

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]

CONSOLIDATED SCRUTINIZER'S REPORT

To,
The Chairman
48th Annual General Meeting of the Equity Shareholders of
M/s Kinetic Engineering Limited held on 28th August, 2019
at Registered Office of the Company at D 1 Block, Plot No. 18/2,
MIDC, Chinchwad, Pune 411019.

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting & voting through polling paper at the Annual General Meeting of Kinetic Engineering Limited

I, Dinesh Shivnarayan Birla proprietor of Dinesh Birla & Associates, Practicing Company Secretary appointed as Scrutinizer by the Board of Directors of Kinetic Engineering Limited for the purpose of scrutinizing e-voting process and voting by use of ballot paper at the meeting conducted pursuant to the Section 108 & 109 of the Companies Act, 2013 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the below mentioned resolution(s) set out in the notice convening the 48th Annual General Meeting (AGM) of the Equity Shareholders of Kinetic Engineering Limited, held on Wednesday, 28th August, 2019 at 11:00 AM at Registered Office of the Company at D 1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune 411019.

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 48th Annual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as a Scrutinizer for the e-voting process and poll conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report for the votes casted 'in favour' or 'against' the resolutions as stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility and poll conducted at AGM, in a fair and transparent manner.

Based on confirmation received from the Company, I submit my report as under:

1. The Company had completed the dispatch of Notice of the 48th AGM dated 17th July, 2019, along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 on Monday, 29th July, 2019, to its members through email whose email id is

C.P.No:
13029

registered with the Registrar and Share Transfer Agent (RTA)/ Depositories and dispatched to other members through courier at their registered addresses.

2. The said Notice was dispatched on the basis of Register of Members made available by RTA of the Company and the list of beneficial owners made available by the depositories viz. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 19th July, 2019.
3. As per Rule 20 of Companies (Management and Administration) Rules, 2014, as amended from time to time, the Company has published advertisement about providing E-voting facility in Newspapers named "Financial Express" (English Newspaper) and "Loksatta" (Marathi Newspaper) on Wednesday, 31st July, 2019.
4. The Company had provided remote e-voting facility offered by Central Depository Services (India) Limited (CDSL) to the shareholders of the Company.
5. The remote e-voting was kept open for 3 days from 9:00 AM on Sunday, 25th August, 2019 and remained open up to 5:00 PM on Tuesday, 27th August, 2019.
6. The equity shareholders holding shares on Wednesday, 21st August, 2019 (i.e. "cut-off date") were entitled to vote on the resolution(s) set out in the notice convening the 48th Annual General Meeting of the Company either through electronic means or by polling paper.
7. On the completion of voting by use of ballot papers at the meeting, ballot boxes were locked with due identification mark placed on them. The ballot boxes subsequently 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 duly initialled by me.
8. 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.
9. The poll papers which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
10. The results of voting through electronic means and by use of ballot is as under:



a) Resolution No. 1 -Ordinary Resolution for adoption of the Audited Financial Statements for the financial year ended on 31st March, 2019 together with the Reports of Auditors and Directors thereon.

I. Voted in favour of the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 11 | 74,97,581 | 99.83 |
| Voting through Polling paper (in person or by proxy) | 32 | 12,658 | 0.17 |
| Total | 43 | 75,10,239 | 100.00 |

II. Voted against the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 0 | 0 | 0.00 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 0 | 0 | 0.00 |

III. Invalid Votes;

| Mode of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|------------------------------------|
| Remote E-voting | 0 | 0 |
| Voting through Polling paper (in person or by proxy) | 1 | 10 |
| Total | 1 | 10 |



b) Resolution No. 2 -Special Resolution for re-appointment of Mr. Arun Firodia, (DIN: 00057324) who retires by rotation and being eligible offers himself for re-appointment.

I. Voted in favour of the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 11 | 74,97,581 | 99.83 |
| Voting through Polling paper (in person or by proxy) | 32 | 12,658 | 0.17 |
| Total | 43 | 75,10,239 | 100.00 |

II. Voted against the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 0 | 0 | 0.00 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 0 | 0 | 0.00 |

III. Invalid Votes;

| Mode of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|------------------------------------|
| Remote E-voting | 0 | 0 |
| Voting through Polling paper (in person or by proxy) | 1 | 10 |
| Total | 1 | 10 |



c) Resolution No. 3 -Ordinary Resolution for appointment of Mr. Rajiv Ranka as Independent Director of the Company

I. Voted in favour of the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 11 | 74,97,581 | 99.83 |
| Voting through Polling paper (in person or by proxy) | 32 | 12,658 | 0.17 |
| Total | 43 | 75,10,239 | 100.00 |

II. Voted against the resolution;

| Mode of Voting | Number of members voted | Number of votes cast by them | % of total number of valid votes cast |
|--|-------------------------|------------------------------|---------------------------------------|
| Remote E-voting | 0 | 0 | 0.00 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 0 | 0 | 0.00 |

III. Invalid Votes;

| Mode of Voting | Total number of members whose votes were declared invalid | Total number of votes cast by them |
|--|---|------------------------------------|
| Remote E-voting | 0 | 0 |
| Voting through Polling paper (in person or by proxy) | 1 | 10 |
| Total | 1 | 10 |



11. 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.
12. The ballot papers and all other relevant records will remain in my custody until the Chairman considered, approves and sign the minutes of the 48th 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: 28th August, 2019