



Date: 17<sup>th</sup> June,2020

DCS-CRD  
The Mumbai Stock Exchange,  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai- 400 001.

SCRIP Code- 524699

Dear Sirs,

**SUB: SCRUTINIZER REPORT FOR EXTRA ORDINARY GENERAL MEETING OF KILBURN  
CHEMICALS LTD**

We are enclosing herewith Proceedings for Extra Ordinary General Meeting of our Company, which ~~was~~ held on Tuesday, 16<sup>th</sup> June,2020 through Video Conferencing as per MCA Circular no.14/2020 ~~dated~~ 8<sup>th</sup> April,2020, relating to passing of Ordinary & Special Resolution by Companies under the Companies Act,2013

This is for your information and record purpose.

Thanking you,

For **KILBURN CHEMICALS LIMITED**

  
**MUKESH SHARMA**

**COMPANY SECRETARY**



# ANUP PANDEY & ASSOCIATES

7, Grant Lane, Room No: 403, 4<sup>th</sup> Floor, Kolkata - 700 012  
Email ID: anup07pandey@gmail.com, Telephone no: +91 9874286064

## SCRUTINIZER'S REPORT

To

**The Chairman** of the Extra-Ordinary General Meeting of **KILBURN CHEMICALS LIMITED** (CIN: L24117WB1990PLC199409), held on Tuesday, 16<sup>th</sup> June, 2020 at 11:00 A.M. at "Shantiniketan" 16<sup>th</sup> Floor, 8, Camac Street, Kolkata- 700 017, via video conferencing mode in terms of the General Circular no.20/2020 dated 5<sup>th</sup> May 2020 for clarification for holding of General Meeting through Video Conferencing together read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020 relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act 2013.

Dear Sir,

**Sub:** Scrutinizer's Report on voting through remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, as amended, and voting at the Extra-Ordinary General Meeting of Kilburn Chemicals Limited held on Tuesday, 16<sup>th</sup> June, 2020 at 11.00 A.M. in terms of the General Circular no.20/2020 dated 5<sup>th</sup> May 2020 for clarification for holding of General Meeting through Video Conferencing together read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020 relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act 2013.

I, Anup Pandey, Practicing Company Secretary, have been appointed as the Scrutinizer by the Board of Directors of **Kilburn Chemicals Limited** (the Company) pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules, 2015 read with Regulation 44 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, to scrutinize the remote e-voting taken at the Extra-Ordinary General Meeting (EGM) of the Company held on Tuesday, 16<sup>th</sup> June, 2020 at 11.00 A.M. at the Registered Office of the Company at "Shantiniketan" 16<sup>th</sup> Floor, 8, Camac Street, Kolkata- 700 017, in terms of the General Circular no.20/2020 dated 5<sup>th</sup> May 2020 for clarification for holding of General Meeting through Video Conferencing together read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020 relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act 2013.

### **Despatch of Notice**

The EGM Notice dated 21<sup>st</sup> May, 2020 was sent through electronic mode as per General Circular No. 17/2020 dated 13<sup>th</sup> April, 2020 to those members whose e-mail IDs were registered with the Company or depository. Further Company also published a newspaper advertisement in vernacular and English daily regarding holding of EGM on 16<sup>th</sup> June, 2020 at 11.00 a.m via video conferencing and requesting members of the Company to register their Email-id's in the Company's website at [www.kilburnchemicals.com](http://www.kilburnchemicals.com), in order to receive notice and avail the facility of e-voting. The electronic transmission of the Notice were completed on 26<sup>th</sup> May, 2020. This was available on the website of the Company i.e. [www.kilburnchemicals.com](http://www.kilburnchemicals.com) on 26<sup>th</sup> May, 2020.

### **Cut-off date**

The shareholders of the Company holding shares as on the "cut-off" date, i.e., 09<sup>th</sup> June, 2020, were entitled to vote on the resolution set out at item nos. 1 of the Notice of the EGM.

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### **Management's Responsibility**

The Management of the Company is responsible to ensure compliance with the requirements of (i) the 2013 Act and the rules made thereunder; and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the EGM.

### **Scrutinizer's Responsibility**

My responsibility as a Scrutinizer is to ensure that the voting process, both through electronic means and by use of ballot / show of hands at the meeting, are conducted in a fair and transparent manner and render consolidated scrutinized report of the total votes cast in favour or against, if any, on the resolution to the Chairman, based on the reports generated from the electronic voting system provided by Central Depository Services Limited (CDSL).

