

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
49thAnnual General Meeting of the Equity Shareholders of
M/s Kinetic Engineering Limited held on 25thNovember, 2020
Through Video Conferencing / Other Audio Visual Means

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on remote e-voting & e-voting conducted pursuant the section 108 & 109 of the Companies Act, 2013 ("the Act") read with Companies (Management & Administration) Rules, 2014 further read with General Circular Nos. 20/2020, 17/2020 and 14/2020 issued by the Ministry of Corporate Affairs (MCA)

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 remote e-voting process and e-voting as per Section 108 and 109 of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with MCA General Circular No. 17/2020 dated 13th April, 2020 ("Circular") and Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 on resolution(s) set out in the notice convening the 49thAnnual General meeting (AGM) of the Equity Shareholders of Kinetic Engineering Limited, held on Wednesday, 25thNovember, 2020 at 11:00 AM through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in a fair and transparent manner. I hereby submit my report as under: in respect of the below mentioned resolution.

The MCA vide its general circular has allowed companies to convene AGM through VC / OAVM during the present times of COVID-19 pandemic crisis. Voting by means of poll at the AGM by filing physical ballot papers is therefore dispensed with as no physical AGM is convened. Members who have not voted during the remote e-voting period but attending the AGM, are now allowed to cast their vote by e-voting conducted at the AGM. The e-voting process thus includes the consolidated number of e-votes cast during the remote e-voting period and the e-votes cast at the AGM.

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 49thAnnual General Meeting of the Company is the responsibility of the Management.

My responsibility as Scrutinizer

My responsibility as a Scrutinizer for the remote e-voting process and e-voting 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 49thAGM dated 20th October, 2020, along with statement setting out material facts pursuant to Section 102 of the Companies Act, 2013 on Tuesday, 03rd November, 2020, to its members through email whose email id is registered with the Registrar and Share Transfer Agent (RTA)/ Depositories.
The members holding shares in physical mode or not having email ID registered with their Depository Participants or Registrar & Share Transfer Agent of the company, were given special facility to get their email ID registered to receive the notice electronically and participate in remote e-voting process. As prescribed in clause (v) of sub rule 4 of the Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 read with the Circular, the company has given a public advertisement in Financial Express and Loksatta (Marathi Newspaper) on Wednesday 04th November, 2020.
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 23rd October, 2020
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 04th November, 2020.
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, 22nd November, 2020 and remained open up to 5:00 PM on Tuesday, 24th November, 2020.
The Company has also provided remote e-voting facility for 15 minutes after the conclusion of the Annual General Meeting, for shareholders who have not voted during the above mentioned period.
6. The equity shareholders holding shares on Wednesday, 18th November, 2020 (i.e. "cut-off date") were entitled to vote on the resolution(s) set out in the notice convening the 49th Annual General Meeting of the Company.
7. The results of voting through remote e-voting and e-voting is as under:

a) Resolution No. 1 –Ordinary Resolution for adoption of the Audited Financial Statements for the financial year ended on 31st March, 2020 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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 39 | 74,99,162 | 99.99984 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0 |
| Total | 39 | 74,99,162 | 99.99984 |

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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 1 | 12 | 0.00016 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 0 | 0 | 0.00016 |

III. Invalid Votes;

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

b) Resolution No. 2 -Special Resolution for re-appointment of Mrs. JayashreeArunFirodia, (DIN: 00328499) who retires by rotation and being eligible offers herself 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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 31 | 1,628 | 99.26829 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0 |
| Total | 31 | 1,628 | 99.26829 |

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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 1 | 12 | 0.73171 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 1 | 12 | 0.73171 |

III. Invalid Votes;

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

c) Resolution No. 3 -Ordinary Resolution for appointment of Mr. JinendraHirachandMunot (DIN: 00049838) 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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 39 | 74,99,162 | 99.99984 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0 |
| Total | 39 | 74,99,162 | 99.99984 |

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 |
|--|-------------------------|------------------------------|---------------------------------------|
| E-voting | 1 | 12 | 0.00016 |
| Voting through Polling paper (in person or by proxy) | 0 | 0 | 0.00 |
| Total | 1 | 12 | 0.00016 |

III. Invalid Votes;

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

8. 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.

Thanking you,
Yours faithfully,

**For Dinesh Birla & Associates
Company Secretaries**

**Dinesh Birla
Proprietor**

**Membership No.: FCS-7658
COP No. 13029
UDIN: F007658B001312676**

Place: Pune
Date: 26th November, 2020