

**KINETIC ENGINEERING LIMITED**

Regd. Office : Kinetic Innovation Park, D-1 Block,
Plot No. 18/2, H. K. Firodia Road, MIDC,
Chinchwad, Pune - 411 019. (India)

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CIN : L35912MH1970PLC014819

Website : www.kineticindia.com

June 14th, 2016

To,
BSE Ltd.
Corporate Relationship Department
Phiroze Jeejeebhoy Toweres,
Dalal Street,
Mumbai- 400 001.

Scrip Code: 500240

Sub: Outcome of Postal Ballot

Dear Sir,

Please refer to our letter dated 29th April, 2016, informing about the proposal to seek the approval of the Shareholders of the Company, by way of Special Resolution, through Postal Ballot / e-voting, for:

Special Resolution authorizing the Board of Directors of the Company, for offer, issue and allot on preferential basis Equity Shares of the Company.

Special Resolution authorizing the Board of Directors of the Company, for offer, issue and allot on preferential basis Optionally Convertible Cumulative Preference Shares of the Company.

As set out in the notice of postal ballot dated 29th April, 2016, circulated to the Shareholders of the Company.

In terms of Regulation 44(3) of the SEBI Listing Obligation and Disclosure Requirement) Regulation, 2015, the voting results in the specified format are annexed for your information and records along with copy of the said scrutinizer's Report.

Further please note that Scrutinizer's Report containing the result of Postal Ballot/ E-Voting are available on the website of the Company www.kineticindia.com.

We also wish to inform you that the aforesaid special resolution have been approved by the shareholders with requisite majority.

This is for your information and records.

Thanking You.

Yours faithfully,
For Kinetic Engineering Limited

Rohit Purandare
Company Secretary



Encl.: A/a.

Annexure I

Format for Voting Results		June 14, 2016
Date of AGM/EGM/Postal Ballot		21768
Total No. of Shareholders on record date		By way of Postal Ballot hence not applicable
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group: Public:		By way of Postal Ballot hence not applicable
No. of Shareholders attended the meeting through Video Conferencing Promoter and Promoter Group: Public:		By way of Postal Ballot hence not applicable

Agenda wise disclosure

Resolution required: (Ordinary/Special)		Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Equity Shares of the Company – Special Resolution									
Whether promoter/promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – in against	% of Votes favour polled	% of Votes in votes	% of Votes against on votes polled		
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		7497168	100	7497168	(5)	100	0			
	Poll		-	-	-	-	-	-			
	Postal Ballot (if applicable)	7497268	-	-	-	-	-	-			
Public Institutions	Total		7497168	100	749168	0	100	0			100
	E-Voting		0	0	0	0	0	0			0
	Poll	144037	-	-	-	-	-	-			-
Public-Non Institutions	Postal Ballot (if applicable)		0	0	0	0	0	0			0
	Total		0	0	0	0	0	0			0
	E-Voting		4228361	49.81	3740699	487662	88.47	88.47			11.53
Total	Poll	8489403	597	0.01	597	-	100	-			-
	Postal Ballot (if applicable)		4228958	49.81	3741296	487662	88.47	88.47			11.53
	Total	16130708	11726126	0.01	11238464	487662	95.84	95.84			4.16



Resolution required: (Ordinary/Special)		Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Optionally Convertible Cumulative Preference Shares of the Company – Special Resolution									
Whether promoter/promoter group are interested in the agenda/resolution?		No									
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes favour	No. of Votes – in favour	No. of Votes – in against	% of Votes favour polled	Votes in on votes	% of Votes against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(4)	(5)	(6)=[(4)/(2)]*100	(6)	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		7497168	100	7497168	7497168	0	100	100	0	
	Poll		-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)	7497268	-	-	-	-	-	-	-	-	
	Total		7497168	100	7497168	7497168	0	100	100	100	
Public Institutions	E-Voting		0	0	0	0	0	0	0	0	
	Poll		-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)	144037	0	0	0	0	0	0	0	0	
	Total		0	0	0	0	0	0	0	0	
Public-Non Institutions	E-Voting		4228361	49.81	3740070	488291	488291	88.45	88.45	11.55	
	Poll		-	-	-	-	-	-	-	-	
	Postal Ballot (if applicable)	8489403	597	0.01	597	597	-	100	100	-	
	Total		4228958	49.81	3740667	488291	488291	88.45	88.45	11.55	
Total			11726126	72.69	11237835	488291	488291	95.84	95.84	4.16	





