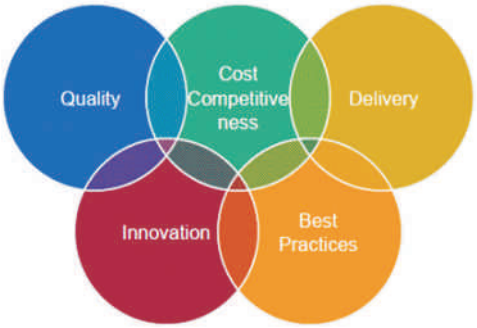
KINETIC

KINETIC ENGINEERING LIMITED
ANNUAL REPORT 2017-18

Vision: A Kinetic in every automobile

"Building on its strong technical knowledge, 4 decades of manufacturing experience, vertically integrated in-house capability & customer-oriented attitude, Kinetic aspires to provide a system or its part in every automobile in the world"

Promise of Kinetic Engineering Limited



"We will leverage our technical strength to deliver to our customers high-quality systems & components at competitive prices, in a timely manner by continuous upgradation, innovation & best practices in the auto industry"

Quality policy as laid out by Senior Management of KEL

" Kinetic Engineering Limited shall consistently produce products of high quality at competitive prices through excellence in design, engineering, manufacturing and service"

This policy shall be deployed through

- Customer focus in all decisions
- Continuous improvement
- Development of capable supplier base
- Active participation of workforce

KINETIC ENGINEERING LIMITED

CIN: L35912MH1970PLC014819
Registered Office: D1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune – 411 019, India,
Tel.: +91-20-66142049 Fax: +91-20-66142088/89 kelinvestors@kineticindia.com \ www.kineticindia.com

BOARD OF DIRECTORS

Mr. Arun H. Firodia	-	Chairman
Dr. Jayashree Arun Firodia	-	Non-Executive Director
Mrs. Sulajja Firodia Motwani	-	Executive Director
Mr. Ajinkya A. Firodia	-	Managing Director
Mr. Shirish R. Kotecha	-	Independent Director
Mr. Ramesh J. Kabra	-	Independent Director
Mr. Sudhir Sanghi	-	Independent Director
Mr. Jinendra H. Munot	-	Independent Director

CHIEF EXECUTIVE OFFICER
Mr. Chaitanya Koranne

COMPANY SECRETARY
Mrs. Deepal Shah

STATUTORY AUDITOR
M/s. Pawan Jain & Associates,
Chartered Accountants,

SECRETARIAL AUDITOR
M/s DVD & Associates,
Company Secretaries

REGISTERED OFFICE
D-1 Block, Plot No. 18/2,
MIDC, Chinchwad, Pune - 411019.
Phone no.: + 91-020-66142049
Fax no. + 91-020-66142088/89
E-mail :kelinvestors@kineticindia.com
Website: www.kineticindia.com.

WORKS
Nagar-Daund Road,
Ahmednagar, Pin - 414001

REGISTRAR & TRANSFER AGENT
Link Intime India Private Limited
Block No. 202, Akshay Complex,
Near Ganesh Temple,
Off Dhole Patil Road, Pune – 411001
Phone No.: 020 – 26160084, 26161629,
Tele Fax No. : 020 – 26163503
E-mail Id: pune@linkintime.co.in

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N O T I C E

NOTICE is hereby given that the 47th Annual General Meeting of the shareholders of KINETIC ENGINEERING LIMITED will be held on Saturday, the 29th day of September, 2018 at 11: 00 a.m., at the Registered Office of the Company at D-1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune – 411019, to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Financial Statements for the financial year ended 31st March, 2018, together with the Reports of Auditors and Directors thereon.
2. To appoint a director in place of Mrs. Sulajja Firodia Motwani (DIN: 00052851), who retires by rotation and being eligible, offers herself for re-appointment.

SPECIAL BUSINESS:

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

"RESOLVED THAT" pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and Articles of Association of the company, Mrs. Jayashree Arun Firodia (holding DIN: 00328499) who was appointed as an Additional Director at the meeting of the Board of Directors of the Company held on 27th October, 2017 and who holds office up to the date of ensuing Annual General Meeting of the Company and in respect of whom a notice has been received from the member in writing, under Section 160 of the Companies Act, 2013 along with requisite deposit proposing her candidature for the office of director, be and is hereby appointed as the Director of the Company.

