

NOTICE

NOTICE is hereby given that the 46th Annual General Meeting of the shareholders of KINETIC ENGINEERING LIMITED will be held on Friday, 29th day of September, 2017 at 11: 00 a.m., at the Registered Office of the Company at D-1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune – 411 019, to transact the following business :

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statement as at 31st March, 2017, together with the Reports of Auditors and Directors thereon.
2. To appoint a Director in place of Mr. Arun H. Firodia (DIN: 00057324), who retires by rotation and is eligible for re-appointment.
3. To appoint auditors and fix their remuneration.

To consider and if thought fit, to pass the following as an Ordinary Resolution:

"RESOLVED that pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the Companies (Audit and Auditors) Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, Messrs Pawan Jain & Co. , Chartered Accountants (ICAI Firm Registration No. 101248W), be appointed as Statutory Auditors of the Company, in place of retiring Auditors Messrs PG Bhagwat., Chartered Accountants (ICAI Firm Registration Number 101118W), to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting (AGM) until the conclusion of the 51st AGM to be held in the year 2022 (subject to ratification of their appointment by the Members at every intervening AGM held after this AGM as may be required under the Act), at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit.

FURTHER RESOLVED that approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution

and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board of Directors
For **KINETIC ENGINEERING LIMITED**
Sourav Chowdhury
Company Secretary

Date: 31/08/2017

Place: Pune

Additional Information related to Item No. 3:

Pursuant to the provisions of section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, Messrs PG Bhagwat & Co., Chartered Accountants (ICAI Firm Registration Number 101118W), the present Auditors of the Company would be completing their term as Auditors. They hold office upto the conclusion of ensuing Annual General Meeting of the Company. Accordingly, the Board of Directors has recommended the appointment of Messrs Pawan Jain & Associates, Chartered Accountants (ICAI Firm Registration No. 101248W), as Statutory Auditors, in place of retiring Auditors Messrs PG Bhagwat & Co., Chartered Accountants, to hold office for a term of 5 (five) years from the conclusion of this Annual General Meeting until the conclusion of the 51st Annual General Meeting, at a remuneration to be determined by the Board of Directors of the Company in addition to out of pocket expenses as may be incurred by them during the course of the Audit. In terms of the requirements of the present proviso to section 139(1), the appointment of the new Auditors shall be subject to ratification by the Members at every intervening AGM held after this AGM.

NOTES:

- 1 A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER. A PERSON CAN ACT AS PROXY ON BEHALF OF MEMBERS UPTO AND NOT EXCEEDING FIFTY (50) AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY. FURTHER, A MEMBER



- HOLDING MORE THAN TEN PERCENT (10%) OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER. THE INSTRUMENT APPOINTING PROXY MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE TIME OF HOLDING THE MEETING.
- 2 During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
 - 3 An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 forms part of this Notice.
 - 4 Brief details of the Directors, who are seeking re-appointment, are annexed hereto as per requirements of provision of SEBI LODR regulation.
 - 5 Pursuant to the provisions of section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from 27/09/2017 to 29/09/2017 both days inclusive.
 - 6 The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Link Intime.
 - 7 In terms of section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the notice of annual general meeting and the annual report, including Financial statements, Board Report, etc. by electronic mode. The Company is accordingly forwarding soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the share transfer agent of the Company.
 - 8 To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Link Intime India Pvt. Ltd. on pune@linkintime.co.in.
 - 9 Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.
 - 10 Pursuant to section 72 of the Companies Act, 2013, members holding shares in physical form are advised to file nomination in the prescribed Form SH-13 (a copy of which is available on the website of the Company) with the Company's share transfer agent. In respect of shares held in electronic/demat form, the members may please contact their respective depository participant.
 - 11 Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.
 - 12 Members/Proxies are requested to bring the copies of annual reports to the meeting.
 - 13 Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
 - 14 Voting through electronic means
In terms of the provisions of section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and under the provision of SEBI(Listing Obligations and Disclosure Requirements) Regulation 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on 22nd September, 2017 (End of Day) being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform

provided by Central Depository Services (India) Limited (CDSL).

The instructions for shareholders voting electronically are as under:

The voting period begins on 26th September 2017 at 9.00 a.m. and ends on 28th September 2017 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22ND September 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- A. In case of Members receiving Notices of Annual General Meeting (AGM) through E-mail:
- (i) The shareholders should log on to the e-voting website www.evotingindia.com during the voting

period

- (ii) Click on Shareholders / Members
- (iii) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID;
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID;
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on "Login".
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given

For Members (Shareholders) holding shares in Demat Form and Physical Form

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Address Sticker.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the Electronic Voting Sequence Number (EVSN) of "KINETIC ENGINEERING LIMITED"
- (xi) On the voting page, you will see "RESOLUTION

DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.



(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

(xviii) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any,

should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- B. In case of Members receiving physical copy of Notice of AGM:
- (i) Please follow all steps from Sr. No. (i) to Sr. No. (xviii) above, to cast vote.
 - (ii) The voting period begins on Tuesday, 26th September, 2017 at 9.00 a.m. IST and ends on Thursday, 28th September, 2017 at 5.00 p.m. IST. During this period Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2017, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- C. In case you have any queries or issues regarding E-voting, you may refer the Frequently Asked Questions ("FAQs") and E-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- D. General Instruction:
- (i) You are advised to cast your vote only through one mode (E-voting or through Poll at the AGM). In case you cast your votes through both the modes, votes cast through E-voting shall only be considered and votes cast at meeting through Poll would be rejected.
 - (ii) The Company has appointed Mr. Dinesh Birla, Practicing Company Secretary, as the Scrutinizer for conducting the e-voting process in fair and transparent manner.

**"Details of Directors seeking appointment/ re-appointment at the Annual General Meeting
(In pursuance of Corporate Governance provision of SEBI LODR)"**

Name of Director	Mr. Arun H. Firodia
Age	72
DIN	00057324
Date of Appointment	1st July, 1987
Qualification	B. Tech M.S. (Ele. Engg.), M. S. (Management)
Expertise	Rich Experience in Automobile Industry more than 42 Years
Directorship as on 31st March, 2017	Jaya Hind Sciaky Ltd., Kinetic Communication Ltd., Kinetic Engineering Ltd., Kinetic Taigene Electrical Co. Pvt Ltd., Ducati Energia Pvt. Ltd., Kinetic Marketing and Services Ltd., Kinetic Auto Ltd., MV Agusta India Pvt Ltd., Kinetic Kids Products Pvt. Ltd., Karina Tourism and Adventures Pvt. Ltd., Kinetic Hankuk Electricals & Electronics Pvt Ltd,
Chairmanship/Membership of Committees of other Companies as on 31st March 2017	NIL
Shareholding in the Company	108473