

**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)

Tele. : +91-20-66142049
Fax : +91-20-66142088 / 89

CIN : L35912MH1970PLC014819

Website : www.kineticindia.com

Date: 01.03.2018

To,
Listing Compliance Department,
Ground floor, P.J. Towers,
Dalal Street, Fort,
Mumbai- 400 001
Fax Nos. 022-22723121

Scrip ID: 500240

Subject: Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

We refer to our communication dated February 12, 2018, wherein we had inter-alia informed that the Board of Directors of the Company had, at its Meeting held on February 12, 2018, approved certain transactions to be carried on by Postal Ballot.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Postal Ballot Notice dated February 12, 2018 together with the Explanatory statement and Postal Ballot Form which is being disseminated to the Members of the Company, whose name appear on the Register of Members as on February 23, 2018.

This is for your information and record.

Thanking you,

For Kinetic Engineering Limited



Deepal Shah
Company Secretary



Encl: a/a

KINETIC ENGINEERING LIMITED

Regd Off.: D1 Block, Plot No.18/2, M.I.D.C, Chinchwad, Pune – 411 019.
Tel No. +91-20-66142049, Fax No: +91-20-66142088/89
CIN: L35912MH1970PLC014819 Website: www.kineticindia.com
E-mail.: kelinvestors@kineticindia.com, deepal.shah@kineticindia.com

NOTICE OF THE POSTAL BALLOT

(Notice Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read with Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolution as set out in this Notice are proposed to be passed by the Members of Kinetic Engineering Ltd (the "Company"), through Postal Ballot / Electronic Voting (e-voting).

The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the Postal Ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting will commence on Sunday, March 4, 2018 (09.00 a.m.) and end on Monday, April 2, 2018 (5.00 p.m.). Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the Postal Ballot form attached herewith.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of the scrutiny of the Postal Ballots (physical and e-voting) in a fair and transparent manner. The results of the Voting by Postal Ballot will be declared / announced by the Chairman of the Company by Tuesday, April 3, 2018 at 5.00 p.m. at the Registered Office of the Company at D-1 Block, Plot no. 18/2, M.I.D.C., Chinchwad, Pune- 4110189. The results of the Postal Ballot will be posted on the Company's website (www.kineticindia.com) and on the website of CDSL (www.cdslindia.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com.

The Proposed Resolution along with the Explanatory statement pertaining to the aforesaid resolutions setting out the material facts as required under section 102 of the Companies Act, 2013 are annexed hereto along with Postal Ballot form for your consideration.

SPECIAL BUSINESS

1. Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 13 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Memorandum of Association pursuant to the Act, be and is hereby approved and adopted as new set of Memorandum of Association in the place of existing Memorandum of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

2. Adoption of new set of Articles of Association of Company pursuant to the Companies Act, 2013

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 5 and 14 of Companies Act, 2013 ('the Act'), Schedule I made thereunder, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association pursuant to the Act primarily based on the Form of Table F under the Act, be and is hereby approved and adopted as new set of Articles of Association in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving full effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, expedient, proper or desirable and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be required to give effect to the above resolution(s)."

3. To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186(2) and all other applicable provisions, if any, of the Companies Act, 2013 (the 'Act'), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other

approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'the Board' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 25,00,00,000 (Rupees Twenty Five Crores only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company."

4. **To reiterate the Resolution No. 4 passed by the members of the Company in the 44th Annual General Meeting of the Company held on September 30, 2015 pertaining to Issue of Equity Shares on Preferential Basis**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under('Act') and in continuance with the resolution No. 4 ('former resolution') passed by the members in the 44th Annual General Meeting dated September 30, 2015 and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder, and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to regularize the former resolution, i.e. to create, issue, offer and allot 2,24,359 (Two Lakhs Twenty Four Thousand Three Hundred Fifty Nine) Equity shares passed by the members in the 44th Annual General Meeting of the Company dated September 30, 2015 :-

1. By substituting the following point in place of existing point (l) in the Explanatory Statement of the notice of the abovesaid Meeting :-

(l) Undertakings:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.
3. By adding the following points after the point (l) in the Explanatory Statement of the notice of the above said Meeting :-

(m) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

Micro Age Instruments Private Limited, a Promoter Group entity, which will be subscribing equity shares in the preferential issue, none of the other Promoters, Directors or Key Management Personnel of the Company intends to apply or are being issued Equity Shares.