RESOLVED FURTHER THAT any of the directors of the company be and are hereby authorized to do all such acts, deeds and things as may be required to give effect to the foregoing resolution. "

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

Deepal Shah
Company Secretary

Date : 10th August, 2018
Place: Pune

NOTES:

1. M/s Pawan Jain And Associates, Chartered Accountants, Pune were appointed as Statutory Auditors of the Company at the 46th Annual General Meeting held on 29th September, 2017. Pursuant to Notification issued by the Ministry of Corporate Affairs on 07th May, 2018, the mandatory requirement for ratification of appointment of Auditors by the Members at every Annual General Meeting ("AGM") has been omitted, and hence the Company is not proposing an item on ratification of appointment of Auditors at this AGM.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on a poll, instead of himself/herself and the proxy need not be a member. The instrument appointing proxy must be deposited at the registered office of the company not less than 48 hours before the time of holding the meeting.
3. A person can act as proxy on behalf of member's upto and not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company. Further, a member holding more than ten percent (10%) of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or member.
4. Corporate Members/AOPs are required to send to the Company, a certified copy of the Board Resolution, pursuant to Section 113 of the Act, authorizing their representative to attend and vote at the Annual General Meeting.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, members would be entitled to inspect the proxies lodged, at any time during the business hours of the Company, provided not less than three (3) days written notice is given to the Company.
6. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 forms part of this Notice.
7. The Annual report along with the notice of annual general meeting is being sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on Friday, the 24th August, 2018.
8. A person, whose name is recorded in the Register of

Members or in the Register of Beneficial owners maintained by the depositories as on the "cut-off date" i.e. Saturday, the 22nd September, 2018, shall be entitled to avail the facility for remote e-voting or voting at the Annual General Meeting ("AGM") through Ballot. A person who is not a member on the cut-off date must treat this Notice for information only.

9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the register of members and share transfer books of the Company will remain closed from Monday, the 24th September, 2018 to Saturday, the 29th September, 2018 (both days inclusive).

10. The Notice of Meeting is also available on the company's website at www.kineticindia.com and the website of Central Depository Services Limited ("CDSL") at www.evotingindia.com.

11. Brief details of the directors, who are seeking re-appointment, are annexed hereto as per requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

12. (a) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts.

(b) Pursuant to SEBI circular No. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, Members are requested to update their PAN and Bank details with the Registrar and Transfer Agent.*

(c) Pursuant to SEBI notification SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 & BSE circular no. LIST/COMP/15/2018-19 dated July 5, 2018, the requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed after December 5, 2018 unless the securities are held in demat form with the depositories. Hence, the shareholders holding securities in physical form are hereby requested to dematerialize your physical securities at the earliest.*

*** This may be treated as first reminder to the communication send in July 2018 for the purpose of compliance of above provisions. The required KYC form is attached at the end of the Annual Report.**

13. In terms of Section 101 and 136 of the Companies Act, 2013 read together with the Rules made thereunder, the listed companies may send the Notice of Annual general meeting and the Annual report, including Financial statements, Board Report, etc. by electronic mode. The Company has accordingly forwarded soft copies of the above referred documents to all those members who have registered their email ids with their respective depository participants or with the Registrar and Transfer Agent of the Company. For members who have not registered their email ids, physical copies of the Annual Report 2017-18, Notice of the AGM along with Attendance slip, Electronic voting particulars and Proxy form are being sent to their registered addresses.

14. As per the provisions of the Act, the facility for making/varying/cancelling nominations is available to individuals holding shares in the Company. Nominations can be made in Form SH-13 and any variation/cancellation thereof can be made by giving notice in Form SH-14, prescribed under the Companies (Share Capital and Debentures) Rules, 2014 for the purpose. The forms can be obtained from the Registrar and Transfer Agent or from the website of Ministry of Corporate Affairs at www.mca.gov.in.

15. To receive shareholders' communications through electronic means, including annual reports and notices, members are requested to kindly register/ update their email address with their respective depository participant, where shares are held in electronic form. If, however, shares are held in physical form, members are advised to register their e-mail address with Link Intime India Pvt. Ltd. at pune@linkintime.co.in.

16. Documents referred to in the Notice and the explanatory statement shall be open for inspection by the members at the registered office of the Company on all working days (Monday to Friday) from 10.00 a.m. to 1.00 p.m. except holidays, upto the date of the meeting.

17. Corporate members are requested to send in advance, duly certified copy of the Board Resolution/Power of Attorney authorising their representative to attend the annual general meeting.

18. Members/Proxies are requested to bring the copies of annual reports to the meeting.
19. Please note that for security reasons, no article/baggage will be allowed at the venue of the meeting.
20. In case of any queries regarding content of Annual report, the same will be addressed within 7 days of the conclusion of Annual General Meeting.
21. For those members opting for remote e-voting, the process and manner of remote e-voting will be as follows:

    In terms of the provisions of Section 108 of the Companies Act, 2013 (the Act) read with rule 20 of the Companies (Management and Administration) Rules, 2014 (hereinafter called "the Rules" for the purpose of this section of the Notice) and under the provisions of Listing Regulations, 2015, the Company is providing facility to exercise votes on the items of business given in the Notice through electronic voting system, to members holding shares as on **Saturday, the 22nd September, 2018** being the Cut-off date (Record date for the purpose of Rule 20 (3) (vii) of the Rules) fixed for determining voting rights of members, entitled to participate in the e-voting process, through the e-voting platform provided by Central Depository Services (India) Limited (CDSL).

