



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 / 16 – 17/ AGM-2

September 22, 2016

To
The Corporate Relationship Department
Bombay Stock Exchange Limited
Phiroze Jeejeebhoy 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: 28th Annual General Meeting of the Company held on 22nd September, 2016

We write to advise that all the Resolutions bearing Item Nos.1 to 5 were placed at the 28th Annual General Meeting [AGM] of the Company held on Thursday, 22nd September, 2016 at Kolkata, in terms of the Notice dated 9th August, 2016.

We send herewith a Report dated 22nd September 2016 furnished by Mr. A. K. Labh, practising Company Secretary, who was appointed as the Scrutinizer to scrutinize the voting process connected with the 28th AGM of the Members of the Company for your Information and record. In terms of the said Report, except Resolution bearing Item No.6, all the Resolutions proposed at the above AGM of the Company have been passed by the Members with the requisite majority.

We enclose the details of the voting results in respect of the aforesaid Resolutions in the prescribed format (vide SEBI-Circular no. CIR / CFD/CMD/S/2015 dated November 4, 2015), as required under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the Scrutinizer's Report is also attached 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

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

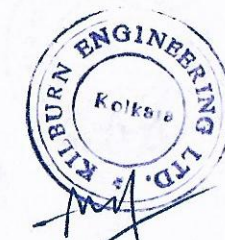
KILBURN ENGINEERING LTD - 28th AGM Attended and Voting Summary

Format for Voting Result

Date of the AGM	September 22, 2016
Total Number of Shareholders on record date	9134
No. of shareholders present in the meeting either in person or through proxy :	
Promoter & Promoter group	4
Public	164
Total	164
No. of shareholders attended the meeting through Video Conferencing	N.A.
Promoter & Promoter group	
Public	
Total	

Agenda- wise disclosure (to be disclosed separately for agenda item)

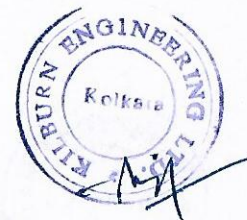
1 Ordinary Business		To receive, Consider and adopt the Financial statement of the company for the financial year Ended 31st March , 2016 And reports of the Directors and Auditors thereon.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	7567738	7566137	99.97880	7566137	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7566137	99.97880	7566137	0	100.00000	
Public - Institutional holders	E-Voting	1800	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	5686230	5275	0.09280	5275	0	100.00000	
	Poll		912	0.01600	912	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6187	0.10880	6187	0	100.00000	
Total		13255768	7572324	57.12475	7572324	0	100.00000	0.00000
2 Ordinary Business		To appoint a Director in place of Mrs. Priya Saran Chaudhri (holding DIN: 00704863), who retires by Rotation and being eligible, offers himself for re-appointment.						
Whether promoter/promoter group are interested in the agenda/resolution ?		0						



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	7567738	7566137	99.97880	7566137	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7566137	99.97880	7566137	0	100.00000	
Public - Institutional holders	E-Voting	1800	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	5686230	5275	0.09280	5275	0	100.00000	
	Poll		912	0.01600	912	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6187	0.10880	6187	0	100.00000	
Total		13255768	7572324	57.12475	7572324	0	100.00000	0.00000

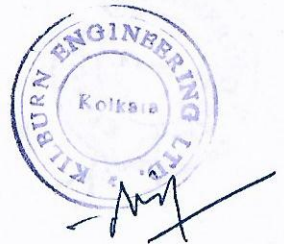
3 Ordinary Business			To declare dividend for the financial year 2015 - 16.					
Whether promoter/promoter group are interested in the agenda/resolution ?			0					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100
Promoter & Promoter Group	E-Voting	7567738	7566137	99.97880	7566137	0	100.00000	
	Poll		0	0.00000	0	0		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		7566137	99.97880	7566137	0	100.00000	
Public - Institutional holders	E-Voting	1800	0		0	0		
	Poll		0		0	0		
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	Total		0		0	0		
Public - Non Institution	E-Vote	5686230	5275	0.09280	5275	0	100.00000	
	Poll		912	0.01600	912	0	100.00000	
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.
	Total		6187	0.10880	6187	0	100.00000	
Total		13255768	7572324	57.12475	7572324	0	100.00000	0.00000

4 Ordinary Business			To ratify the appointment of Statutory Auditors - M/s. Deloitte Haskins & Sells, Chartered Accountants (Firms Registrationno. : 117364W) upto the conclusion of next Annual General Meeting.					
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Whether promoter/promoter group are interested in the agenda/resolution ?									0
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting	7567738	7566137	99.97880	7566137	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		7566137	99.97880	7566137	0	100.00000		
Public - Institutional holders	E-Voting	1800	0		0	0			
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0		0	0			
Public - Non Institution	E-Vote	5686230	5275	0.09280	5275	0	100.00000		
	Poll		912	0.01600	912	0	100.00000		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		6187	0.10880	6187	0	100.00000		
Total		13255768	7572324	57.12475	7572324	0	100.00000	0.00000	