(n) The number of persons to whom allotments on preferential basis have already been made during the year, in terms of number of securities as well as price:

There was no allotment on preferential basis that have been made by the Company during the year.

"RESOLVED FURTHER THAT the "Relevant Date" as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares is August 31, 2015 and the 'Relevant Date' as mentioned in the former resolution dated September 30, 2015 i.e. August 30, 2015, be and is hereby rectified and same shall be read as August 31, 2015 as the Relevant Date shall be 30 days prior to the date of passing of the Special Resolution."

"RESOLVED FURTHER THAT this resolution shall be read along with the former resolution passed by the members, and shall form an operative and integral part of the former resolution."

"RESOLVED FURTHER THAT except for the rectification in the former resolution set out herein, all the other terms and conditions of the former resolution shall remain in full force and effect."

"RESOLVED THAT any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby jointly or severally authorized to file, application for In-principle approval to the Stock Exchange and as required under Section 24A of the Securities and Exchange Board of India Act, 1992 before the Securities Appellate Tribunal (SAT) or before appropriate Court and/ or such other judicial/quasi-judicial and/or administrative authority(ies) as may be deemed appropriate and advised to by the legal

counsels, such petition(s)/ application(s) including any application for compounding on behalf of the Company, in connection with the violation of provisions of the Securities and Exchange Board of India Act, 1992 or any rules or regulations made thereunder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

5. **To reiterate the Resolution No. 1 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Equity Shares on Preferential Basis**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 42, Section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under(‘Act’) and in continuance with the resolution No. 1 (‘former resolution’) passed by the members through Postal Ballot dated June 12, 2016 and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to regularize the former resolution, i.e. to create, issue, offer and allot 6,00,000 (Six Lakh) Equity shares passed by the members through Postal Ballot dated June 12, 2016, by adding the following points after the point (l) in the Explanatory Statement of the notice of the abovesaid Meeting :-

(m) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

None of the Promoters, Directors or Key Managerial Personnel, intends to subscribe to any shares pursuant to this preferential issue of equity shares.

(n) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

There was no allotment on preferential basis that have been made by the Company during the year.

“**RESOLVED FURTHER THAT** the “Relevant Date” as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares is May 13, 2016 and the ‘Relevant Date’ as mentioned in the former resolution dated June 12, 2016 i.e. May 11, 2016, be and is hereby rectified and same shall be read as May 13, 2016 as the Relevant Date shall be 30 days prior to the date of passing of the Special Resolution.”

“**RESOLVED FURTHER THAT** this resolution shall be read along with the former resolution passed by the members, and shall form an operative and integral part of the former resolution.”

“**RESOLVED FURTHER THAT** except for the rectification in the former resolution set out herein, all the other terms and conditions of the former resolution shall remain in full force and effect.”

“**RESOLVED THAT** any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby jointly or severally authorized to file, application for In-principle approval to the Stock Exchange and as required under Section 24A of the Securities and Exchange Board of India Act, 1992 before the Securities Appellate Tribunal (SAT) or before appropriate Court and/ or such other judicial/quasi-judicial and/or administrative authority(ies) as may be deemed appropriate and advised to by the legal counsels, such petition(s)/ application(s) including any application for compounding on behalf of the Company, in connection with the violation of provisions of the Securities and Exchange Board of India Act, 1992 or any rules or regulations made thereunder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contacts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

6. **To reiterate the Resolution No. 2 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Preference Shares on Preferential Basis**

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as Special Resolution:

“**RESOLVED THAT** pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under(‘Act’) and in continuance with the resolution No. 2 (‘former resolution’) passed by the members through Postal Ballot dated June 12, 2016 and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board

in its absolute discretion, the consent of the Company be and is hereby accorded to regularize the former resolution, i.e to create, issue, offer and allot 9,92,639 (Nine Lakhs Ninety Two Thousand Six Hundred Thirty Nine) 8.5% Optionally Convertible Cumulative Preference Shares ('OCCPS') passed by the members through Postal Ballot dated June 12, 2016:-

