

HELD AT 26TH Annual General Meeting ON 30th Sept., 2014 TIME 10.30 A.M.

MINUTES OF TWENTY SIXTH ANNUAL GENERAL MEETING OF MEMBERS OF KILBURN ENGINEERING LIMITED (THE "COMPANY") HELD ON TUESDAY, 30TH SEPTEMBER, 2014 AT 10.30 A.M. AT WILLIAMSON MAGOR HALL, THE BENGAL CHAMBER OF COMMERCE & INDUSTRY, 6, NETAJI SUBHASH ROAD, KOLKATA - 700 001.

PRESENT

Kumbh
MR. PADAM/KHAITAN
MR. SUPRIYA MUKHERJEE
MR. MANMOHAN SINGH
MR. GOBIND SARAF

DIRECTOR
MANAGING DIRECTOR
DIRECTOR & MEMBER
DIRECTOR & MEMBER

MR. A. SURESH
MR. ARVIND BAJORIA

VICE PRESIDENT (FINANCE) & CFO
COMPANY SECRETARY & SR. MANAGER (COSTING)

ATTENDED BY INVITATION

MR. SACHIN MALKAN
MR. A. K. LABH

DELOITTE HASKINS & SELLS (STATUTORY AUDITORS)
SCRUTINIZER OF THE E-VOTING PROCESS

156 Members / authorised representatives were present which included promoters holding 56.96% of the total paid up equity capital of the Company as on the date of meeting.

Chairman

In the absence of Mr. Deepak Khaitan, members appointed Mr. Padam Khaitan as Chairman pursuant to Article 59 of the Articles of Association of the Company and he welcomed all those present in the Meeting.

Quorum

The Chairman declared that the requisite quorum was present and declared the Meeting duly called and constituted and proceeded with the business of the Meeting.

The Chairman announced that the Company had received 4 representations from corporate shareholders covering 75,50,537 shares held in the Company and the same were in order.

Register of Contracts

The Register of Contracts was produced at the Meeting which remained open and was accessible during the continuance of the Meeting.

Notice of the Meeting

The Chairman stated that with the consent of the Members the Notice convening the Meeting was taken as read.

Auditors' Report

The Chairman informed that the Report of the Auditors furnished by Messrs. Deloitte Haskins & Sells, the Statutory Auditors of the Company had one qualification and directed the company secretary to read out the audit report. Members desired the reading of only qualification in the report and remaining audit report was taken as read.

Chairman's Speech

The Chairman addressed the Meeting on the affairs of the Company and drew the attention of the Members to the Report and Accounts for the financial year ended 31st March 2014.

Invitation to the Shareholders to express their views.

The Chairman invited the Members present to express their views in respect of the accounts and/or workings of the Company during the Financial Year 2013-14 and to raise questions if any.

[Signature]
CHAIRMAN'S INITIALS

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Several Members including Messrs. S.D. Mallick and S. K. Sukhani spoke on the occasion and raised certain queries and gave some suggestions for consideration of the management. The Chairman thanked the Shareholders for their constructive comments and suggestions and requested Mr. Supriya Mukherjee, Managing Director to reply to the queries raised by the Members. Mr. Supriya Mukherjee responded to the queries with respect to the business, operations, finance and accounts of the Company to the satisfaction of the members present.

Result of E- Voting

The Chairman stated that the process of E- Voting offered by the Company pursuant to Section 108 of The Companies Act, 2013 read with Rule 20 the Companies (Management & Administration) Rules, 2014 in respect of ten resolutions proposed at the Twenty Sixth Annual General Meeting was concluded on 26th September, 2014. The Chairman further stated that Mr. A. K. Labh, who was appointed as the Scrutinizer of the E- Voting process had submitted his Report. The Chairman informed that the detailed result of the E- Voting as furnished by the Scrutinizer would be uploaded in the website of the Company, within 48 hours from the conclusion of the Annual General Meeting and also would be sent to the Stock Exchanges where the Shares of the Company are listed.

The following 10 (Ten) resolutions as proposed vide Notice dated 13th August, 2014 which were passed through E-Voting in terms of the Report submitted by Mr. A. K. Labh, practicing Company Secretary and the Scrutinizer appointed for the said purpose in the manner as written hereunder :

ORDINARY BUSINESS

Resolution 1 : Adoption of Accounts for the year ended 31.03.2014

"RESOLVED that the Audited Financial Statements of the Company including the Audited Balance Sheet as at 31.03.2014 and the Profit and Loss Statement for the financial year ended 31.03.2014 together with the Reports of the Board of Directors and the Auditors along with Management Discussion & Analysis Report and Report on Corporate Governance as published and circulated to all Members and now submitted to this Meeting be and the same are hereby received and adopted."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7569859 (99.99%)
Total No. of Votes cast against	560 (0.01%)
Result	Carried by Majority

Resolution 2

Re-appointment of Mr. Deepak Khaitan as a Director.

