



KILBURN ENGINEERING LTD.

Plot No. 6, MIDC Industrial Area, Saravali, Thane – 421 311 , Maharashtra. INDIA.

☎ : 91 2522 283 000 📠 : 91 2522 281026 ✉ : marketing@kilburnengg.com 🌐 : www.kilburnengg.com

Ref : KEL/BSE – CSE / 24-25/SCR

30th May, 2024

To,
The Corporate Relationship Department
BSE Limited
1st floor, P.J.Tower,
Dalal Street, Fort,
Mumbai 400 001.

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

Scrip Code : BSE 522101

Scrip Code : CSE 21022

Sub: Annual Secretarial Compliance Report for the year ended March 31, 2024 as per Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to the Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we submit herewith the annual secretarial compliance report for the Financial Year ended March 31, 2024.

The same is also being uploaded on the website of the Company at www.kilburnengg.com

For Kilburn Engineering Limited

Arvind Bajoria
Company Secretary
& DGM (Costing)
Mem. No : ACS 15390

Encl : a/a

OFFICE: 9 EHARA INDUSTRIAL COMPLEX, VILLAGE WALLIVE, VASAI EAST, THANE 401208
E-MAIL: nitinsharma00@gmail.com, Mobile: 9860954663

**SECRETARIAL COMPLIANCE REPORT OF
KILBURN ENGINEERING LTD
(For the Financial Year ended March 31, 2024)**

*Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing
Obligations and Disclosure Requirements) Regulations, 2015*

To,
The Members,
Kilburn Engineering Ltd.,
CIN: L24232WB1987PLC042956
4, Mangoe Lane,
Kolkata, WB - 700001.

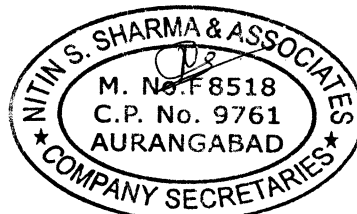
I have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Kilburn Engineering Ltd** (hereinafter referred as 'the listed entity'), having its Registered Office at 4, Mangoe Lane, Kolkata, West Bengal - 700001. Secretarial Review was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on my verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, I hereby report that the listed entity has, during the review period covering the financial year ended on **March 31, 2024**, complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter:

I, **Nitin Sharma** have examined:

- a) all the documents and records made available to us and explanation provided by **Kilburn Engineering Ltd** ("the listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other documents/ filings, as may be relevant, which has been relied upon to make this report,

for the year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:



- a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

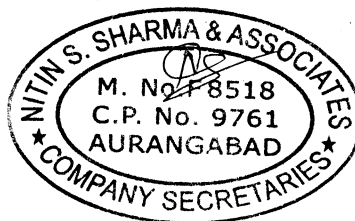
The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include: -

- a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; ***Not applicable as there was no reportable event during the financial year under review.***
- e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; ***Not applicable as there was no reportable event during the financial year under review.***
- f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; ***Not applicable as there was no reportable event during the financial year under review.***
- g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- h) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and circulars / guidelines issued thereunder; and based on the above examination, I hereby report that, during the Review Period:

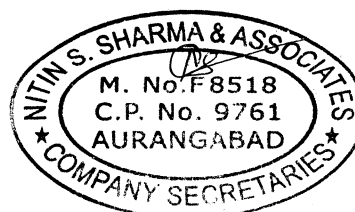
(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified in **Annexure 1**:

(b) The listed entity has taken the following actions specified under **Annexure 2** to comply with the observations made in previous reports.

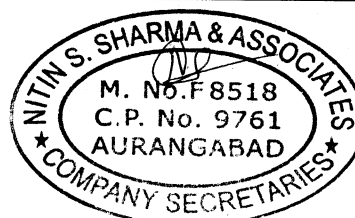


- I. I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

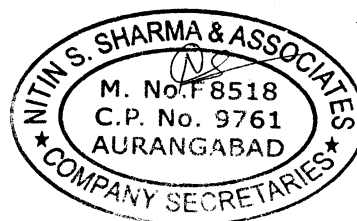
Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1)	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).	Yes	Nil
2)	Adoption and timely updation of the Policies: All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities	Yes	Nil
	All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/ circulars/ guidelines issued by SEBI	Yes	Nil
3)	Maintenance and disclosures on Website: The Listed entity is maintaining a functional website	Yes	Nil
	Timely dissemination of the documents/ information under a separate section on the website	Yes	Nil
	Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website	Yes	Nil



4)	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5)	Details related to Subsidiaries of listed entities have been examined w.r.t.: a) Identification of material subsidiary companies	Not Applicable	Nil
	b) Disclosure requirement of material as well as other subsidiaries	Not Applicable	Nil
6)	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7)	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8)	Related Party Transactions: a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or	Yes	Nil
	b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit	Not Applicable	No such instances observed



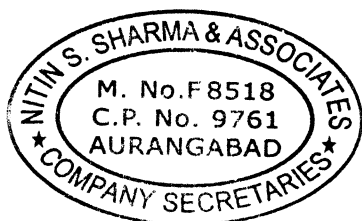
	Committee, in case no prior approval has been obtained.		
9)	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10)	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11)	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder.	Yes	Nil
12)	Resignation of statutory auditors from the listed entity or its material subsidiaries: In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	There was no event of resignation of Auditor.
13)	Additional Non-compliances, if any:	Yes	Refer Annexure 1



	No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.		Enclosed with this Report
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Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.