1. By substituting the following point in place of existing point c) in the Item No. 2 of the notice of the above said Meeting :-
 - c) Terms of conversion : The proposed allottees may opt for conversion OCCPS into Equity Shares of face value Rs. 10/- (Rupees Ten Only) each at any time within 18 months from the date of allotment on the terms and conditions mentioned hereinafter in this Resolution and the balance shall be redeemed at the end of 10 years from the date of allotment of shares.
2. By adding the following points after the existing point “_- Shareholding Pattern before and after the issue of shares involved in the present resolution is as below” in the Explanatory Statement of the notice of the above said Meeting :-

(l) Undertakings:

In terms of the SEBI ICDR Regulations, the Company hereby undertakes that:

1. It shall re-compute the price of the Equity Shares issued in terms of the provisions of SEBI ICDR Regulations, where it is required to do so.
2. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the underlying Equity Shares shall continue to be locked-in till the time such amount is paid by the proposed allottee.

(m) Intention of promoters, directors or key managerial personnel to subscribe to the offer:

Micro Age Instruments Private Limited, Mr. Arun Firodia and Mrs. Jayashree Firodia, Promoters of the Company, which will be subscribing OCCPS in the preferential issue, none of the other Promoters, Directors or Key Management Personnel of the Company intends to apply or are being issued Equity Shares.

(n) The number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

There was no allotment on preferential basis that have been made by the Company during the year.

“RESOLVED FURTHER THAT the “Price” as per Regulation 76 of SEBI ICDR Regulations i.e. the minimum issue price for the issue of equity shares is Rs. 91.01 and the ‘Price’ where ever mentioned in the former resolution dated June 12, 2016 and its explanatory statement i.e. Rs. 89.66, be and is hereby rectified and same shall be read as Rs. 91.01”

“RESOLVED FURTHER THAT this resolution shall be read along with the former resolution passed by the members, and shall form an operative and integral part of the former resolution.”

“RESOLVED FURTHER THAT except for the rectification in the former resolution set out herein, all the other terms and conditions of the former resolution shall remain in full force and effect.”

“RESOLVED THAT any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby jointly or severally authorized to file, application for In-principle approval to the Stock Exchange and as required under Section 24A of the Securities and Exchange Board of India Act, 1992 before the Securities Appellate Tribunal (SAT) or before appropriate Court and/or such other judicial/quasi-judicial and/or administrative authority(ies) as may be deemed appropriate and advised to by the legal counsels, such petition(s)/ application(s) including any application for compounding on behalf of the Company, in connection with the violation of provisions of the Securities and Exchange Board of India Act, 1992 or any rules or regulations made thereunder.”

“RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contacts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

7. To reiterate the Resolution No. 1 passed by the members of the Company through Postal Ballot dated May 15, 2017 pertaining to Issue of Equity Shares on Preferential Basis

To consider and, if thought fit, to pass, with or without modification(s), if any, the following resolution as Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 42, section 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and the applicable Rules made there under(‘Act’) and in continuance with the resolution No. 1 (‘former resolution’) passed by the members through Postal Ballot dated May 15, 2017 and subject to requisite approvals, consents, permission and / or sanctions from RBI, SEBI, Stock Exchanges and any other appropriate authorities to the extent applicable and subject to such conditions and modifications as may be prescribed, stipulated or imposed by any of them while granting any such approvals, consents, permission, and / or sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred hereunder), and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Company be and is hereby accorded to regularize the former resolution, i.e. to create, issue, offer and allot 7,31,707 (Seven Lakhs Thirty One Thousand Seven Hundred and Seven Only) Equity shares passed by the members through Postal Ballot dated May 15, 2017, the “Relevant Date” as per SEBI ICDR Regulations for the purpose of determining the minimum issue price for the issue of equity shares is April 13, 2017 and the ‘Relevant Date’ as mentioned in the former resolution i.e. April 14, 2017, be and is hereby rectified and same shall be read as April 13, 2017 as the Relevant Date shall be 30 days prior to the date of passing of the Special Resolution.”