I submit my report in respect of the resolutions passed at the EGM of the Company as under:

#### **A. Relating to E-Voting**

1. The Company had availed the e-voting facility provided by Central Depository Services Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
2. The voting period for remote e-voting commenced at 9.00 a.m. on Saturday, 13<sup>th</sup> June, 2020 and ended at 5.00 p.m. on Monday, 15<sup>th</sup> June, 2020, and the CDSL e-voting platform was blocked thereafter.

#### **B. Relating to voting by ballot / show of hands:**

1. The Company had conducted the EGM via video conferencing mode by following General Circular no.20/2020 dated 5<sup>th</sup> May 2020 for clarification for holding of General Meeting through Video Conferencing together read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020 relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act 2013, so ballot facility was not provided by the company, perhaps show of hand by the members was allowed during the meeting.

#### **C. Result of remote e-voting and voting through ballot are as under:**

1. The voting rights of the members were reckoned as on the "cut-off date", i.e., June 09<sup>th</sup>, 2020, for the purpose of determining entitlement of the members to vote on the resolutions as contained in the Notice of the EGM.
2. After the conclusion of the EGM, the votes cast through remote e-voting were unblocked at 11.52 A.M. in presence of two witnesses, namely, Mr. Ashish Sharma and Mr. Sourav Kedia who are not in the employment of the Company.



3. The Company had not provided facility to vote through ballot paper at the EGM, due to meeting conducted through video conferencing in terms of the General Circular no.20/2020 dated 5<sup>th</sup> May 2020 for clarification for holding of General Meeting through Video Conferencing due to lockdown read with General Circular no. 14/2020 dated 8<sup>th</sup> April 2020 relating to passing of the Ordinary and Special Resolution by Companies under the Companies Act 2013, however, there was no voting through ballot at the EGM as the members present at the EGM had already exercised their votes through remote e-voting.
4. The details of the voting by the members, who voted "For" or "Against" through remote e-voting were diligently scrutinized.
5. The results of voting are as under:

### SPECIAL BUSINESS

#### **Resolution 1: Special Resolution**

**To approve the filing of application under Section 10 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal Kolkata Bench at Kolkata.**

(i) Voted in **favour** of the resolution:

	<b>Voting by Remote e-voting</b>	<b>Voting by Ballot Paper / Poll / Show of Hands</b>	<b>Total</b>
Number of Members voted	11	2	13
No. of Votes cast by them	8289634	1657690	9947324
% of total no. of valid vote cast	83.34%	16.66%	100.00%

(ii) Voted **against** the resolution:

	<b>Voting by Remote e-voting</b>	<b>Voting by Ballot Paper / Poll / Show of Hands</b>	<b>Total</b>
Number of Members voted	NIL	NIL	NIL
No. of Votes cast by them	NIL	NIL	NIL
% of total no. of valid vote cast	NIL	NIL	NIL



(iii) Invalid Votes:

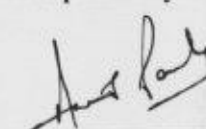
	Voting by Remote e-voting	Voting by Ballot Paper / Poll / Show of Hands	Total
Number of Members voted	NIL	NIL	NIL
Total No. of votes cast by them	NIL	NIL	NIL
% of total no. of valid vote cast	NIL	NIL	NIL

6. Based on the above results, I report that the resolution contained at item no.1 of the Notice of EGM have been duly approved by the shareholders with requisite majority.
7. The register of remote e-voting and other relevant documents/registers will remain in my safe custody until the Chairman considers, approves and signs the minutes of the EGM and the same shall be handed over, thereafter, to the Chairman/Company Secretary for safe keeping.
8. This report has been issued at the request of the Company for (i) submission to Stock Exchanges (ii) CDSL, (iii) for filing of application under Section 10 of the Insolvency and Bankruptcy Code, 2016 before the National Company Law Tribunal Kolkata Bench at Kolkata and (iv) to be placed on website of the Company. This report is not to be used for any other purpose or to be distributed by the Company to any other parties. Accordingly, I do not accept or assume any liability or any duty of care or for any other purpose or to any other party to whom it is shown or into whose hands it may come without my prior consent in writing.

Thanking you,

Yours faithfully,

**Anup Pandey & Associates**



**Anup Pandey**

Practicing Company Secretary

Membership No: A28052

CP No: 14626

**Kolkata; June 16<sup>th</sup>, 2020**