

N O T I C E

NOTICE is hereby given that the 48th Annual General Meeting of the shareholders of **KINETIC ENGINEERING LIMITED** will be held on **Wednesday, the 28th day of August, 2019** at 11: 00 a.m., at the Registered Office of the Company at D-1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune – 411019, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2019, together with the Reports of Auditors and Directors thereon.

SPECIAL BUSINESS:

2. **To consider and, if thought fit, to pass, with or without modifications, the following as a Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Arun Hastimal Firodia (DIN: 00057324) aged 76 years, who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Non-Executive Director of the Company, liable to retire by rotation.”

RESOLVED FURTHER THAT Mr. Ajinkya Firodia, Managing Director be and is hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents with Registrar of Companies, as may be deemed expedient to give effect of the foregoing resolution.”

3. **To consider and, if thought fit, to pass, with or without modifications, the following as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Sections 149 read with Schedule IV, Section 152 & 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-

enactment(s) thereof, for the time being in force), **Mr. Rajiv Ishwarlal Ranka** (DIN: 392438) who qualifies for being so appointed and who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 17th July, 2019 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit proposing his candidature for the office of director, be and is hereby appointed as the Independent director of the Company, not liable to retire by rotation and to hold office for a period of 5 (five) consecutive years, i.e. upto 16th July, 2024.

RESOLVED FURTHER THAT Mr. Ajinkya Firodia, Managing Director be and is hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents with Registrar of Companies, as may be deemed expedient to give effect of the foregoing resolution.”

By Order of the Board of Directors
For **KINETIC ENGINEERING LIMITED**

A. H. Firodia
Chairman
(DIN : 00057324)

Date : July 17, 2019

Place: Pune

NOTES:

1. M/s Pawan Jain & Associates, Chartered Accountants, Pune were appointed as Statutory Auditors of the Company at the 46th Annual General Meeting held on 29th September, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting (“AGM”) has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
2. 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. 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.
3. A person can act as proxy on behalf of member's 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.
 4. Corporate Members/AOPs are required to send to the Company a certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the Annual General Meeting.
 5. 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.
 6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
 7. The Annual report along with the notice of annual general meeting is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, the 19th July, 2019.
 8. A person, whose name is recorded in the Register of Members or in the Register of Beneficial owners maintained by the depositories as on the "cut-off date" i.e. Wednesday, the 21st August, 2019 shall be entitled to avail the facility for remote e-voting or voting at the Annual General Meeting ("AGM") through Ballot. A person who is not a member on the cut-off date must treat this Notice for information only.
 9. 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 Thursday, the 22nd August, 2019 to Wednesday, the 28th August, 2019 (both days inclusive).
 10. The Notice of Meeting is also available on the company's website at www.kineticindia.com and the website of Central Depository Services Limited ("CDSL") at www.evotingindia.com.
 11. Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 12. (a) **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.**
 (b) **Pursuant to SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are requested to update their PAN and Bank details with the Registrar and Transfer Agent.***
 13. 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 has accordingly forwarded 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 Registrar and Transfer Agent of the Company. For members who have not registered their email ids, physical copies of the Annual Report 2018-19, Notice of the AGM along with Attendance slip, Electronic voting particulars and Proxy form are being sent to their registered addresses.
 14. As per the provisions of the Act, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Registrar and Transfer Agent or from the website of Ministry of Corporate Affairs at www.mca.gov.in.
 15. 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. at pune@linkintime.co.in.

16. 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.
17. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorizing their representative to attend the annual general meeting.
18. Members/Proxies are requested to bring the copies of annual reports to the meeting.
19. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
20. In case of any queries regarding content of Annual report, the same shall be received not less than ten days before the Annual General Meeting and it will be addressed within seven days of the conclusion of Annual General Meeting.
21. For those members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

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 provisions of Listing Regulations, 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 **Wednesday, the 21st August, 2019**

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:

- (i) The voting period begins from 9:00 a.m. on **Sunday, the 25th August, 2019** and ends on 5:00 p.m. on **Tuesday, the 27th August, 2019**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Wednesday, the 21st August, 2019** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

For Members 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) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. <ul style="list-style-type: none"> • 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 (iv).

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xii) 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.
- (xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) **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.**
- (xix) **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 e mailed 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.
- (xx) 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.
22. Persons, who have acquired shares and become Members of the Company after dispatch of Notice of the AGM, but before the **cut-off date**, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or kelinvestors@kineticindia.com. However, Members already registered with CDSL for remote e-Voting can use their existing user ID and passwords for casting their votes. If a Member has forgotten her / his password, she / he can reset her/ his password by using "Forgot User Details /Password" option available on helpdesk.evoting@cdslindia.com or contact

CDSL at the following toll free No.: 1800-225-533.