5 Special Business			Ratification of remuneration of Cost Auditor.						0
Whether promoter/promoter group are interested in the agenda/resolution ?									0
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of votes polled on outstanding shares (3)=[(2)/(1)]*100	No. of votes in favour (4)	No of votes against (5)	% of votes in favour on votes polled (6)=[(4)/(2)]*100	% of votes against on votes polled (7)=[(5)/(2)]*100	
Promoter & Promoter Group	E-Voting	7567738	7566137	99.97880	7566137	0	100.00000		
	Poll		0	0.00000	0	0			
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		7566137	99.97880	7566137	0	100.00000		
Public - Institutional holders	E-Voting	1800	0		0	0			
	Poll		0		0	0			
	Postal Ballot (if applicable)		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Total		0		0	0			
Public - Non Institution	E-Vote	5686230	5275	0.09280	1775	3500	33.64930	66.35070	
	Poll		912	0.01600	912	0	100.00000		
	Postal Ballot (if applicable)		N.A.	0.00000	N.A.	N.A.	N.A.	N.A.	
	Total		6187	0.10880	2687	3500	43.42980	56.57020	
Total		13255768	7572324	57.12475	7568824	3500	99.95378	0.04622	



A. K. LABH

M. Com., MBA, FCS, ACMA (ICAI), ACS (Lond)
DIP, DHRD, PGDSD, DIRPM
Practicing Company Secretary



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
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Website : www.aklabh.com

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
Kilburn Engineering Limited
Four Mangoe Lane
Surendra Mohan Ghosh Sarani
Kolkata - 700 001

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 28th Annual General Meeting of the members of "**Kilburn Engineering Limited**" ("**Company**") held on Thursday, 22nd September, 2016 at Williamson Magor Hall, The Bengal Chamber of Commerce & Industry, 6, Netaji Subhash Road, Kolkata-700001 at 10.00 AM 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 9th August, 2016. 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.

I submit my report as under:

1. The remote e-voting period remained open from 10.00 A.M. IST on Monday, the 19th September, 2016 up to 5.00 P.M. IST on Wednesday, the 21st September, 2016.



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2. The Shareholders holding shares as on the "cut off" date, i.e. 15th September, 2016 were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the notice dated 9th August, 2016 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 votes were unblocked on Thursday, the 22nd September, 2016 around 2.00 PM after the completion of the Annual General Meeting in the presence of two witnesses, namely, Mr. Raju Chowdhury, residing at The C.A.B. Dr. B. C. Roy Club House, Eden Gardens, Kolkata - 700021 and Ms. Amrita Sampat, residing at 59, Kalicharan Ghosh Road, Kolkata - 700050 who are not in employment of the Company.
5. The ballots which were incomplete and/or which were otherwise found defective have been treated as invalid.
6. The combined result of the remote e-voting [EVS: 160824021] and votes casted through physical ballot papers distributed at the AGM venue are as under:

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

To receive, consider and adopt the Financial Statements of the Company for the Financial Year ended 31st March, 2016 and the Reports of the Directors and Auditors 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	15	7571412	
Voting by ballot	51	912	
Total	66	7572324	100.00%



A. K. LABH

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

**A. K. LABH & Co.****Company Secretaries**

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 Website : www.aklabh.com

(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	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	441

b) Resolution 2

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

(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	15	7571412	
Voting by ballot	51	912	
Total	66	7572324	100.00%



(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	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	441

c) Resolution 3

To declare dividend for the Financial Year 2015-16

(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	15	7571412	
Voting by ballot	51	912	
Total	66	7572324	100.00%



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSi (Lond)
 DIM, DHRD, PGHDSM, DIRPM
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 Website : www.aklabh.com

(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	0.00%

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	441

d) Resolution 4

To ratify the appointment of Statutory Auditors – M/s Deloitte Haskins & Sells, Chartered Accountants (FRN: 117364W) upto the conclusion of next Annual General Meeting

(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	15	7571412	
Voting by ballot	51	912	
Total	66	7572324	100.00%



A. K. LABH

M.Com., MBA, FCS, ACMA (ICAI), ACSI (Lond)
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 Website : www.aklabh.com

(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	0.00%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	441

 SPECIAL BUSINESS:**e) Resolution 5 : Ordinary Resolution***Ratification of remuneration of Cost Auditor*

(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	14	7567912	
Voting by ballot	51	912	
Total	65	7568824	99.9538%



A. K. LABH

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Website : www.aklabh.com

(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	3500	
Voting by ballot	0	0	
Total	1	3500	0.0462%

(iii) Invalid Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
5	441

7. All the resolutions proposed hereinabove have been passed with requisite majority.
8. 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 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: 22-07-2016



A. K. LABH

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



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Website : www.aklabh.com

Witness :

1. *Raju Chowdhury,*

(Raju Chowdhury)
The C.A.B. Dr. B. C. Roy Club House
Eden Gardens, Kolkata - 700 021

2. *Amrita Sampat*

(Amrita Sampat)
59, Kalicharan Ghosh Road
Kolkata - 700 050

Received the Report of the Scrutinizer
For Kilburn Engineering Limited

(Arvind Bajoria)
Company Secretary