“RESOLVED FURTHER THAT this resolution shall be read along with the former resolution passed by the members, and shall form an operative and integral part of the former resolution.”

“**RESOLVED FURTHER THAT** except for the rectification in the former resolution set out herein, all the other terms and conditions of the former resolution shall remain in full force and effect.”

“**RESOLVED FURTHER THAT** any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and are hereby jointly or severally authorised to file, application for In-principle approval to the Stock Exchange and as required under Section 24A of the Securities and Exchange Board of India Act, 1992 before the Securities Appellate Tribunal (SAT) or before appropriate Court and/or such other judicial/quasi-judicial and/or administrative authority(ies) as may be deemed appropriate and advised to by the legal counsels, such petition(s)/ application(s) including any application for compounding on behalf of the Company, in connection with the violation of provisions of the Securities and Exchange Board of India Act, 1992 or any rules or regulations made thereunder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any of the Directors and Ms. Deepal Shah, Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modification or changes to the foregoing (including modification to the terms of issue) entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit and to settle all questions, difficulties or doubt that may arise in regard to the offer, issue and allotment of the equity shares and utilization of proceeds of the issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.”

By Order of the Board of Directors

For Kinetic Engineering Ltd

Deepal Shah

Company Secretary and Compliance Officer

Date: February 12, 2018

Place: Pune

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the Shareholders by registered post /courier and electronically by e-mail to those Shareholders who have registered their e-mail ids with the Company / registrar and share transfer agents / NSDL / CDSL, whose names appear in the register of members / list of beneficial owners as received from NSDL / CDSL as on February 23, 2018 (“cut-off date”). Any person who is a shareholder as on the cut-off date may cast their vote by ballot or by e voting. The Notice will be displayed on the website of the Company (www.kineticindia.com) and on the website of CDSL (www.evotingindia.com).
3. The date of dispatch of the Notice and the Explanatory Statement along with the Postal Ballot papers will be announced through advertisement in the following newspapers: (i) English language Newspaper; and (ii) Marathi language Newspaper, having wide circulation in the district where the registered office of Company is situated.
4. The Board of Directors of the Company (the “Board”) has appointed Mr. Dinesh Birla of M/s Dinesh Birla & Associates Practicing Company Secretary (Membership No. F-7658) as a Scrutinizer to conduct the Postal Ballot and e-voting process in a fair and transparent manner.
5. A Postal Ballot form along with self-addressed postage business reply envelope is also enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached Postal Ballot form. Shareholders who have received the Postal Ballot notice by e-mail and who wish to vote through Postal Ballot form can download the Postal Ballot form from the Company’s website www.kineticindia.com or seek duplicate Postal Ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed Postal Ballot form in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer so as to reach the Scrutinizer before 5:00 p.m. on or before April 2, 2018. Any Postal Ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
6. Incomplete, unsigned, improperly or incorrectly tick marked Postal Ballot forms will be rejected. There will be only 1 (one) Postal Ballot form for every registered folio/ client ID irrespective of the number of joint members.

The Postal Ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the Postal Ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed Postal Ballot form should be accompanied by a certified copy of the board resolution /authorisation giving the requisite authority to the person voting on the Postal Ballot form. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the Postal Ballots including e-votes submitted. The Scrutinizer’s decision on the validity of the vote (including e-votes) shall be final. The results of the Postal Ballot including e-voting will be announced by **Tuesday, April 3, 2018** at the registered office of the Company situated at D1 Block, Plot no. 18/2, M.I.D.C., Chinchwad, Pune – 411 019. The results, together with the Scrutinizer’s Report, will be displayed at the registered office of the Company and on the website of the Company www.kineticindia.com, besides being communicated to BSE Limited.

7. Kindly note that the Shareholder can opt for only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for

e-voting, then do not vote by physical ballot and vice versa. However, in case Shareholder(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.

