



KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311. MAHARASHTRA, INDIA
Tel : 91-2522-241800 / 662200 Fax : 91-2522-281026 / 280166 E-mail : kilburn@bom3.vsnl.net.in Website : www.kilburnengg.com

Ref : KEL/ BSE-CSE / 14 – 15/

October 14, 2014

To
The Corporate Relationship Department
Bombay Stock Exchange Limited
1st Floor, New Trading Ring
Phiroze Jeejeebhoy Tower
Dalal Street, Fort
Mumbai-400 001

To,
The Secretary
The Calcutta Stock Exchange Association Ltd.,
7, Lyons Range,
Kolkata – 700 001

Sub: Postal Ballot results as per Clause 35A of the Listing Agreement
Ref: Company Scrip Code: BSE 522101 / CSE 21022

Dear Sir / Madam

We refer to our letter dated September 3, 2014 enclosing therewith the postal ballot notice dated 13th August, 2014 sent to all members of the Company for seeking their approval, by way of postal ballot / e – voting in pursuance of Section 110 of The Companies Act, 2013 for the following businesses :

1. Borrowing money(ies) for the business of the Company.
2. Creation of Charge / Mortgage on assets of the Company, both present and future, in favour of lenders.
3. Making loans / investments or providing security / guarantee for other companies, as may be necessary for business of the Company.
4. Adoption of new articles of association of the Company.

Mr. Atul K. Labh, Practicing Company Secretary, Kolkata has submitted their report dated 14th October, 2014. Based on the Scrutinizer's report, the Company has declared the result of the resolutions passed through postal ballot on 14th October, 2014.

Details Regarding the voting results in terms of Clause 35A of the Listing Agreement :

| S. no. | Description | Particulars |
|--------|---|--|
| 1. | Date of notice of postal ballot | 13 th August, 2014 |
| 2. | Record date for reckoning voting rights | 22 nd August, 2014 |
| 3. | Total no. of Shareholders on record (on cut off date of 22-08-2014) | 9331 |
| 4. | Number of valid postal ballot and e-voting received Promoters and Promoter Group Public | 8 25 |
| 5. | Details of agenda | 1. Borrowing money(ies) for the business of the Company. |

AN ISO-9001 : 2000 CERTIFIED COMPANY

REGD. OFFICE : FOUR MANGOE LANE, SURENDRA MOHAN GHOSH SARANI, KOLKATA - 700 001, INDIA

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A Williamson Magor Group Enterprise

Cin No.: L24232WB1987PLC042956
E-Mail: kilbncal@cal2.vsnl.net.in



| | | |
|----|---------------------|---|
| | | <p>2. Creation of Charge / Mortgage on assets of the Company, both present and future, in favour of lenders.</p> <p>3. Making loans / investments or providing security / guarantee for other companies, as may be necessary for business of the Company.</p> <p>4. Adoption of new articles of association of the Company.</p> |
| 6. | Resolution required | Special |
| 7. | Mode of voting | Postal Ballot and e-voting |

Shareholders were allowed to vote on the following resolutions through e-voting platform of CDSL. The e-voting continued from 10:00 A.M. on September 24, 2014 upto 6:00 P.M. on September 26, 2014. Outcome of the 26th Annual General Meeting of the Shareholders of the Company :

Agenda Wise

Given below is the agenda wise combined result of e-voting :

Resolution no. 1

Borrowing money(ies) for the business of the Company.

| Promoter / Public | 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 and Promoter Group | 7567338 | 7567338 | 100.00 | 7567338 | nil | 100.00 | 0.00 |
| Public Institutional Holders | 2700 | nil | 0.00 | nil | nil | 0.00 | 0.00 |
| Public -Others | 5685730 | 13750 | 0.24 | 8990 | 4760 | 65.38 | 34.62 |
| Total | 13255768 | 7581088 | 57.19 | 7576328 | 4760 | 99.94 | 0.06 |

Resolution no. 2

Creation of Charge / Mortgage on assets of the Company, both present and future, in favour of lenders.

| Promoter / Public | 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 and Promoter Group | 7567338 | 7567338 | 100.00 | 7567338 | nil | 100.00 | 0.00 |
| Public Institutional Holders | 2700 | nil | 0.00 | nil | nil | 0.00 | 0.00 |



**KILBURN ENGINEERING LTD.**

| | | | | | | | |
|----------------|-----------------|----------------|--------------|----------------|-------------|--------------|-------------|
| Public -Others | 5685730 | 13750 | 0.24 | 8590 | 5160 | 62.47 | 37.53 |
| Total | 13255768 | 7581088 | 57.19 | 7575928 | 5160 | 99.94 | 0.06 |

Resolution no. 3

Making loans / investments or providing security / guarantee for other companies, as may be necessary for business of the Company.

| Promoter / Public | 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 and Promoter Group | 7567338 | 7567338 | 100.00 | 7567338 | nil | 100.00 | 0.00 |
| Public Institutional Holders | 2700 | nil | 0.00 | nil | nil | 0.00 | 0.00 |
| Public -Others | 5685730 | 13750 | 0.24 | 8590 | 5160 | 62.47 | 37.53 |
| Total | 13255768 | 7581088 | 57.19 | 7575928 | 5160 | 99.94 | 0.06 |

