



NOTICE

NOTICE is hereby given that the 50th Annual General Meeting of the shareholders of KINETIC ENGINEERING LIMITED will be held on **Tuesday, 28th September, 2021** at 11: 30 a.m. IST, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2021, together with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Ms. Sulajja Firodia Motwani (DIN: 00052851), who retires by rotation and being eligible, offers herself for reappointment.

SPECIAL BUSINESS:

3. To consider and if thought fit, to pass with or without modifications the following as a **Special Resolution:**

"RESOLVED THAT further to the special resolution passed by the members of the Company via Postal ballot, the appointment and pursuant to the provisions of sections 196, 197 and 203, read with the Schedule V and (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for /the time being in force) and all other applicable provisions of the Companies Act, 2013 and as per Articles of Association of the Company, upon the approval of the Nomination and Remuneration Committee and the Board of directors of the Company, the approval of members of the Company be and is hereby accorded for the remuneration of Mr. Ajinkya A Firodia (DIN: **00332204**) as Managing Director of the Company for 2 years with effect from 1st April, 2022 on the terms and conditions as detailed in the explanatory statement attached thereto, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time as may be mutually agreed between the Board of Directors and Mr. Ajinkya A Firodia;

RESOLVED FURTHER THAT in the absence of profits or inadequacy of profits in any financial year during the currency of tenure of Mr. Ajinkya A Firodia (DIN: **00332204**), the payment of Salary, perquisites and other allowances shall be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to take such steps as may be necessary for obtaining necessary approvals, if required any, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute deeds, applications, documents and writings that may be required, on behalf of the Company and to do all such acts, deeds, matters and things as may be deemed necessary, proper, expedient or incidental for giving effect to this resolution."

By Order of the Board of Directors
For **KINETIC ENGINEERING LIMITED**

A. H. Firodia
Chairman
(DIN : 00057324)

Date: 12th August, 2021
Place: Pune.

**NOTES:**

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 and Circular No.02/2021 dated 13th January, 2021. The forthcoming AGM/EGM will thus be held through through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/ AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.kineticindia.com. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.



7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

- (i) The voting period begins on Saturday, 25th September, 2021 at 10.00 a.m IST and ends on Monday, 27th September, 2021 at 5.00 p.m. IST. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date at Friday, 17th September, 2021 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories



and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode CDSL/NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful



<p>demat mode with NSDL</p>	<p>authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting</p>
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL



Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.



- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Additional Facility for Non - Individual Shareholders and Custodians -For Remote Voting only.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kelinvestors@kineticindia.com or csdineshbirla@gmail.com ,if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 7 days prior to



meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.



1. GENERAL INSTRUCTIONS:

- (i) The Board of Directors have appointed M/s Dinesh Birla & Associates as the Scrutiniser to the e-voting process, and voting at the e-AGM in a fair and transparent manner.
 - (ii) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the Fiftieth e-AGM and announce the start of the casting of vote through the e-voting system of CDSL.
 - (iii) The Scrutinizer shall, immediately after the conclusion of voting at the e-AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favor or against, if any, to the Chairman who shall countersign the same.
 - (iv) The scrutinizer shall submit his report to the Chairman as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the e-AGM of the Company.
2. The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman / person of the Meeting or a person authorized by him / her in writing, who shall countersign the same and declare the results of the voting forthwith.
 3. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company www.kineticindia.com, on the website of BSE Limited www.bseindia.com and also on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman / person of the Meeting or the person authorized by him / her in writing.
 4. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the Annual General Meeting.

By Order of the Board of Directors
For **KINETIC ENGINEERING LIMITED**

A. H. Firodia
Chairman
DIN : 00057324)

Date: 12th August, 2021
Place: Pune.

*Members are requested to support the "Green Initiative" by registering their email address with the Registrar & Share Transfer Agent (RTA)/Company, if not already done.



As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item no. 3 of the accompanying Notice dated 12th August, 2021.

Item No. 3:

Pursuant to Special Resolution passed on 27th March, 2019, members had approved the appointment of Mr. Ajinkya A. Firodia as Managing Director of the Company for a period of five years effective from April 23, 2019 and also approved his terms of remuneration for a maximum period of three years as mandated under Section II of Part II of Schedule V of the Companies Act, 2013. Accordingly, approval for his remuneration will be expired on 22nd April, 2022.

In view of the requirements of the Part I of Schedule V of the Companies Act, 2013, fresh approval of shareholders is being sought by way of a Special Resolution for approval of remuneration of Mr. Ajinkya A. Firodia as Managing Director of the Company for a further period of two years commencing from 1st April, 2022.

