

KINETIC ENGINEERING LIMITED

NOTICE

NOTICE is hereby given that the 42nd Annual General Meeting of the shareholders of KINETIC ENGINEERING LIMITED will be held on Saturday 28th September, 2013 at 11:00 a.m., at the Registered Office of the Company at D-1 Block, Plot No. 18/ 2, MIDC, Chinchwad, Pune – 411 019, to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Profit and Loss Account for the financial year ended on that date, together with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mr. S. R. Sanghi, who retires by rotation and is eligible for re-appointment.
3. To appoint a director in place of Mr. Ashish Kumar, who retires by rotation and is eligible for re-appointment.
4. To appoint a director in place of Dr. K. H. Sancheti, who retires by rotation and is eligible for re-appointment.
5. To appoint auditors and fix their remuneration.

SPECIAL BUSINESS

6. To consider, and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. Harjit Singh Bhatia, who was appointed as Additional Director, in terms of the provisions of Sec. 260 of the Companies Act, 1956, and who holds office as such director till this Annual General Meeting, and in respect of whose candidature as a director, a notice has been received by the Company from a member, in terms of the provisions of Sec. 257 of the Companies Act, 1956, be and is hereby appointed as a director whose office shall be liable to retirement by rotation.

7. To consider, and if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:

RESOLVED THAT subject to the provisions of Sections 269, 309, 310, 311, 314, 316 and other applicable provisions, if any, of the Companies Act, 1956, subject to the approval by the Central Government, Mrs. Sulajja Firodia Motwani, director, be and is hereby appointed to the executive position of Vice-Chairperson of the Company, for a period of 5 years, with effect from 1.1.2012, with substantial powers of management in relation to the day to day operations of the Company, subject to the overall superintendence of the Board of Directors on such remuneration as set out herein below and the said remuneration also be paid to Mrs. Sulajja Firodia Motwani in the event of loss or inadequacy of profit during any financial year:

Remuneration (per annum)	
Salary	Rs. 27,60,000
HRA	Rs. 9,95,000
LTA, Medical Exp. Reimb., Provident Fund, Superannuation, Gratuity, Personal Accident & Mediclaim Benefits, Other privileges, facilities, perquisites, benefits and amenities	As per the Rules of the Company
Other Benefits	
Club membership	Two clubs
Provision of cars	2 cars – one car with driver for office use and one car with driver for private use
Telephone facility	Telephone at residence and a mobile phone
Watchman at residence	One round-the-clock watchman at residence
Minimum Remuneration	In the event of loss or inadequacy of profits, the aforesaid remuneration shall be payable as the minimum remuneration

RESOLVED FURTHER THAT Mr. Pranvesh Tripathi, Company Secretary, be and is hereby authorised to submit necessary application and do all such things as are necessary, for seeking the approval of Central Government, to the terms of appointment and remuneration of Mrs. Sulajja Firodia Motwani, as the executive Vice-Chairperson.

8. To consider, and if thought fit, to pass [with or] without modification(s) the following resolution as a Special Resolution:
- “RESOLVED THAT pursuant to section 31 of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association (AOA) of the Company be altered as set out below:
- “RESOLVED THAT existing interpretation of the definition “Shareholders Agreement” in the AOA of the Company be substituted by following new interpretation:
- “Shareholders Agreement” shall mean the shareholders agreement dated 7 February 2008 including Amendment Agreement dated 18 April, 2013 executed by the Company, the Sponsors and the Investors.”
- “RESOLVED FURTHER THAT existing interpretation of the definition “Investors” in the AOA of the Company be substituted by following new interpretation:
- “Investors” shall mean Pinebridge Asia Partners II, L.P., (formerly known as AIG Asian Opportunity Fund II, L.P.), AIA Company Limited (formerly known as American International Assurance Company, Limited), AIA International Limited {formerly known as American International Assurance Company (Bermuda) Limited}.”
- “RESOLVED FURTHER THAT the references to “14-02-2013” in Article 114 and Article 157 shall be replaced and substituted by 14 February 2014.
- “RESOLVED FURTHER THAT Mrs. Sulajja Firodia Motwani, Director of the Company or Mr. Pranvesh Tripathi, Company Secretary of the Company, be and are hereby severally authorized to file the revised AOA with the relevant Registrar of Companies (ROC) and to make the necessary filings with the relevant ROC including Form 23, together with all relevant documents and to do all such acts, deeds, matters and things as may be necessary in this regard.”

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND VOTE INSTEAD OF HIMSELF, AND THE PROXY NEED NOT BE A MEMBER. The Proxy as per the format included in the Annual Report should be returned, duly completed, to the Registered Office of the Company not less than FORTY-EIGHT HOURS before the time for holding the Meeting. Proxies submitted on behalf of limited companies, societies, partnership firms, etc. must be supported by appropriate resolution/ authority, as applicable, issued by the member organization.
2. Pursuant to Circular No. 17/95/2011 CL-V, dated 21-04-2011, issued by the Ministry of Corporate Affairs, Government of India, as a part of green initiative in the Corporate Governance, the Companies have been permitted to send notices/ documents to the members through email. Accordingly, the Company proposes to send notices/ documents like the annual report in electronic form to the members who would register their email address with the depositories, the Registrar and Transfer Agent or the Company. The members are requested to register their email addresses by sending their details to the Registrar and Transfer Agent, Link Intime India Pvt. Ltd, Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune – 411001 or to the Company at Kinetic Engineering Ltd., D1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune- 411019. Service of notices/ documents to the members whose email addresses will not be registered with the depository or the Company or the Registrar and Transfer Agent will be effected by mode of service as provided under section 53 of the Companies Act, 1956.
3. The information in respect of the directors seeking appointment/ re-appointment at the Annual General Meeting (Item Nos. 2, 3, 4, 6 & 7 of the Notice), as per Clause 49 of the Listing Agreement, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will be closed from Thursday, the 26th September, 2013 to Saturday, the 28th September, 2013 (both days inclusive), in accordance with the requirements of Clause 16 of the Listing Agreement.
5. Members desirous of obtaining any information concerning the accounts or operations of the Company are requested to address their queries to Secretarial Department so as to reach the Company at least 10 days before the date of the meeting.
6. The Explanatory statement pursuant to section 173(2) of the Companies Act, 1956, in respect of the Special Business as set out above is annexed hereto.

By Order of the Board of Directors
For **Kinetic Engineering Limited**

Pranvesh Tripathi
Company Secretary

Pune, 28th May, 2013

Registered Office :

D1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune - 411019