



KILBURN ENGINEERING LTD.

Plot No.6, MIDC - Saravali, Kalyan Bhiwandi Road, Distt. Thane 421 311 Maharashtra, India

☎ : +91 2522 283000 ☎ : +91 2522 281026 🌐 : www.kilburnengg.com

27th August, 2024

To
The Corporate Relationship Department
BSE Limited
P.J. Tower
Dalal Street, Fort
Mumbai - 400 001
Scrip Code: BSE 522101

To,
The Secretary
The Calcutta Stock Exchange Ltd.,
7, Lyons Range,
Kolkata – 700 001
Scrip Code: CSE 21022

Sub: Outcome of Board Meeting held on 27th August, 2024

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the Board of the Directors of the Company at their meeting held today i.e. 27th August, 2024 has inter-alia considered and approved the following:

1. Subject to the approval of the Members of the Company in the Annual General Meeting and appropriate authorities, issue and allotment of 17,32,500 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs.425/- (Rupees Four Hundred and Twenty Five only) on a Preferential Basis to Non-Promoters of the Company towards raising of additional capital by the Company pursuant to Section 42, 62 of the Companies Act, 2013 and Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 [“SEBI (ICDR) Regulations, 2018”] and subsequent amendments thereto:
2. Subject to the approval of the Members of the Company in the Annual General Meeting and appropriate authorities, issue and allotment of 4,70,000 fully paid-up equity shares of the Company having face value of Rs. 10/- (Rupee Ten Only) each at a price of Rs. 425/- (Rupees Four Hundred and Twenty Five only) on a Preferential Basis to the Shareholders of Monga Strayfield Private Limited (“Target Company”) being Non-Promoters towards non-cash consideration for acquisition of the target Company.
3. Subject to the approval of the Members of the Company in the Annual General Meeting and appropriate authorities, issue and allotment of 47,97,500 Convertible Warrants of the Company on a Preferential Basis to Promoters / Non-Promoters of the Company towards raising of additional capital by the Company pursuant to Section 42, 62 of the Companies Act, 2013 and Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 [“SEBI (ICDR) Regulations, 2018”] and subsequent amendments thereto:

Details as required for Preferential Issue under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular SEBI/HO/CFD/CFD- PoD-1/P/CIR/P/2023/123 dated 13th July, 2023 is as below:



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| Sr. No | Particulars | Details of Securities | | |
|--------|---|---|--|--|
| | | Equity Shares (For Cash Consideration) | Equity Shares (For non-cash consideration of the Target Company) | Convertible Warrants (For Cash consideration) |
| 1. | Type of securities proposed to be issued (viz. equity shares, convertibles etc.); | | | |
| 2. | Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.); | Preferential Allotment in accordance with Chapter V of the SEBI ICDR Regulations and other applicable act/laws | Preferential Allotment in accordance with Chapter V of the SEBI ICDR Regulations and other applicable act/laws | Preferential Allotment in accordance with Chapter V of the SEBI ICDR Regulations and other applicable act/laws |
| 3. | Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately); | The Company Shall issue and allot 17,82,500 Equity Shares at a price of Rs. 425/- each (includes a premium of Rs. 415/- each) aggregating to the amount of Rs. 75.76 crores to Non-Promoters. | The Company Shall issue and allot 4,70,000 Equity Shares at a price of Rs. 425/- each (includes a premium of Rs. 415/- each) to the Shareholders of the Target Company, being Non-Promoters, towards non-cash consideration for acquisition of M/s. Monga Strayfield Private Limited | The Company Shall issue and allot 47,97,500 convertible warrants at a price of Rs. 425/- each (to be converted into Equity Shares having Face value of Rs. 10/- at a premium of Rs. 415/- each) aggregating to the amount of Rs. 203.89 crores to Promoters / Non-Promoters. |
| 4. | In case of preferential issue the listed entity shall disclose the following additional details to the stock exchange(s): | | | |
| | i) Number of Investors | 19 | 5 | 17 |
| | ii) Names of the Investors | As per Annexure I | Mr. Kailash Monga Mr. Arun Monga | As per Annexure I |



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| Sr. No | Particulars | Details of Securities | | |
|--------|--|---|---|---|
| | | | | |
| | | | Mr. Amol Monga Mr. Rakesh Monga Mr. Ravi Nath | |
| | iii) issue price / allotted price (in case of convertibles), | Rs. 425/- each (includes a premium of Rs. 415/- each) | Rs. 425/- each (includes a premium of Rs. 415/- each) | Rs. 425/- each (includes a premium of Rs. 415/- each) |
| | iv) Post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors; | | | Issue Price for Convertible Warrants is determined in terms of SEBI (ICDR) Regulations, 2018. Convertible Warrants would be allotted only upon payment of 25% of the issue price of Warrants at the time of allotment of warrants. |
| | v). in case of convertibles - intimation on conversion of securities or on lapse of the tenure of the instrument; | Not Applicable | Not Applicable | Each Warrant is convertible into One (1) Equity Share and the conversion can be exercised at any time within a period of 18 months from the date of allotment of warrants, in one or more tranches, as the case may be and on such other terms and conditions as applicable. Option for conversion of Warrants into Equity Shares will be available upon payment of full price of warrant before such exercise of option. |

4. Notice of re-scheduled 36th Annual General Meeting pursuant to the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014 as required to be sent to the Shareholders of the Company.