For Nitin S. Sharma & Associates

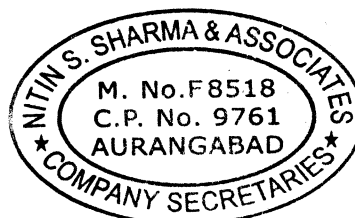
Nitin

Nitin Sharma
Practising Company Secretary
CP 8518| FCS 9761
PR: 2212/2022
UDIN: F008518F000500671

Place: Mumbai
Date: 30/05/2024

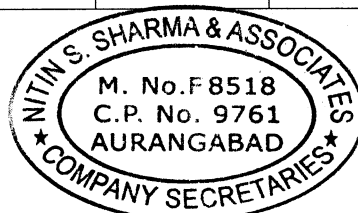
ANNEXURE 1

Sr. No.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Regulation/Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	In pursuance of SEBI (LODR), Regulation, 2015, listed entity shall submit Statement of Deviation(s) or Variation(s) on a quarterly basis along with the declaration of financial results for preferential issue till the issue proceeds have been fully utilised or the purpose for which proceeds were raised has been achieved	Regulation 32(1) of SEBI (LODR) Regulation, 2015 read with SEBI Circular no CIR/CFD/CM D1/ 162/2019 dated December 24, 2019.	Not submitted within the timeline	-	-	Delayed in submission of the Statement of Deviation or Variation in pdf and xbrl format for the quarter ended March 31, 2023 and June 30, 2023.	-	The Company has submitted the Statement of Deviation or Variation in pdf and XBRL format for the quarter ended March 31, 2023 and June 30, 2023 with the Stock Exchanges on May 29, 2023 and August 11, 2023 respectively.	Inadvertent delay in filing the Statement	Acknowledged
2.	In pursuance of SEBI (LODR), Regulation, 2015 listed entity shall make such disclosures every six months on the date of publication of its standalone financial results	Regulation 23(9) of SEBI (LODR) Regulation, 2015.	Not submitted within the timeline	-	-	Delayed in submission of the Related Party Transactions Statement in pdf and XBRL format on Standalone basis for the half year ended September 30, 2023	-	One Day delay in submission of the Related Party Transactions Statement in pdf and XBRL format on Standalone basis for the half year ended September 30, 2023.	Inadvertent delay in filing the Statement	Acknowledged



ANNEXURE 2

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations Made in the secretarial compliance report for the year ended March 31, 2023 (the years are to be mentioned)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	The Company has submitted the Related Party Transactions Statement in pdf and XBRL format for the year ended March 31, 2022 with the Stock Exchanges on September 30, 2022 and accordingly the Company has paid the fine levied by the BSE.	For the Financial Year ended March 31, 2023	As per Regulation 23(9) of SEBI (LODR), Regulation, 2015, the listed entity shall submit Related Party Transactions Statement every six months in pdf and XBRL format within fifteen days from the date of publication of its standalone financial results	There was a delay of 13 days in the submission of the Related Party Transactions Statement in pdf and XBRL format on standalone basis for the year ended March 31, 2022. As a result, BSE Limited has imposed a fine of ₹ 76,700/- including GST.	The Company has made good the non compliance by submitting the Related Party Transactions Statement in pdf and XBRL format and paying the fine which was imposed by BSE Limited.	The Management should take necessary action to complete proper compliance of said Regulation
2.	The Company has submitted the Statement of Deviation or Variation in pdf and XBRL format for the quarter ended March 31, 2022 and December 31, 2022 with the Stock Exchanges on April 27, 2023 and May 29, 2023. Respectively with the Stock Exchanges on April 30, 2023. Further, there is no deviation or variation in the use of funds raised through Preferential Issue of Shares and convertible Warrants from the objects stated in the Explanatory Statement to the Notice of Extra Ordinary General Meeting of the	For the Financial Year ended March 31, 2023	As per Regulation 32(1) of SEBI (LODR), Regulation, 2015, listed entity shall submit Statement of Deviation(s) or Variation(s) on a quarterly basis for preferential issue till the issue proceeds have been fully utilised or the purpose for which proceeds were raised has been achieved	There was a delay in submission of the Statement of Deviation or Variation in pdf and XBRL format for the quarter ended March 31, 2022 and December 31, 2022.	The Company has made good the non Compliance by submitting the Statement of Deviation or Variation in pdf and XBRL format for the quarter ended March 31, 2022 and December 31, 2022 with the Stock Exchanges on April 27, 2023 and May 29, 2023 Respectively.	The Management should take necessary action to complete proper compliance of said Regulation



	Company dated February 15, 2022					
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