



**DINESH BIRLA & ASSOCIATES  
COMPANY SECRETARIES**

**M-504, MSR Queenstown, Near Lokmanya  
Hospital, behind Chinchwad Railway Station,  
Udyog Nagar, Chinchwad, Pune - 411033.  
Landline: 020 2751 5384, Mob. No. 9766693603  
Email : csdineshbirla@gmail.com**

Date: 3<sup>rd</sup> April, 2018

To  
The Chairman  
Kinetic Engineering Limited  
D1 Block, Plot No.18/2, M.I.D.C.,  
Chinchwad, Pune – 411 019

Dear Sir,

We are submitting herewith the Report of the Scrutinizer in respect of Postal Ballot conducted pursuant to Notice of Postal Ballot dated February 12, 2018. Original Report has been sent through Company Secretary.

**For Dinesh Birla & Associates  
Company Secretaries**

**Dinesh S Birla  
Proprietor  
Membership No.: FCS-7658  
COP No. 13029**



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

[Pursuant to section 110 of the Companies Act, 2013 and rule 22(9) of the Companies (Management and Administration) Rules, 2014]

**SCRUTINIZER'S REPORT**

To  
The Chairman  
Kinetic Engineering Limited  
D1 Block, Plot No.18/2, M.I.D.C.,  
Chinchwad, Pune – 411 019

Dear Sir,

**Sub.: Scrutinizer's Report on Postal Ballot voting including voting by electronic means in respect of passing of resolutions contained in the notice dated February 12, 2018 through Postal Ballot.**

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 Postal Ballot voting including voting by electronic means in respect of passing of the resolution contained in the Notice of the Company dated February 12, 2018 through Postal Ballot Notice.

**Responsibility of the Management of the company**

The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) the Companies Act, 2013 and the Rules made there under and (ii) the SEBI ( Listing Obligations & Disclosure Requirements) Regulations 2015, (LODR), relating to postal ballot voting including voting by electronic means for the resolutions stated in the Postal Ballot Notice.

**Scrutinizer's Responsibility**

My responsibility as a scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on the data downloaded from Central Depository Services Limited (CDSL), Depository for the e-voting system and postal ballot received through post till the time fixed for closing of the voting process i.e, till 5.00 p.m. on April 02, 2018.

I submit my report as under:

1. After the time fixed for closing of e-voting, i.e., 5.00 p.m. on April 02, 2018, an electronic report of the e-voting was generated by me by accessing the data available from the website <https://www.evotingindia.com> of Central Depository Services Limited (CDSL). Based on such reports generated by CDSL and relied upon me, data regarding the e-votes was scrutinized.
2. The postal ballot received by post by Company till the time fixed for closing of the Postal Ballot i.e., 5.00 p.m. on April 02, 2018, were scrutinized and reconciled with the records maintained by the Company through Link Intime India Private Limited, Registrar and Share Transfer Agent and the authorizations lodged with the Company.

The result of the scrutiny of the above postal ballot voting including voting by electronic means in respect of passing of the resolutions contained in Postal Ballot Notice, is as under:

**Special Resolution – Item No. 1 – Adoption of new set of Memorandum of Association of Company pursuant to the Companies Act, 2013**

- I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>



II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 2 – Adoption of new set of Articles of Association of Company pursuant to the Companies Act, 2013**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special 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**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>



III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared Invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 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**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 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**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>



**Special Resolution – Item No. 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**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

**Special Resolution – Item No. 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**

I. Voted in favour of the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	6	18,52,341	29.29174
Electronic (e-voting)	14	44,71,413	70.70807
<b>Total</b>	<b>20</b>	<b>63,23,754</b>	<b>99.99981</b>

II. Voted against the resolution;

Postal Ballot Voting	Number of members who voted	Number of votes cast by them	% of total number of valid votes cast
Physical	0	0	0
Electronic (e-voting)	1	12	0.00019
<b>Total</b>	<b>1</b>	<b>12</b>	<b>0.00019</b>

III. Invalid Votes;

Postal Ballot Voting	Total number of members whose votes were declared invalid	Total number of votes cast by them
Physical	0	0
Electronic (e-voting)	0	0
<b>Total</b>	<b>0</b>	<b>0</b>

Notes:

i) Based on the data furnished to me and verified by me as above, the aforesaid resolutions contained in Postal Ballot Notice was passed with the requisite majority of the shareholders as specified under the Companies Act, 2013

ii) The figures in percentage have been rounded off to 5 decimal points.

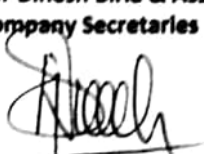


*(Handwritten signature)*

- iii) The Equity Shareholders holding shares as on February 23, 2018, "cut-off date" was entitled to vote on the resolutions stated in the Notice of the Postal Ballot.
- iv) The Register of Ballots entered and prepared in electronic mode showing Debenture holders who have voted "FOR" and "AGAINST" and e-voting website of the CDSL (<https://www.evotingindia.com>) are being handed over to the Chairman.
- v) The electronic data along with the postal ballots and all other relevant records relating to the e-voting and the Postal Ballot received is under my safe custody and will be handed over to the Company Secretary for preserving safely after the Chairman signs the Minutes.

Thanking you,  
Yours faithfully,

For Dinesh Birla & Associates  
Company Secretaries



Dinesh B Birla  
Proprietor  
Membership No.: FCS-7658  
COP No. 13029

Date: 3<sup>rd</sup> April, 2018  
Place: Pune