23. Voting rights of Members shall be in proportion to their share in the Company's paid-up equity share capital as on the **cut-off date**.
24. Mr. Dinesh Birla, FCS, (CP No. 13029), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting at venue of AGM and remote e-Voting processes to be conducted in a fair and transparent manner.
25. The Chairman / person shall, at the end of discussion on the Resolutions on which voting are to be held, allow voting by use of Ballot for those Members present at the AGM but have not cast their votes through the remote e-Voting facility.
26. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor or against, if any, to the Chairman / person of the Meeting or a person authorized by him / her in writing, who shall countersign the same and declare the results of the voting forthwith.
27. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.kineticindia.com, on the website of BSE www.bseindia.com and also on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman / person of the Meeting or the person authorized by him / her in writing.
28. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.
29. The Route Map of the venue of the AGM is given at the end of this Notice.

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 2: Re-appointment of Mr. Arun H. Firodia as Non-Executive Director

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

The Board hereby recommends for the reappointment of **Mr. Arun H. Firodia** (DIN: 00057324) aged 76 years, as Non-Executive Director of the Company who will retire by rotation.

The Board of Directors is of the opinion that **Mr. Arun H. Firodia** is a person of integrity; possess relevant expertise and vast experience. His association as Non-executive director will be beneficial and in the best interest of the Company. The brief resume of said Director as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolution as mentioned in item no. 2 of this Notice for approval of the Members of the Company.

Mr. Arun H. Firodia, Dr. Jayashree A. Firodia, Mrs. Sulajja Firodia Motwani and Mr. Ajinkya Firodia may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 2 of the Notice. Except these, none of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution.

Item No. 3: Appointment of Mr. Rajiv Ishwarlal Ranka as Independent Director

The Board, at its meeting held on 17th July, 2019 appointed **Mr. Rajiv Ishwarlal Ranka** as Independent Director (additional) of the Company, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from **Mr. Rajiv Ishwarlal Ranka** to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Rajiv Ishwarlal Ranka to the effect that he is not disqualified under subsection (2) of Section 164 of the Act, and (iii) a declaration to the effect that he meets the criteria of independence as provided in subsection (6) of Section 149 of the Act.

Mr. Rajiv Ishwarlal Ranka is having more than 35 years of rich experience of Automotive and allied industries. In the opinion of the Board, Mr. Rajiv Ishwarlal Ranka fulfills the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the draft letters for his appointment as an Independent Director setting out the terms and conditions is available for inspection, without any fee, by the members at the Company's registered office during normal business hours on working days.

The brief resume of said Director as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The resolution seeks the approval of members for the appointment of **Mr. Rajiv Ishwarlal Ranka** as an Independent Director of the Company for a period of five years up to 16th July, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except **Mr. Rajiv Ishwarlal Ranka** to whom the resolution relates, is interested in or concerned with the resolution in Item no. 3.

Your Board recommends the resolution set forth in Item no. 3 for the approval of the members by Ordinary Resolution.

Annexure - A

“Details of Directors seeking appointment/ re-appointment at the Annual General Meeting [In pursuance of Corporate Governance provision of Listing Regulations, 2015]”		
Name of the Director	Mr. Arun Hastimal Firodia	Mr. Rajiv Ishwarlal Ranka
Age	76 years	66 years
DIN	00057234	00392438
Date of Appointment	01.07.1987	17.07.2019
Qualification	B. Tech, M.S.(Electrical Engg.), M.S.(Management)	B.E. (Hons)
Directorship as on 31st March, 2019	Kinetic Auto Limited, Jaya Hind Sciaky Limited, Kinetic Marketing & Services Limited, Norton Motoroyale (I) Pvt. Ltd., Kinetic Kids Product Pvt. Ltd., MV Agusta (I) Pvt. Ltd., Kinetic Taigene electrical Company Pvt Ltd, Karina tourism and adventures Pvt Ltd., Kinetic Hankuk electricals & electronics Pvt Ltd.	Alpha Foam Limited, Bajaj Steel Industries Limited
Chairmanship/Membership of Committees of other Companies as on 31st March, 2019.	Nil	Bajaj Steel Industries Limited
Shareholding in the Company	141230	Nil



Route Map for 48th Annual General Meeting

Venue: Registered Office - D-1 Block, Plot No. 18/2,
MIDC, Chinchwad, Pune – 411019.