DVD & ASSOCIATE

Company Secretaries

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devendracs@gmail.co

Pune | Mumbai | Kolhapur | Yavatmal | Dui

Report of Scrutinizer on Postal Ballot Process

[Pursuant to section 108 and 110 of the companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To
Mr. Arun H. Firodia
Chairman
Kinetic Engineering Limited.
D1 Block, Plot No.18/2, Chinchwad, Pune-411019

Dear Sir,

Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the companies (Management and Administration) Rule , 2014

The Board of Directors of Kinetic Engineering Limited ('the Company') have vide resolution passed on 9th November 2015, decided to provide to the members of the Company, a facility to exercise their right on the resolution for:

Authorizing the Board of Directors of the Company, a) authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Equity Shares of the Company and b) authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Optionally Convertible Cumulative Preference Shares of the Company pursuant to the provisions of Section 108 & 110 of the companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules , 2014

I, Devendra V Deshpande, Company Secretary in Practice having membership No. FCS 6099, CP: 6515 Pune has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 9th November 2015 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 (ix) and Rule 22 of the Companies (Management and Administration) Rules , 2014 for the purpose of scrutinizing the e- voting process and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.



Pune Office: 3rd Floor, Samarth Building, Plot 14, Pinak Colony, Near Bank of India, Karve Nagar, Pune - 411 052

Mumbai office: Shiv Darshan, B Wing, 1102, Near Ahimsa Marg Junction, Near Ahimsa Towers, Off Link Road, Malad (W), Mumbai 400 064

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule relating to voting through electronic means and Postal ballot on the resolution mentioned above. My responsibility as a scrutinizer is restricted to ensure that the e-voting process and Postal Ballot is conducted in a fair and transparent manner and make the scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

The notice dated 29TH April 2016 was send to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act 2013.

The members of the company holding shares on the cutoff date i.e. 29TH April 2016 were entitled to vote on the resolutions proposed as set out in the notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from 14 May, 2016 at 9:00 a. m. and ended on 12 June, 2016 at 5:00 p. m.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of the shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com)
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 29TH April 2016 and whose email ids were not registered for e voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on 13TH June 2016 at 10 a. m in my presence.
8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 29TH APRIL 2016.



9. All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on 12TH June, 2016 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after 12th June 2016 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours of 12th June 2016.
11. I did not find any defaced or mutilated ballot paper.
12. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

1. A summary of the postal Ballot forms received is given below:

Sr. No.	Particulars	No. of postal Ballot forms	No. of shares
(a)	1. Total postal Ballot forms received.	5	597
	2. Total E-voting options received	28	11725529
	Total (1+2)	33	11726126
(b)	Less: Invalid postal Ballot Forms.	0	0
(c)	1. Net valid postal Ballot forms (As per register)	5	597
	2. Net E-voting options.	28	11725529
	Total (1+2)	33	11726126



13. The result of the e-voting is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Equity Shares of the Company.	Special	11237867	95.85	487662	4.15
2	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Optionally Convertible Cumulative Preference Shares of the Company	Special	11237238	96.86	488291	4.14

14. The result of the Physical Postal Ballot is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favor (In Numbers)	Votes in Favor (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Equity Shares of the Company.	Special	597	100	0	0
2	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Optionally Convertible Cumulative Preference Shares of the Company	Special	597	100	0	0



The Combined Result of e-voting and postal ballot the is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Equity Shares of the Company.	Special	11238464	95.85	487662	4.15
2	Special Resolution authorising the Board of Directors of the Company, for offer, issue and allot on Preferential basis Optionally Convertible Cumulative Preference Shares of the Company	Special	11237835	95.84	488291	4.16

15. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the result of the Postal Ballot and the same are handed over to the Company Secretary for safe custody.
16. **Result:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



Devendra V Deshpande
Scrutinizer appointed for the
e-voting process by the Board of Directors



Date: 13.06.2016
Place: Pune