

**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 34th 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 34th Annual General Meeting (“AGM”) of the members of **“Kilburn Engineering Limited”** (“Company”) held on Monday, the 19th day of September, 2022 at 11:00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) in terms of MCA Circular Nos. 14/2020 dated 8th April, 2020, 17/2020 dated 13th April, 2020, 20/2020 dated 5th May, 2020, 02/2021 dated 13th January, 2021, 19/2021 dated 8th December, 2021, 21/2021 dated 14th December, 2021 and 02/2022 dated 5th May, 2022 (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 5th day of August, 2022. 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

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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 Thursday, the 15th day of September, 2022 up to 5:00 P.M. IST on Sunday, the 18th day of September, 2022.
2. The shareholders holding shares as on the “cut off” date, i.e. the 12th day of September, 2022 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the AGM dated the 5th day of August, 2022.
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 Monday, the 19th day of September, 2022 around 12:30 P.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 : **220823032**] are as under:



**<A> ORDINARY BUSINESS:****a) Resolution 1**

To receive, consider and adopt the Audited Financial Statement for the year ended 31st March, 2022 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	108	17732679	
E-voting at AGM	0	0	
Total	108	17732679	99.99997%

(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	2	5	
E-voting at AGM	0	0	
Total	2	5	0.00003%

(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	107	17602679	
E-voting at AGM	0	0	
Total	107	17602679	99.99997%

(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	2	5	
E-voting at AGM	0	0	
Total	2	5	0.00003%

(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



**c) Resolution 3**

To appoint a Director in place of Mr. Aditya Khaitan (DIN: 00023788), 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	107	17582679	
E-voting at AGM	0	0	
Total	107	17582679	99.99997%

(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	2	5	
E-voting at AGM	0	0	
Total	2	5	0.00003%

(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:****d) Resolution 4 : Special Resolution**

Ratification of re-appointment of Mr. Manmohan Singh (DIN: 00699314) as an Independent Director for a second term of 5 years and continuation of directorship after attainment of 75 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	108	17732679	
E-voting at AGM	0	0	
Total	108	17732679	99.99997%

(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	2	5	
E-voting at AGM	0	0	
Total	2	5	0.00003%

(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****Ratification of Remuneration of Cost Auditor for the financial year ending March 31, 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	108	17732679	
E-voting at AGM	0	0	
Total	108	17732679	99.99997%

(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	2	5	
E-voting at AGM	0	0	
Total	2	5	0.00003%

(iii) Invalid Votes:

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



A. K. LABH

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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)

Practicing Company Secretary

FCS : 4848 / CP No. : 3238

UIN : S1999WB026800

PRCN : 1038/2020

UDIN : F004848D000996135

Place : Kolkata

Dated : 19-09-2022



A. K. LABH

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

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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 Digitally signed
by Arvind Bajoria
Date: 2022.09.19
14:56:29 +05'30'
Bajoria

(Arvind Bajoria)
Company Secretary
ACS 15390

