

**KINETIC ENGINEERING LIMITED**

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

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CIN : L35912MH1970PLC014819

Website : www.kineticindia.com

To,

Date: 29.09.2017

Corporate Service Department
Bombay Stock Exchange Limited
P.J.Tower, Dalal Street
Mumbai-400002

Script Code: 500240

Subject: Submission of Annual Report as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

Dear Sir,

With reference to the above, please find attached here with the Voting Results pertaining to the Resolutions duly approved and adopted by the Shareholders of the Company at 46th Annual General Meeting held on Friday, 29th September, 2017.

This is for your information and record.

Thanking you

For KinetiC Engineering Limited

Deepal Shah
Company Secretary



**FORM No. MGT-13
Report of Scrutinizer(s)**

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]
SCRUTINIZER'S REPORT FOR POLL

To,
Chairman
46th Annual General Meeting of the Equity Shareholders of
M/s Kinetic Engineering Ltd. held on 29th September, 2017
At D1 Block, Plot No. 18/2, Chinchwad, Pune - 411019

Dear Sir,

Sub.: Report on passing of resolutions through poll under the section 109 of the Companies Act, 2013 read with SEBI (LODR) regulations, 2015

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the board of directors of Kinetic Engineering Ltd for the purpose of scrutinizing and voting by use of ballot at the meeting in respect of the below mentioned resolution (s) set out in the notice convening the 46th Annual General meeting of the Equity Shareholders of Kinetic Engineering Ltd, held on Friday, 29th September, 2017 at 11:00 AM at D1 Block, Plot No. 18/2, Chinchwad, Pune, Maharashtra.

Responsibility of the Management of the company

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

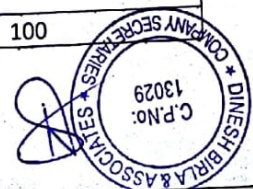
My responsibility as Scrutinizer is to ensure that the voting process by use of ballot at the meeting are conducted in a fair and transparent manner and render Scrutinizer's report of the votes cast in favour or against if any, to the chairman on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company, based on the ballot papers and records of the Company.

In respect of the poll taken. I submit my report as under:

1. On the completion of voting by use of ballot by the chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the Scrutinizer.
2. The ballots were reconciled with the records maintained by the company/RTA of the company and the authorizations / proxies lodged with the company. The voters were also scrutinized for the purpose of duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
3. The votes were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
4. The results of the poll is as under:
 - a) **Resolution No. 1** - To receive, consider and adopt the Audited Financial Statement as at 31st March, 2017, together with the Reports of Auditors and Directors thereon.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1852561	100



II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

b) **Resolution No. 2** - To appoint a Director in place of Mr. Arun H. Firodia (DIN: 00057324), Who retires by rotation and is eligible for re-appointment.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1852561	100

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

c) **Resolution No. 3** - To Appoint Auditors and Fix remuneration.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
22	1852561	100

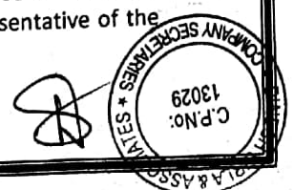
II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

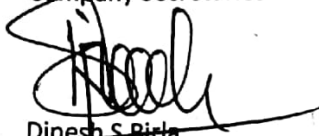
5. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the authorised representative of the company.



6. The ballot papers and all other relevant records will remain in my custody until the Chairman considered, approves and sign the minutes of the 46th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For Dinesh Birla & Associates
Company Secretaries


Dinesh S Birla
Proprietor



Membership No.: FCS-7658
COP No. 13029

Place: Pune
Date: 29th September, 2017

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

SCRUTINIZER'S REPORT FOR E-VOTING

To,
Chairman
46th Annual General Meeting of the Equity Shareholders of
M/s Kinetic Engineering Ltd. held on 29th September, 2017
At D1 Block, Plot No. 18/2, Chinchwad, Pune - 411019

Dear Sir,

Sub.: Report on passing of resolutions through electronic means under the section 108 of the Companies Act, 2013 read with regulation 44 of SEBI (LODR) regulations, 2015.

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the board of directors of Kinetic Engineering Ltd for the purpose of scrutinizing e-voting process held between 26th September, 2017 to 28th September, 2017 in respect of the below mentioned resolution (s) set out in the notice convening the 46th Annual General meeting of the Equity Shareholders of Kinetic Engineering Ltd., held on Friday, 29th September, 2017 at 11:00 AM at D1 Block, Plot No. 18/2, Chinchwad, Pune, Maharashtra.

Responsibility of the Management of the company

The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting by the shareholders on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer


My responsibility as Scrutinizer is to ensure that the voting process through electronic means are conducted in a fair and transparent manner and render Scrutinizer's report of the votes cast in favour or against if any, to the chairman on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited the authorised agency engaged by the company for providing e-voting facilities to its shareholders.

