

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

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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 32nd Annual General Meeting of
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 the 32nd Annual General Meeting ("AGM") of the members of "**Kilburn Engineering Limited**" ("Company") held on Wednesday, the 30th day of September, 2020 at 11:00 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in terms of MCA Circular No. 20/2020 dated 5th May, 2020 read with Circular Nos. 14/2020 dated 8th April, 2020 and 17/2020 dated 13th April, 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 22nd day of July, 2020. 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.

I submit my report as under :



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1. The remote e-voting period remained open from 10.00 A.M. IST on Saturday, the 26th day of September, 2020 up to 5.00 P.M. IST on Tuesday, the 29th day of September, 2020.
2. The shareholders holding shares as on the "cut off" date, i.e. the 23rd day of September, 2020 were entitled to vote on the proposed 9 (Nine) resolutions as mentioned in the Notice dated the 22nd day of July, 2020 of the AGM of the Company.
3. The Company has 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 has not been cast by them through remote e-voting.
4. The votes were unblocked on Wednesday, the 30th day of September, 2020 around 12:05 P.M. after the completion of the AGM in the presence of two witnesses, namely, Mr. Amit Kumar Labh, residing at 71, Narsingh Dutta Road, Kolkata – 700008 and Mr. Asit Kumar Labh, residing at 25, Bhuvan Mohan Roy Road, Kolkata – 700008, 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: 200905074] is 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, 2020 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	54	8008067	
E-voting at AGM	2	20	
Total	56	8008087	99.42%

(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	7	46528	
E-voting at AGM	0	0	
Total	7	46528	0.58%

(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



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b) Resolution 2

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	56	8008117	
E-voting at AGM	2	20	
Total	58	8008137	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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



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 SPECIAL BUSINESS:

c) Resolution 3 : Ordinary Resolution

Appointment of Mr. Mahesh Shah (DIN: 00405556) 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	56	8008117	
E-voting at AGM	2	20	
Total	58	8008137	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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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d) Resolution 4 : Ordinary Resolution

Appointment of Mr. Mahesh Shah (DIN: 00405556) 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	55	8007391	
E-voting at AGM	2	20	
Total	57	8007411	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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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e) Resolution 5 : Ordinary Resolution

Appointment of Ms. Arundhuti Dhar (DIN: 03197285) 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	55	8007391	
E-voting at AGM	2	20	
Total	57	8007411	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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



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f) Resolution 6 : Ordinary Resolution

Appointment of Ms. Arundhuti Dhar (DIN: 03197285) 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	54	8007187	
E-voting at AGM	2	20	
Total	56	8007207	99.42%

(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	6	46682	
E-voting at AGM	0	0	
Total	6	46682	0.58%

(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



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g) Resolution 7 : Special Resolution

Ratification of appointment of Mr. Amitav Roy Choudhury (DIN: 08501895) as an Independent 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	55	8007391	
E-voting at AGM	2	20	
Total	57	8007411	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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



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h) Resolution 8 : Special Resolution

Appointment of Mr. Subir Chaki (DIN: 05174555) as Whole Time Director of the Company for a period of One year with effect from April 1, 2020

(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	55	8007391	
E-voting at AGM	2	20	
Total	57	8007411	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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



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i) Resolution 9 : Ordinary Resolution

Ratification of Remuneration of Cost Auditor for the financial year ending March 31, 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	55	8007391	
E-voting at AGM	2	20	
Total	57	8007411	99.42%

(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	5	46478	
E-voting at AGM	0	0	
Total	5	46478	0.58%

(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



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

UDIN : F004848B000821081



Place: Kolkata

Dated: 30.09.2020



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Witness:

1.

Amit Kumar Labh

(Amit Kumar Labh)

71, Narsingh Dutta Road
Kolkata - 700008



2. *Asit Kumar Labh*

(Asit Kumar Labh)

25, Bhuvan Mohan Roy Road
Kolkata - 700008

Received the Report of the Scrutinizer
For Kilburn Engineering Limited

Arvind Bajoria

(Arvind Bajoria)
Company Secretary
ACS 15390