Mr. Ajinkya A. Firodia has been on the Board and management of the Company for more than a decade and has rich experience in various areas of operation of the Company. Under his leadership, the Company continues to consolidate its fourth decade of leadership in the Indian Automobile Industry. During the years under Mr. Ajinkya Firodia's stellar leadership, considerable value has been added to the Company.

As recommended by the Nomination and Remuneration Committee, the Board of Directors at its meeting held on August 12, 2021 after taking into consideration his leadership skills, performance of business, various strategic and growth initiatives contemplated and being pursued, decided that his continued association with the Company will be of immense benefit to the Company and approved the remuneration of Mr. Ajinkya A. Firodia as Managing Director of the Company, for a further period of 2 years, with effect from 1st April, 2022, subject to requisite approval of shareholders.

As recommended by the Nomination and Remuneration Committee, the Board of Directors also approved his terms of remuneration subject to requisite approval of shareholders after taking into consideration the complexities of the responsibilities handled by him and industry remuneration benchmarks. The terms and conditions, including remuneration, as set out herein below, with liberty to the Board of Directors or Committee thereof, to alter and vary the terms and conditions of the said remuneration, as it may deem fit:

Particulars	Description
Basic Salary	Rs. 46,58,500 (with 10% increase every year)
HRA	Rs. 13,88,200 (with 10% increase every year)
LTA	Rs.1,00,000
Medical Expenses	Rs. 15,000
Variable Pay	2% of operating profit (EBITDA)
Benefits:-	
Provident Fund	As per Rules of the Company
Super annuation	



Gratuity	As per Rules of the Company
Personal Accident & Medclaim benefits Other privileges, facilities, perquisites, benefits and Amenities	
Club membership	One Club
Provision of cars	2 cars- One car with driver for office use and one car with driver for private use plus fuel reimbursements.
Gas, Electricity, water etc.	Reimbursement of expenses actually incurred for Gas, Electricity, Water and furnishing and the maintenance expenses of the house, if applicable.
Telephone facility	Telephone at residence and a mobile phone
Watchman and Servants at residence	Watchman and Servants at residence
Others	All other expenses incurred for the purpose of Company's work to be reimbursed on actual basis.
Minimum remuneration	In the event of loss or inadequacy of profits, the aforesaid remuneration shall be payable as the minimum remuneration.
Tenure	2 years w.e.f. 01.04.2022
Duties and responsibilities	Subject to the superintendence, control and the direction of the Board of Directors, Mr. Ajinkya A. Firodia is entrusted with the substantial powers of the management and shall be responsible for the general conduct and management of the business and affairs of the Company as entrusted, and shall exercise the powers conferred on him by the Board from time to time, subject to such restrictions and limitations as the Board may impose.

The brief resume of Mr. Ajinkya A. Firodia as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and as per Schedule V of Companies Act, 2013 is set out in this Notice as Annexure- B (II).

Except Mr. Arun H. Firodia, Dr. Jayashree Firodia, Ms. Sulajja Firodia Motwani and Mr. Ajinkya Firodia, none of the Directors, Key Managerial Personnel of Company and their relatives are concerned or interested in the said resolution.

Your Directors recommend passing of this resolution by way of a Special Resolution.

**Annexure - A**

Details of Director seeking appointment/ re-appointment at the Annual General Meeting [In pursuance of Corporate Governance provision of Listing Regulations, 2015)	
Name of the Director	Ms. Sulajja Firodia Motwani
Date of Birth (Age)	26 th August, 1970 (50 years)
DIN	00052851
Date of Appointment	9 th December, 2011
Qualification	MBA in Finance from Carnegie Mellon University, Pittsburgh. USA
Directorship as on 31 st March, 2021	Kinetic Engineering Ltd., Kinetic Marketing and Services Ltd., Kinetic Kids Products Pvt. Ltd., Kinetic Fgtechnopolo Engineering Services Pvt Ltd, Sitaram Real Estate Developers Pvt. Ltd., Kinetic Green Tonino Lamborghini Pvt. Ltd., Chrysalis Financial Services Pvt Ltd., Kinetic Green Mobility Solutions Pvt Ltd.
Chairmanship/Membership of Committees of other Companies as on 31 st March, 2021.	Nil
Shareholding in the Company	616

Annexure- B

STATEMENT PURSUANT TO PARAGRAPH (IV) OF THE SECOND PROVISOR OF PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 3 OF THE NOTICE

I. GENERAL INFORMATION**1. Nature of Industry**

The Company is engaged in the business of 2/3 wheeler Auto - ancillary operations.