8. The vote on Postal Ballot cannot be exercised through proxy.
9. The e-voting period commences on Sunday, March 4, 2018 (09:00 a.m. IST) and ends on Monday, April 2, 2018 (5:00 p.m. IST). During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. Friday, February 23, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting after 5.00 p.m. on Monday, April 2, 2018 (IST.). Once the vote on the resolution is cast by a Shareholder, he or she will not be allowed to change it subsequently.
10. Voting through Electronic Means

The instructions for members for remote e-voting are as under:

The voting period begins on Sunday, March 4, 2018 at 9.00 a.m. and ends on Monday, April 2, 2018 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 February 23, 2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders/Members
- c) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) For NSDL: 8 Character DP Id followed by 8 Digit Client Id.
 - (iii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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 Address Stick 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 the instruction (c).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN of the Company "KINETIC ENGINEERING LIMITED"
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) 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.
- q) **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.**
- r) 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the Scrutinizer to verify the same.
- s) 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.
- t) The Scrutinizer shall unblock the remote e-voting facility at the end of the e-voting period, in presence of atleast two witnesses not in the employment of the Company and make a Scrutinizers report of the votes cast in favor or against if any, to the Chairman.
- u) The Chairman shall declare the result of the voting and the Company shall submit it to the Stock Exchanges within forty eight hours of April 3, 2018. The results declared along with the Scrutinizer’s report shall be placed on the Company’s website: www.kineticindia.com and shall be communicated to BSE Limited, where the shares of the Company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1 to 7:-

Item No. 1: Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013

The Memorandum of Association (“MoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1970. The existing Memorandum of Association is in line with the erstwhile Companies Act 1956, and was containing a category of “ Other objects” which is no longer in conformity with the format specified under Companies Act, 2013.

Given this position, it is considered expedient to wholly replace the existing Memorandum of Association by a new set of Memorandum wherein there are no changes in the Main objects and ancillary/incidental objects as mentioned in category (A) & (B) respectively.

Hence the Board of Directors at its meeting held on February 12, 2018 decided to adopt new set of Memorandum in place of existing Memorandum of Association of the Company and seek shareholders’ approval for the same. In terms of section 5 and 13 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Memorandum of Association of the Company.

The draft of the amended Memorandum of Association proposed for approval, are circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day.

Your Directors commend passing of this resolution by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 2: Adoption of new set of Articles of Association of Company pursuant to the Companies Act, 2013

The Articles of Association (“AoA”) of the Company is presently in force since its incorporation of the Company i.e. year 1970. The existing Articles of Association are in line with the erstwhile Companies Act 1956, which are thus no longer in full conformity with the Companies Act, 2013 (‘New Act’). The New Act is now largely in force and substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act, several articles of the existing Articles of Association of the Company require alteration / deletions. Given this position, it is considered expedient to wholly replace the existing Articles of Association by a new set of Articles.

It is thus expedient to adopt new set of Articles of Association (primarily based on Table F set out under the Companies Act, 2013), in place of existing Articles of Association of the Company instead of amending the Articles of Association by alteration/incorporation of provisions of the Companies Act, 2013.

Hence the Board of Directors at its meeting held on February 12, 2018 decided to adopt new set of Articles in place of existing Articles of Association of the Company and seek shareholders’ approval for the same. In terms of section 5 and 14 of the Companies Act, 2013, the consent of the members by way of Special Resolution is required for adoption of new set of Articles of Association of the Company.

The draft of the amended Articles of Association proposed for approval, are circulated along with this notice of the Extraordinary General Meeting and also available for inspection by the shareholders of the Company during normal business hours at the Registered office of the Company and copies thereof shall also be made available for inspection at the Registered Office of the Company and also at the place of the meeting on the meeting day.

Your Directors commend passing of this resolution by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Item No. 3: To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Shareholders by means of a Special Resolution.

In order to meet these funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby propose the increase in the limits U/s 186(2) to Rs. 25,00,00,000 (Rupees Twenty Five Crores) over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company.

Item No. 4: Reiteration of the Resolution No. 4 passed by the members of the Company in the 44th Annual General Meeting of the Company held on September 30, 2015 pertaining to Issue of Equity shares on Preferential Basis.

