



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: 28th March, 2019

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 13, 2019.

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 voting through Postal Ballot including voting by electronic means in respect of passing of resolutions contained in the notice dated February 13, 2019.

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 the votes cast through Postal Ballot including voting by electronic means in respect of passing of the resolutions contained in the Notice of Postal Ballot dated February 13, 2019.

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 India 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 March 27, 2019.

I submit my report as under:

1. After the time fixed for closing of e-voting, i.e., 5.00 p.m. on March 27, 2019, 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 India 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 March 27, 2019, 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 – Re-appointment of Mr. Ajinkya Firodia as the Managing Director of the Company.

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996



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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

Ordinary Resolution – Item No. 2 – Appointment of Mr. M. Venkataiah (DIN: 00041420) as Non Executive Independent Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

Ordinary Resolution – Item No. 3 – Appointment of Mr. Rohit Bafna (DIN: 00590469) as Non Executive Independent Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

Special Resolution – Item No. 4 – Approval of the continuation of Mr. Arun H. Firodia (DIN: 00057324) as Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

Special Resolution – Item No. 5 – Approval of the continuation of Dr. Jayshree Arun Firodia (DIN: 00328499) as Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

Special Resolution – Item No. 6 – Re-appointment of Mr. S. R. Kotecha (DIN: 00170659) as Independent Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

III. Invalid Votes;

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

Special Resolution – Item No. 7 – Re-appointment of Mr. R. J. Kabra (DIN: 00306688) as Independent Director

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	1	30,26,105	40.35060
Electronic (e-voting)	19	44,73,421	59.64936
Total	20	74,99,526	99.99996

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	0.00000
Electronic (e-voting)	1	3	0.00004
Total	1	3	0.00004

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
Total	0	0

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.

iii) The Equity Shareholders holding shares as on February 15, 2019, "cut-off date" was entitled to vote on the resolutions stated in the Notice of the Postal Ballot.


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



Date: 28th March, 2019
Place: Pune