"RESOLVED that Mr. Deepak Khaitan (holding DIN 00023780) who retires by rotation from the Board at this Meeting and being eligible for reappointment under section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7569858 (99.99%)
Total No. of Votes cast against	561 (0.01%)
Result	Carried by Majority

Resolution 3

Re-appointment of Mr. Amritanshu Khaitan as a Director

"RESOLVED that Mr. Amritanshu Khaitan (holding DIN 00213413) who retires by rotation from the Board at this Meeting and being eligible for reappointment under section 152 of the Companies Act, 2013 be and is hereby re-appointed as a Director of the Company."

Type of Resolution: Ordinary Resolution

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Total No. of Votes cast in favour	7569859 (99.99%)
Total No. of Votes cast against	560 (0.01%)
Result	Carried by Majority

Resolution 4
Appointment of Statutory Auditors

"RESOLVED THAT In accordance with applicable provisions of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof), Messrs. Deloitte Haskins & Sells, Chartered Accountants, (ICAI Registration No. FRN 117364W), be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of Annual General Meeting for the year ended March 31, 2017, subject to ratification of their appointment at every Annual General Meeting, on the remuneration to be fixed by the Board of Directors."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7570358 (99.99%)
Total No. of Votes cast against	61 (0.01%)
Result	Carried by Majority

(B) SPECIAL BUSINESS

Resolution 5
Appointment of Mr. Subir Ranjan Dasgupta as an Independent Director.

"RESOLVED that Mr. Subir Ranjan Dasgupta (holding DIN: 01401511), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's Twenty-sixth Annual General Meeting to the conclusion of the Company's Thirty-first Annual General Meeting."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7569858 (99.99%)
Total No. of Votes cast against	561 (0.01%)
Result	Carried by Majority

Resolution 6
Appointment of Mr. Padam Kumar Khaitan as an Independent Director.

"RESOLVED that Mr. Padam Kumar Khaitan (holding DIN: 00019700), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's Twenty-sixth Annual General Meeting to the conclusion of the Company's Thirty-first Annual General Meeting."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7569858 (99.99%)
Total No. of Votes cast against	561 (0.01%)
Result	Carried by Majority

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Resolution 7
Appointment of Mr. Manmohan Singh as an Independent Director.

"RESOLVED that Mr. Manmohan Singh (holding DIN: 00699314), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's Twenty-sixth Annual General Meeting to the conclusion of the Company's Thirty-first Annual General Meeting."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7570358 (99.99%)
Total No. of Votes cast against	60 (0.01%)
Result	Carried by Majority

Resolution 8
Appointment of Mr. Gobind Saraf as an Independent Director.

"RESOLVED that Mr. Gobind Saraf (holding DIN: 00206447), a Non-Executive Director, be and is hereby appointed as an Independent Director of the Company, in accordance with the provisions of Sections 149, 150 and 152 of the Companies Act, 2013 (the Act) read with Schedule IV and any other applicable provisions of the Act, and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), to hold office for a period of five consecutive years from the conclusion of the Company's Twenty-sixth Annual General Meeting to the conclusion of the Company's Thirty-first Annual General Meeting."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7570358 (99.99%)
Total No. of Votes cast against	61 (0.01%)
Result	Carried by Majority

Resolution 9
Re-appointment of Mr. Supriya Mukherjee as the Managing Director.

"RESOLVED that consent of the Members be and is hereby accorded to the appointment of Mr. Supriya Mukherjee (holding DIN: 00127747) as Managing Director of the Company, pursuant to the provisions of Sections 196, 197 and 203 of the Companies Act, 2013 (Act) and any other applicable provisions of the Act and the Rules made thereunder read with Schedule V to the Act and/or subject to such approvals as necessary, for a period of three years with effect from April 1, 2014, upon the terms and conditions including remuneration as approved by the Board of Directors on the recommendation of the Remuneration Committee and as set out in the Explanatory Statement in respect of this item of business, attached herewith."

Type of Resolution: Special Resolution

Total No. of Votes cast in favour	7569859 (99.99%)
Total No. of Votes cast against	560 (0.01%)
Result	Carried by Requisite Majority

Resolution 10
Ratification of remuneration payable to the Cost Auditors for the financial year 2014-2015.

"RESOLVED that pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, and the Rules thereof, (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment and remuneration of the Cost Auditors, M/s. D.

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Sabyasachi & Co. (Firm Registration No. 00369), for auditing the Cost Records of the Company in respect of the products, as may be applicable, for the year ending March 31, 2015, as approved by the Board of Directors on the recommendation of the Audit Committee and as set out in the Explanatory Statement in respect of this item of business, be and is hereby ratified."

Type of Resolution: Ordinary Resolution

Total No. of Votes cast in favour	7569859 (99.99%)
Total No. of Votes cast against	560 (0.01%)
Result	Carried by Majority

With this the Chairman declared the meeting as concluded and thanked all the members for their presence.

Place: Kolkata
Date: 17th October, 2014


Padam Khaitan
Chairman

CHAIRMAN'S INITIALS