The Members of the Company approved the issue of equity shares on preferential basis by passing Special Resolution in the 44th Annual General Meeting of the Company held on September 30, 2015. The said resolution mentioned the 'relevant date' as August 30, 2015, for the purpose of determining the minimum issue price for the issue of equity shares, as per SEBI ICDR Regulations. However, the relevant date shall be 30 days prior to the date of passing of the Special Resolution, hence the Board proposes to rectify the relevant date as August 31, 2015 in the said resolution as per Regulation 71 of the SEBI ICDR Regulations and regularize the said resolution by making certain changes as per the requirements laid down in the SEBI ICDR Regulations and the Companies Act, 2013.

Approval of the members is, therefore, sought for reiteration of the above said resolution pertaining to Issue of Equity shares on Preferential Basis.

The Board recommends the Special Resolution mentioned at Item No. 4 of the notice for approval by the members.

None of the Directors, except Mr. Arun H. Firodia, Ms. Jayashree Arun Firodia, Ms. Sulajja Firodia Motwani and Mr. Ajinkya A. Firodia, any other Key managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the Special Resolution.

Item No. 5: Reiteration of the Resolution No. 1 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Equity Shares on Preferential Basis

The Members of the Company approved the issue of equity shares on preferential basis by passing resolution through Postal Ballot dated June 12, 2016. The said resolution mentioned the 'relevant date' as May 11, 2016, for the purpose of determining the minimum issue price for the issue of equity shares, as per SEBI ICDR Regulations. However, the relevant date shall be 30 days prior to the date of passing of the Special Resolution, hence the Board proposes to rectify the relevant date as May 13, 2016 in the said resolution as per Regulation 71 of the SEBI ICDR Regulations and regularize the said resolution by making certain changes as per the requirements laid down in the SEBI ICDR Regulations and the Companies Act, 2013.

Approval of the members is, therefore, sought for reiteration of the above said resolution pertaining to Issue of Equity shares on Preferential Basis.

The Board recommends the Special Resolution mentioned at Item No. 5 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

Item No. 6: Reiteration of the Resolution No. 2 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Preference Shares on Preferential Basis

The Members of the Company approved the issue of equity shares on preferential basis by passing resolution through Postal Ballot dated June 12, 2016. The Board proposes to regularize the said resolution by making certain changes in the terms of conversion and changes as per the other requirements laid down in the SEBI ICDR Regulations and the Companies Act, 2013.

Approval of the members is, therefore, sought for reiteration of the above said resolution pertaining to Issue of Optionally Convertible Cumulative Preference Shares ('OCCPS') on Preferential Basis.

The Board recommends the Special Resolution mentioned at Item No. 6 of the notice for approval by the members.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

Item No. 7: Reiteration of the Resolution No. 1 passed by the members of the Company through Postal Ballot dated May 15, 2017 pertaining to Issue of Equity Shares on Preferential Basis

The Members of the Company approved the issue of equity shares on preferential basis by passing resolution through Postal Ballot dated May 15, 2017. The said resolution mentioned the 'relevant date' as April 14, 2017, for the purpose of determining the minimum issue price for the issue of equity shares, as per SEBI ICDR Regulations. However, the relevant date shall be 30 days prior to the date of passing of the Special Resolution, hence the Board proposes to rectify the relevant date as April 13, 2017 in the said resolution as per Regulation 71 of the SEBI ICDR Regulations and regularize the said resolution by making certain changes as per the requirements laid down in the SEBI ICDR Regulations and the Companies Act, 2013.

Approval of the members is, therefore, sought for reiteration of the above said resolution pertaining to Issue of Equity shares on Preferential Basis.

The Board recommends the Special Resolution mentioned at Item No. 7 of the notice for approval by the members.

None of the Directors except Mr. Ajinkya A. Firodia or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the Special Resolution, except to the extent of their individual equity shareholding in the Company.

By Order of the Board of Directors
For Kinetic Engineering Limited

Deepal Shah
Company Secretary and Compliance Officer

Date: February 12, 2018
Place: Pune
Encl: Postage pre-paid Envelope

KINETIC ENGINEERING LIMITED

Regd Off.: D1 Block, Plot No.18/2, M.I.D.C, Chinchwad, Pune – 411 019.

