution 3 : Ordinary Resolution****Appointment of Mr. Navin Nayar (DIN: 00136057) as director of the Company****(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**d) Resolution 4 : Ordinary Resolution****Appointment of Mr. Manmohan Singh (DIN: 00699314) 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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0

**e) Resolution 5 : Ordinary Resolution**

Appointment of Mr. Vasumitra Sharma (DIN: 09177255) as director of the Company

(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



**f) Resolution 6 : Ordinary Resolution****Appointment of Mr. Shourya Sengupta (DIN: 09216561) as director of the Company***(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**g) Resolution 7 : Ordinary Resolution**

Appointment of Mr. Manmohan Singh (DIN: 00699314), as an Independent director of the Company, for a tenure of five years

(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**h) Resolution 8 : Ordinary Resolution**

Appointment of Mr. Shourya Sengupta (DIN: 09216561), 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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**i) Resolution 9 : Special Resolution**

**Appointment of Mr. Subir Chaki (DIN: 05174555) as Whole Time Director w.e.f.
1st April, 2021 upto 30th June, 2021**

(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

<i>Total number of members whose votes were declared invalid</i>	<i>Total number of votes cast by them</i>
0	0



**j) Resolution 10 : Special Resolution****Appointment of Mr. Subir Chaki (DIN: 05174555) as Managing Director w.e.f. 1st July, 2021 upto 31st March, 2023***(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	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0

**k) Resolution 11 : Ordinary Resolution****Ratification of Remuneration of Cost Auditor for the financial year ending March 31, 2022****(i) Voted in favour of the Resolution:**

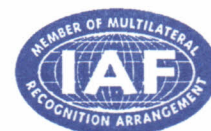
Mode of voting	Number of Members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	71	16325014	
E-voting at AGM	0	0	
Total	71	16325014	99.73%

(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	9	43763	
E-voting at AGM	0	0	
Total	9	43763	0.27%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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I) Resolution 12 : Special Resolution

Approval for continuation of Mr. Manmohan Singh (DIN: 00699314), as director, after 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	70	16324997	
E-voting at AGM	0	0	
Total	70	16324997	99.73%

(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	10	43780	
E-voting at AGM	0	0	
Total	10	43780	0.27%

(iii) **Invalid Votes:**

Total number of members whose votes were declared invalid	Total number of votes cast by them
0	0



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7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. The electronic data and e-voting registers 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)

Practising Company Secretary

FCS – 4848 / CP No. – 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848C001033755

Place: Kolkata

Dated: 29.09.2021



A. K. LABH

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DIM, DHRD, PGHDSM, DIRPM
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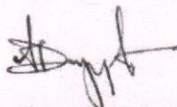
Website : www.aklabh.com

Witness:

1. 

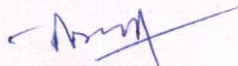
(Narayan Chandra Saha)
108, Sarat Chatterjee Road
Howrah - 711102



2. 

(Anushree Dasgupta)
28/N, Dwijen Mukherjee Road, Behala
Kolkata - 700060

Received the Report of the Scrutinizer
For Kilburn Engineering Limited



(Arvind Bajoria)
Company Secretary
ACS 15390