Resolution no. 4

Adoption of new articles of association of the Company.

| Promoter / Public | 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 and Promoter Group | 7567338 | 7567338 | 100.00 | 7567338 | nil | 100.00 | 0.00 |
| Public Institutional Holders | 2700 | nil | 0.00 | nil | nil | 0.00 | 0.00 |
| Public -Others | 5685730 | 13750 | 0.24 | 12590 | 1160 | 91.56 | 8.44 |
| Total | 13255768 | 7581088 | 57.19 | 7579928 | 1160 | 99.98 | 0.02 |

we have enclosed herewith a copy of the Scrutinizer's Report dated 14th October, 2014 on the e-voting. Kindly take it on record and oblige.

Yours Truly
For KILBURN ENGINEERING LTD.


Arvind Bajoria
Company Secretary & Sr. Manager (Costing)

Encl : as above



SCRUTINIZER'S REPORT

Company Secretary

Kilburn Engineering Limited

Four Mangoe Lane,
Surendra Mohan Ghosh Sarani,
Kolkata – 700 001

Dear Sir,

- (1) The Board of Directors of the Company vide its meeting held on the 13th day of August, 2014 have appointed us as Scrutinizer for conducting the postal ballot voting process.
- (2) The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to e-voting and postal ballot on the resolutions contained in the Notice of the postal ballot dated the 13th day of August, 2014. Our responsibility as a scrutinizer for the voting process through electronic means and postal 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 and of voting through postal ballots as provided by Maheshwari Datamatics Private Limited, the agencies engaged by the Company to provide e-voting / postal ballot facilities.
- (3) We submit our report as under :
 - (a) The Company has completed the dispatch of postal ballots on the 3rd day of September, 2014 to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on the 22nd day of August, 2014.
 - (b) The last date for receipt of the postal ballot form was closure of working hours of the Company on the 7th day of October, 2014.
 - (c) No postal ballot form was received from any shareholder till the closure of working hours of the Company on the 7th day of October, 2014.





- (d) Members were provided the opportunity to cast their vote(s) through electronic voting system in terms of the platform as provided by CDSL e-voting system (www.evotingindia.com).
- (e) The e-voting period remained open from 9.00 AM IST on Monday, the 8th day of September, 2014 up to 6.00 PM IST on Tuesday, the 7th day of October, 2014.
- (f) The Shareholders holding shares as on the "cut off" date, i.e. 22nd day of August, 2014 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the notice of the postal ballot dated 13th day of August, 2014.
- (g) The result of the electronic voting was downloaded after the closure of the working hours of the Company on the 7th day of October, 2014 from CDSL website providing the platform for e-voting system (www.evotingindia.com) and were unlocked in the presence of Mr. Narayan Chandra Saha and Ms. Suchita Tiwari (not being the employees of the Company) and has been included in our report.

(4) Summary of the votes casted through electronic means [EVSN: 140827110] is as follows :-

| | | Special Resolutions | | | |
|----|--|---|--|--|---|
| | | No. 1 (Borrowing money(ies) for the business of the Company) | No. 2 (Creation of charge/mortgage on assets of the Company, both present and future, in favour of lenders) | No. 3 (Making loans / investments or providing security / guarantee for other companies, as may be necessary for business of the Company) | No. 4 (Adoption of new Articles of Association of the Company) |
| 1. | Total No. of Votes / Shares casted through e-voting system | 7581088 | 7581088 | 7581088 | 7581088 |



A. K. LABH

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



A. K. LABH & Co.

Company Secretaries

40, Weston Street, 3rd Floor, Kolkata - 700 013
☎ (033) 2221-9381, 4063-0236, Fax : (033) 2221-9381
Mobile : 9 8 3 0 0 - 5 5 6 8 9 / 9 8 3 0 0 - 5 7 6 8 9
e-mail aklabh@aklabh.com / aklabhcs@gmail.com
Website : www.aklabh.com

| | | | | | |
|----|--|---------------------|---------------------|---------------------|---------------------|
| 2. | Total No. of Votes / Shares casted in favour of the Resolution | 7576328 (99.94%) | 7575928 (99.94%) | 7575928 (99.94%) | 7579928 (99.98%) |
| 3. | Total No. of Votes / Shares casted against the Resolution | 4760 (0.06%) | 5160 (0.06%) | 5160 (0.06%) | 1160 (0.02%) |

- (5) We have handed over the related papers / registers and records for safe custody to Mr. Arvind Bajoria, Company Secretary, authorised by the Board to supervise the postal ballot process.
- (6) All the resolutions have therefore been approved by the Shareholders of the Company with the requisite majority.
- (7) You may accordingly declare the result of the voting by Postal Ballot.

Thanking You,

Yours truly
For A. K. LABH & Co.
Company Secretaries

(CS A. K. LABH)
Practising Company Secretary
FCS – 4848 / CP No. - 3238



Place: Kolkata
Dated: 14.10.2014