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Disclosure for Annual General Meeting under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated 11th July, 2023 and SEBI Circular SEBI/HO/CFD/CFD-PoD-1/P/CIR/P/2023/123 dated 13th July, 2023 is as below:

| Date of Notice | The date of the Annual General Meeting Notice is 27 th August, 2024. | |
|---|---|---|
| Prescribed Details | Resolution to be passed | Manner of approval |
| Agenda / Resolutions Proposed | | |
| To receive, consider and adopt the Audited Standalone Financial Statement for the year ended 31st March, 2024 together with the Reports of Board of Directors and Auditors thereon. | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| To receive, consider and adopt the Audited Consolidated Financial Statement for the year ended 31st March, 2024 together with the Report of Auditors thereon. | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| To declare final dividend of Rs. 2/- per equity share for the Financial Year 2023 – 24 | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| To appoint a Director in place of Mr. Amritanshu Khaitan (holding DIN 00213413), who retires by rotation and being eligible offers himself for reappointment. | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| To appoint a Director in place of Mr. Aditya Khaitan (holding DIN 00023788), who retires by rotation and being eligible offers himself for reappointment. | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| To Re- Appoint M/s. V. Singhi & Associates, Chartered Accountants (FRN: 311017E) as Statutory Auditor of the Company. | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| Re-appointment of Mr. Mahesh Shah (DIN: 00405556), as an Independent Director for a second tenure of three years. | Special Resolution | Remote e-voting and e-voting during AGM |
| Revision of remuneration of Managing Director, Mr. Ranjit Pamo Lala w.e.f. 1st April, 2024. | Special Resolution | Remote e-voting and e-voting during AGM |



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| | | |
|--|---------------------|---|
| Revision of remuneration of Whole Time Director (Operations), Mr. Anil S. Karnad w.e.f. 1st April, 2024. | Special Resolution | Remote e-voting and e-voting during AGM |
| Ratification of Remuneration to Cost Auditor | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| Increase in Authorised Capital of the Company | Ordinary Resolution | Remote e-voting and e-voting during AGM |
| Increase in Limits for investments / Loans etc. u/s. 186 of the Companies Act, 2013 | Special Resolution | Remote e-voting and e-voting during AGM |
| Issue of Equity Shares on Preferential Allotment Basis for Cash Consideration to Investors in Public Category | Special Resolution | Remote e-voting and e-voting during AGM |
| Issue of Equity Shares on Preferential Allotment Basis for consideration other than cash to investors in Public category | Special Resolution | Remote e-voting and e-voting during AGM |
| Issue of Convertible warrants on Preferential Allotment Basis for cash consideration to investors in promoters and public category | Special Resolution | Remote e-voting and e-voting during AGM |

The meeting commenced at 4:30 P.M. and ended at 6:48 P.M.

Yours faithfully,

For **Kilburn Engineering Limited**

Arvind Bajoria

Company Secretary & DGM (Costing)

M.no. ACS – 15390

Encl : A/a



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Annexure I

| Sr. No. | Particulars | Equity Shares (for cash consideration) | Convertible Warrants | Category |
|---------|--|--|----------------------|----------------|
| 1. | Firstview Trading Private Limited | - | 10,00,000 | Promoter |
| 2. | Vivaya Enterprises Private Limited | - | 2,50,000 | Promoter Group |
| 3. | Ekta Credit Private Limited | - | 2,50,000 | Promoter Group |
| 4. | Ovata Equity Strategies Master Fund | 2,35,000 | 2,35,000 | Non - Promoter |
| 5. | COEUS Global Opportunities Fund | 3,00,000 | - | Non - Promoter |
| 6. | Tusk Investment Limited | - | 15,00,000 | Non - Promoter |
| 7. | Pragya Mercantile Private Limited | 4,00,000 | - | Non - Promoter |
| 8. | Salarpuria Investment Private Limited | 1,00,000 | 3,00,000 | Non - Promoter |
| 9. | Subhkari Nirman LLP | 1,00,000 | 3,00,000 | Non - Promoter |
| 10. | Maithan International | 1,00,000 | 3,00,000 | Non - Promoter |
| 11. | Shree Madhav Agencies Private Limited | 87,500 | 2,62,500 | Non - Promoter |
| 12. | Olympia Tech Park (Chennai) Pvt. Ltd. | 1,00,000 | 2,00,000 | Non - Promoter |
| 13. | JVS holdings LLP | 80,000 | - | Non - Promoter |
| 14. | Shalu Agarwal | 1,00,000 | - | Non - Promoter |
| 15. | Yuvsan Capital Advisory LLP | 35,000 | 35,000 | Non - Promoter |
| 16. | Zoom Industrial Services Limited | 35,000 | 35,000 | Non - Promoter |
| 17. | Jeevandas Mohata | 12,500 | 37,500 | Non - Promoter |
| 18. | Anup Agarwal | - | 47,500 | Non - Promoter |
| 19. | Godbalaji Commercial Private Limited | - | 25,000 | Non - Promoter |
| 20. | Sambhavi Pansari | 10,000 | 10,000 | Non - Promoter |
| 21. | Yogesh Bathia | 17,500 | - | Non - Promoter |
| 22. | Harish Sharma | 17,500 | - | Non - Promoter |
| 23. | Ritu Jain | 17,500 | - | Non - Promoter |
| 24. | Om Prakash Gandhi | 17,500 | - | Non - Promoter |



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| Sr. No. | Particulars | Equity Shares (for cash consideration) | Convertible Warrants | Category |
|---------|---------------|--|-------------------------|----------------|
| 25 | B.R. Nahar | 17,500 | - | Non - Promoter |
| 26 | P.S. Chaudhri | - | 10,000 | Non – Promoter |
| | Total | 17,82,500 | 47,97,500 | |