2. Date or expected date of commencement of commercial production

Not applicable.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus**

Not applicable.

4. Financial performance based on given indicators

Rs. In Lakhs

Particulars	For the year ended March 31, 2021	For the year ended March 31, 2020	For the year ended March 31, 2019
Total income	8703.47	11,849.86	12,051.47
Profit / (Loss) before tax	(622.93)	(911.74)	(816.36)
Profit / (Loss) after tax	(622.93)	(911.74)	(816.36)

5. Foreign investments or collaborations, if any

The Company does not have any foreign collaborations. As per the shareholding pattern of the Company as on 31st March, 2021, the composite foreign investment in the Company stands at 3.42% comprising of:

- (i) 0.00 % by foreign portfolio investors;
- (ii) 2.93 % by foreign bodies corporate; and
- (iii) 0.49 % by non-resident Indians.

II. INFORMATION ABOUT THE APPOINTEE**a. Background details**

Mr. Ajinkya A Firodia, aged 41 years, is an engineer from prestigious IVY League Brown University where he graduated with magna-cum-laude honors with a double degree in Engineering and Economics in 2001. Thereafter he worked with the world's leading financial firm, J P Morgan as an analyst in mergers & acquisition division in New York before returning to India.

He joined Kinetic Group in 2003 and has been an integral part of the senior management team at the Kinetic. From 2003 to 2009, he worked as senior vice president, sales and marketing and was involved in the marketing of Kinetic scooters and products. His achievements included successful launches of various models including Kinetic Blaze, Zing, Velocity, Aquila amongst others. He developed a new CIA for their 800 dealers and appointed over 150 new world class dealers. He was heading functions of advertising, marketing, logistics, dealer development, sales and service at Kinetic and was a key member in the Kinetic SYM joint venture and Kinetic's acquisition of Italjet Moto Spa, Italy.

In 2009, he took over as the Managing Director of Kinetic Engineering Limited.

**b. Past Remuneration**

The details of past remuneration drawn by the appointee are as under:

Rs. In lakhs

Particulars	2019-20	2018-19	2017-18
Salary and Allowances	58.30	51.96	54.24
Value of Perquisites (other than Stock Options)	0.15	0.15	4.15
Perquisite Value of Stock Options	-	-	-
Retiral Benefits	-	-	-
Total	58.45	52.11	58.39

c. Recognition or awards

Mr. Ajinkya A Firodia has received the prestigious 40 under 40 award by economic times in the year 2017 for his various achievements and initiatives. He has also received awards such as Hello! URJA awards for acumen in business, Lokmat Award for Icons in Pune, and has been featured in Femina's most Powerful 2019 - 2020.

d. Job profile and suitability

Mr. Ajinkya A Firodia is a young and energetic member of the management team and the board of directors of Kinetic. He has been instrumental in building a new business model focused on automotive systems at Kinetic. Since 2009, he has been instrumental in changing the company's entire business model from 2 wheelers to auto components, and has built a business focused 50% on exports to prestigious companies worldwide. He has turned around the operations of Kinetic Engineering Limited from a heavy debt loss making company to a profitable, growing company and continues to focus on the same, using his personal motto of "Stay in the Game"

e. Remuneration proposed

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

f. Comparative remuneration with respect to industry, size of the company, profile of the position and person

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibility of the appointee.



g. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any

Except Mr. Arun A Firodia, Dr. Jayashree Firodia and Ms. Sulajja Firodia Motwani, none of the director have pecuniary relationship directly or indirectly with the Company or its managerial personnel.

III. OTHER INFORMATION

1. Reasons for loss or inadequate profits

The last financial year 2020-21 started during the complete lockdown imposed by the government to control the COVID-19 pandemic. The world over various countries had imposed lockdowns which significantly affected sales for well over 2 quarters. This resulted in losses being incurred.

2. Steps taken or proposed to be taken for improvement

In view of the reduced level of operations during the first two quarters, the company initiated several measures to control costs which included rationalization of manpower, insourcing various components, developing new products for the EV segment, taking maximum advantage of the various support schemes launched by the government and also aggressively pursuing sales to recover lost demand. This has resulted in reaching net profit level in the last quarter of the financial year 2020-21.

3. Expected increase in productivity and profits in measurable terms

As a result of the actions initiated by the company and further investments proposed, the company expects to continue to maintain revenue growth and also maintain the profitability in the current year and beyond.

IV. DISCLOSURES

The Shareholders of the Company shall be informed of the remuneration package of the managerial person:

The details are furnished in the resolution.