    The instructions for shareholders voting electronically are as under:

(i) The voting period begins from **9:00 a.m.** on **Wednesday, the 26th September, 2018** and ends on **5:00 p.m. on Friday, the 28th September, 2018.** During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Saturday, the 22nd September, 2018** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on Shareholders.

(iv) Now Enter your User ID
- For CDSL: 16 digits beneficiary ID,
- For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.

(vii) If you are a first time user, follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) • Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
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. • 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 as mentioned in instruction (iv).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

(xvii) If a demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

(xviii) **Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.**

(xix) **Note for Non – Individual Shareholders and Custodians:**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- 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.

(xx) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

22. Persons, who have acquired Shares and become Members of the Company after dispatch of Notice of the AGM, but before the **cut-off date,** may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.com or kelinvestors@kineticindia.com. However, Members already registered with CDSL for remote e-Voting can use their existing user ID and passwords for casting their votes. If a Member has forgotten her / his password, she / he can reset her/ his password by using "Forgot User Details /Password" option available on helpdesk.evoting@cdslindia.com or contact CDSL at the following toll free No.: 1800-225-533.

23. Voting rights of Members shall be in proportion to their share in the Company's Paid-up Equity Share Capital as on the **cut-off date.**

24. Mr. Dinesh Birla, FCS, (CP No. 13029), Practising Company Secretary, has been appointed as the Scrutinizer to enable the voting at venue of AGM and remote e-Voting processes to be conducted in a fair and transparent manner.

25. The Chairman / person shall, at the end of discussion on the Resolutions on which voting are to be held, allow voting by use of Ballot for those Members present at the AGM but have not cast their votes through the remote e-Voting facility.

26. The Scrutinizer shall, after the conclusion of voting at the AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast

through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favor 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.

27. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.kineticindia.com, on the website of BSE at 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.

28. 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.

29. The Route Map of the venue of the AGM is given at the end of this Notice.

CIN: L35912MH1970PLC014819

REGISTERED OFFICE
D-1 Block, Plot No. 18/2,
MIDC, Chinchwad, Pune - 411019.
Phone no.: + 91-020-66142049
Fax no. + 91-020-66142088/89
E-mail :kelinvestors@kineticindia.com
Website: www.kineticindia.com.

Date : 10th August, 2018
Place: Pune

Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013

Item No. 3:

Dr. Jayashree Arun Firodia who was appointed as an Additional Director of the Company effective from 27th October, 2017 pursuant to the provision of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, holds office upto the date of this Annual General Meeting and is eligible for appointment as a Director.

Dr. Jayashree Arun Firodia is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given her consent to act as Director. Accordingly, the Board recommends the resolution in relation to appointment of Dr. Jayashree Arun Firodia as Director, for the approval by the shareholders of the Company.

Except Dr. Jayashree Arun Firodia, Mr. Arun H. Firodia, Mrs. Sulajja Firodia Motwani & Mr. Ajinkya Firodia, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the resolution set out at Item No. 3.

"Details of Directors seeking appointment/ re-appointment at the Annual General Meeting [In pursuance of Corporate Governance provision of SEBI (LODR)]"		
Name of the Director	**Mrs. Sulajja F. Motwani**	**Dr. Jayashree Firodia**
Age	48 years	75 years
DIN	00052851	00328499
Date of Appointment	09/12/2011	27/10/2017
Qualification	MBA in Finance from Carnegie Mellon University, Pitsburgh. USA	M.B.B.S
Directorship as on 31st March, 2018	Kinetic Engineering Ltd., Kinetic Marketing and Services Ltd., Kinetic Auto Ltd., Kinetic Kids Products Pvt. Ltd., Kinetic Fgtechnopolo Engineering Services Pvt Ltd, Kinetic Motor Automotives Pvt. Ltd., Sitaram Real Estate Developers Pvt. Ltd., BZE-E Technologies Pvt. Ltd.	Kinetic Communication Ltd., Ajinkya Auto Fab Ltd., Kinetic Hyundai Elevator And Movement Technologies Ltd., Ducati Energia (I) Pvt. Ltd., Kinetic Auto Ltd., MV Agusta India Pvt Ltd., Kinetic Motor Automotives Pvt. Ltd., Karina Tourism and Adventures Pvt. Ltd., Kinetic Green Energy And Power Solutions Ltd., Children S Future India Pvt. Ltd.
Chairmanship/Membership of Committees of other Companies as on 31st March, 2018.	Nil	Nil
Shareholding in the Company	616	3475222

Route Map for 47th Annual General Meeting

Venue: Registered Office - D-1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune – 411019.