



KILBURN ENGINEERING LTD.

PLOT NO. 6, MIDC-SARAVALI, KALYAN BHIWANDI ROAD, TALUKA BHIWANDI, DIST. THANE - 421 311, MAHARASHTRA, INDIA
Tel : +91 2522 283000 Fax : +91 2522 281026 / 280166 Website : www.kilburnengg.com

Ref : KEL/ BSE-CSE / 20 – 21/ CG-2

October 14, 2020

To
The Corporate Relationship Department
BSE Limited
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: Compliance Report on Corporate Governance
for quarter ended 30th September, 2020.**

Dear Sir / Madam

We hereby submit the compliance report on Corporate Governance for quarter ended 30th September, 2020, pursuant to provisions of regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in the prescribed format. Trust you will find the same in order.

You are requested to acknowledge the receipt and take the same on record.

Thanking You,

Yours faithfully,
For **Kilburn Engineering Limited**

Arvind Bajoria
Company Secretary & Sr. Manager (Costing)

Encl : a/a



COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity : Kilburn Engineering Limited
 Quarter ending : 30th September, 2020

I. Composition of Board of Directors

Name of the Director	PAN & DIN	Category (Chairperson / Executive / Non Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Date of Reappointment	Tenure (months)	Date of Birth	No. of Directorship in listed entities including this listed entity [in ref. to Regulation 17A (1)]	No. of Independent Directorship in listed entities including this listed entity [in ref. to Regulation 17A (1)]	No. of memberships in Audit / Stakeholder Committee(s) including this listed entity [in ref. to Regulation 26 (1)]	No. of post of Chairperson in Audit / Stakeholder Committee held in listed entities including this listed entity
Mr. Aditya Khaitan	AFDPK0968D & 00023788	Chairman - Non executive	31-3-2015	30-09-2020		30-01-1968	7	-	1	-
Mr. Subir Chaki	ABVPC3067F & 05174555	Executive	13-11-2017	01-04-2020		24-03-1960	1	-	1	-
Mr. Amritanshu Khaitan	AJFPK2122H & 00213413	Non Executive	27-05-2005	28-09-2018		07-11-1982	5	-	1	-
Mr. Gobind Saraf	AJWPS2081A & 00206447	Independent - Non Executive	30-09-2014	13-08-2019	#14 months	16-08-1944	1	1	1	1
Mr. Amitav Roy Choudhury	ADEPR5658J & 08501895	Independent - Non Executive	29-05-2019	13-08-2019	#14 months	12-06-1953	1	-	1	1
Mr. Mahesh Shah	AMGPS1948F & 00405556	Independent - Non Executive	06-08-2019	13-08-2019	#14 months	25-12-1952	2	2	3	1
Ms. Arundhuti Dhar	ACNPD9707E & 03197285	Independent - Non Executive	06-08-2019	13-08-2019	#14 months	21-06-1973	6	6	5	5

5 consecutive years w.e.f. 13.08.2019 (i.e., the date of 30th Annual General Meeting) or upto the date of AGM of the Company to be held in the year 2024, whichever is earlier.

Compliance Status

The Board is constituted in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015).



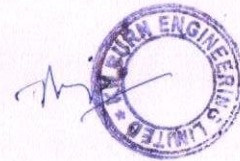
II. Composition of Committees

Name of Committee	Whether regular chairperson appointed	Name of Committee Members	Category
1. Audit Committee	Yes	Mr. Gobind Saraf (Chairperson)	Independent Director
		Mr. Subir Chaki	Executive Director Professional (Non-promoter)
		Mr. Amitav Roy Choudhury	Independent Director
		Mr. Mahesh Shah	Independent Director
2. Nomination & Remuneration Committee	Yes	Mr. Mahesh Shah (Chairperson)	Independent Director
		Mr. Amitav Roy Choudhury	Independent Director
		Mr. Gobind Saraf	Independent Director
		Mr. Amitav Roy Choudhury (Chairperson)	Independent Director
3. Stakeholders Relationship Committee	Yes	Mr. Gobind Saraf	Independent Director
		Mr. Mahesh Shah	Independent Director
		Mr. Mahesh Shah	Independent Director

III. Meeting of Board of Directors

Date of Meeting in the previous quarter	Dates of Meeting in the relevant quarter	Whether requirement of quorum met	No. of directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings
Nil	22-07-2020	Yes	7	4	164 days
	15-09-2020	Yes	7	4	54 days

Note : due to nationwide lockdown during the previous quarter, SEBI and Ministry of Corporate affairs had permitted the maximum gap of 180 days between any two consecutive meetings of Board of directors and its committees (to be held upto 30th Sept. 2020).



IV. Meeting of Committees –

Date of Meeting of the Committee in the previous quarter	Dates of Meeting in the relevant quarter	Whether requirement of quorum met	No. of directors present	No. of Independent Directors present	Maximum gap between any two consecutive meetings
Audit Committee (08-02-2020)	22-07-2020 & 15-09-2020	Yes	4 (in both meetings)	3 (in both meetings)	164 days & 54 days
Stakeholders' Relationship Committee (08-02-2020)	22-07-2020 & 15-09-2020	Yes	3 (in both meetings)	3 (in both meetings)	164 days & 54 days

V. Related Party Transactions

Subject	Compliance status
Whether prior approval of audit committee obtained	Yes
Whether shareholder approval obtained for material RPT	Not Applicable
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	No

VI. Affirmations

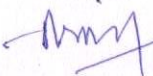
- The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
 - Audit Committee
 - Nomination and Remuneration Committee
 - Stakeholders relationship Committee



3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015
4. The meetings of the Board of Directors and the above committees have been conducted in the manner as specified in SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015.
5. This report and/or the Report submitted in the previous quarter has not been placed before the Board of Directors. Any comments / observations / advice of the Board of Directors may be mentioned here :

For Kilburn Engineering Limited

Name & Designation:


Arvind Bajoria
Company Secretary
& Sr. Manager (Costing)



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Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	

Prev

Add Notes

Next

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	
2	Designation	ARVIND BAJORIA Company Secretary and Compliance Officer