Tel No. +91-20-66142049, Fax No: +91-20-66142088/89

CIN: L35912MH1970PLC014819 Website: www.kineticindia.com

E-mail.: kelinvestors@kineticindia.com, deepal.shah@kineticindia.com

POSTAL BALLOT FORM

(Please read the instructions printed carefully before completing this form)

Postal Ballot No.	
1	Name & Registered address of Sole / First named Shareholder (In BLOCK LETTERS)
2	Name(s) of the joint Shareholder(s), if any, (In BLOCK LETTERS)
3	Registered Folio No.* / DP ID & Client ID
4	No. of Equity Shares held

(*Applicable to members holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the Special business stated in the Postal Ballot Notice of "Kinetic Engineering Ltd" ("the Company") dated February 12, 2018 by conveying my / our assent / dissent to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Description	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
1. Special Resolution for adoption of new set of Memorandum of Association of the Company pursuant to the Companies Act, 2013.			
2. Special Resolution for adoption of new set of Articles of Association of company pursuant to the Companies Act, 2013.			
3. Special Resolution to increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.			
4. Special Resolution for reiteration of the Resolution No. 4 passed by the members of the Company in the 44th Annual General Meeting of the company held on September 30, 2015 pertaining to Issue of shares on Preferential Basis.			
5. Special Resolution for reiteration of the Resolution No. 1 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Equity Shares on Preferential Basis.			
6. Special Resolution for reiteration of the Resolution No. 2 passed by the members of the Company through Postal Ballot dated June 12, 2016 pertaining to Issue of Preference Shares on Preferential Basis.			
7. Special Resolution for reiteration the Resolution No. 1 passed by the members of the Company through Postal Ballot dated May 15 th , 2017 pertaining to Issue of Equity Shares on Preferential Basis.			

If the voting rights are exercised electronically, there is no need to use this Form.

Date: February 12, 2018

Place: Pune

Signature of the Member / Authorised Representative)

ELECTRONIC VOTING PARTICULARS

EVSN (Electronic Voting Sequence Number)	USER ID	PAN/SEQUENCE NUMBER
180221006		

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

Please read carefully the instruction overleaf before completing this Ballot Form

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e voting shall prevail and voting done by Postal Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise his / her / its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the scrutinizer Mr. Dinesh Birla, Dinesh Birla & Associates, Practicing Company Secretary (Membership No. F7658) ("Scrutinizer") at M-504, MSR Queenstown, Near Lokmanya hospital, Behind Chinchwad railway station, Udyog Nagar, Chinchwad, Pune-411033 or Link Intime India Private Ltd, C-101, 247 Park, L.B.S. Marg, Vikroli (West) , Mumbai- 400 083 in the attached self-addressed business reply envelope, on or before close of working hours (5.00 P.M) on Monday, April 2, 2018. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered / speed post at the expense of the Member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company and the Registrar & Transfer agent.
3. This Postal Ballot form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence by the next named Member. In case postal ballot form is signed through a Delegate, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (V) mark in the appropriate column.
5. Duly completed postal ballot form should reach the Scrutinizer or the Registrar & Transfer Agent, not later than 5.00 P.M. on April 2, 2018. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
6. There will be only one postal ballot form for every folio irrespective of the number of joint Member (s).
7. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / authority letter.
8. A Member may request for duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e. 5.00 P.M. on April 2, 2018.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on February 23, 2018.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self -addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Member need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.

The result of the postal ballot will also be posted on the website of the Company www.kineticindia.com.

The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.

The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the company / RTA). In case of joint holding, this Form must be completed and signed by the first named member and in his / her absence, by the next named member.

Voting through Postal Ballot cannot be exercised by proxies.

A member, including the member who has not opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registrars of the Company, Link Intime India pvt ltd, Pune.

The result of the Postal Ballot shall be announced by April 3, 2018 at the registered office of the Company at D1 Block, Plot No.18/2, Chinchwad, Pune - 411019 and the same will also be posted on website of the Company.