In respect of the e-voting. I submit my report as under:

1. In accordance with the notice of the 46th Annual General Meeting sent to the shareholders of the company and Advertisement published on September 12, 2017 pursuant to rule 20(4)(v) of the Companies (Management and administration) Rules 2014 (Amended rules 2015), the remote e-voting opened at 9:00 AM on September 26, 2017 and remained open up to 5:00 PM on September 28, 2017.
2. The equity shareholders holding shares on September 22, 2017, (i.e. "cut-off date") were entitled to vote on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company.
3. The voters were scrutinized for the purpose of duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
4. The votes were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
5. The results of the e-voting is as under:

- a) **Resolution No. 1** –To receive, consider and adopt the Audited Financial Statement as at 31st March, 2017, together with the Reports of Auditors and Directors thereon.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
		



11	4471282	99.9996
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II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0004

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- b) **Resolution No. 2** – To appoint a Director in place of Mr. Arun H. Firodia (DIN: 00057324), Who retires by rotation and is eligible for re-appointment.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	4471282	99.9996

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0004

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

- c) **Resolution No. 3** – To Appoint Auditors and Fix remuneration.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
11	4471282	99.9996

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0004

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL



6. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the authorised representative of the company.
7. The relevant records will remain in my custody until the Chairman considered, approves and sign the minutes of the 46th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,
For Dinesh Birla & Associates
Company Secretaries


Dinesh Birla
Proprietor



Membership No.: FCS-7658
COP No. 13029
Place: Pune
Date: 29th September, 2017

Report of Scrutinizer(s)

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]

CONSOLIDATED SCRUTINIZER'S REPORT

To,
Chairman
46th Annual General Meeting of the Equity Shareholders of
M/s Kinetic Engineering Ltd. held on 29th September, 2017
At D1 Block, Plot No. 18/2, Chinchwad, Pune - 411019

Dear Sir,

Sub.: Report on passing of resolutions through electronic means and by use of ballot under the section 108 & 109 of the Companies Act, 2013 read with SEBI (LODR) regulations, 2015

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the board of directors of Kinetic Engineering Ltd for the purpose of scrutinizing e-voting process and voting by use of ballot at the meeting in respect of the below mentioned resolution (s) set out in the notice convening the 46th Annual General meeting of the Equity Shareholders of Kinetic Engineering Ltd, held on Friday, 29th September, 2017 at 11:00 AM at D1 Block, Plot No. 18/2, Chinchwad, Pune Maharashtra.

Responsibility of the Management of the company


The compliance with the requirements of the Companies Act, 2013 and the rules made thereunder relating to e-voting and voting by use of ballots by the shareholders on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as Scrutinizer is to ensure that the voting process both through electronic means and by use of ballot at the meeting are conducted in a fair and transparent manner and render Scrutinizer's report of the votes cast in favour or against if any, to the chairman on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company, based on the report generated from the electronic voting system provided by Central Depository Services (India) Limited (CSDL) the authorised agency engaged by the company for providing e-voting facilities to its shareholders and the ballot papers/records of the Company.

In respect of the voting through electronic means and by use of ballot. I submit my report as under:

1. In accordance with the notice of the 46th Annual General Meeting sent to the shareholders of the company and Advertisement published on September 12, 2017 pursuant to rule 20(4)(v) of the Companies (Management and Administration) Rules 2014 (Amended rules 2015), the remote e-voting opened at 9:00 AM on September 26, 2017 and remained open up to 5:00 PM on September 28, 2017.
2. The equity shareholders holding shares on September 22, 2017 (i.e. "cut-off date") were entitled to vote on the resolution (s) set out in the notice convening the 46th Annual General Meeting of the Company.
3. On the completion of voting by use of ballot by the chairman at the meeting, ballot boxes were locked and kept for voting duly marked by identification mark placed on them. The ballot boxes subsequently on close of voting hours, were opened in the presence of two witnesses who are not the employees of the company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialled by the Scrutinizer.


DINESH BIRLA & ASSOCIATES
C.P.No:
13029
COMPANY SECRETARY

4. The ballots were reconciled with the records maintained by the company/RTA of the company and the authorizations / proxies lodged with the company. The voters were also scrutinized for the purpose of duplicate voting i.e. on remote e-voting as well as by use of ballot. As per the information given by the company the names of the shareholders who had voted on e-voting through CDSL facility had been blocked and ballots duly numbered serially by print were issued only to those members who were present at the Annual General Meeting and who had not voted on remote e-voting.
5. The votes were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
6. The results of voting through electronic means and by use of ballot is as under:
- a) **Resolution No. 1** - To receive, consider and adopt the Audited Financial Statement as at 31st March, 2017, together with the Reports of Auditors and Directors thereon.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	6323843	99.9997

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0003

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

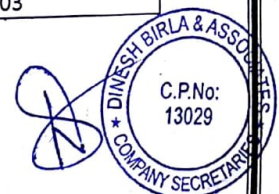
- b) **Resolution No. 2** - To appoint a Director in place of Mr. Arun H. Firodia (DIN: 00057324), Who retires by rotation and is eligible for re-appointment.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	6323843	99.9997

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0003



III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

c) Resolution No. 3 - To Appoint Auditors and Fix remuneration.

I. Voted in favour of the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
33	6323843	99.9997

II. Voted against the resolution;

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
2	18	0.0003

III. Invalid Votes;

Total number of members (in person or by proxy) whose votes were declared invalid)	Total number of votes cast by them
NIL	NIL

7. A soft copy of the list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution has been emailed to the authorised representative of the company.
8. The ballot papers and all other relevant records will remain in my custody until the Chairman considered, approves and sign the minutes of the 46th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,
Yours faithfully,

For Dinesh Birla & Associates
Company Secretaries


Dinesh Birla
Proprietor

Membership No.: FCS-7658
COP No. 13029



Place: Pune
Date: 29th September, 2017