



# ANNUAL

# 52<sup>nd</sup> REPORT

# 2022-23

[www.KineticIndia.com](http://www.KineticIndia.com)



### Kinetic Engineering is future-ready.

Dear Shareholders,

The world around us is in a constant state of 'change' and the Indian automotive sector is transitioning fast, witnessing remarkable changes and rising adoption of electric vehicles. While these changes have challenges for the industry, its giving us the opportunity to stay ahead of the curve.

During the year, your Company has achieved net profit of Rs. 313.07 lakhs, a 130% jump over the previous year's profit. It also achieved revenue growth of 10.58% at Rs. 137.50 cr., compared to last year's revenue of Rs. 124.35 cr. This result is because of continues pursue of our strategy of adding new strategic customers & programmes and exports led growth while investing in cost saving initiatives. I would like to thank the efforts of all team members and vision of the management in achieving sustained improved profitability.

Further, the promoters are very bullish on the company future hence invested fresh funds in to the business by way of equity issue & OCCPS which help company for Expansion, Debt Reduction and EV Subsidiary Investment. Through this, Promoter stake holding will increase from 54.68% to 59.35%.

In line with the strategy spelt out last year, the company has taken decisive steps for its foray into EV space. In view of the rapid pace of change from IC vehicles to Electric vehicles, the company has created a subsidiary company "Kinetic Watts and Volts Limited" exclusively focused on Electric Mobility. The new subsidiary company is evolving its product strategy and exploring possible tie-ups for critical components in this field.

KEL continues to develop and enhance its export portfolio and exploring more focus on tractor segment, as a hedge against automobile and is adding various new customers here.

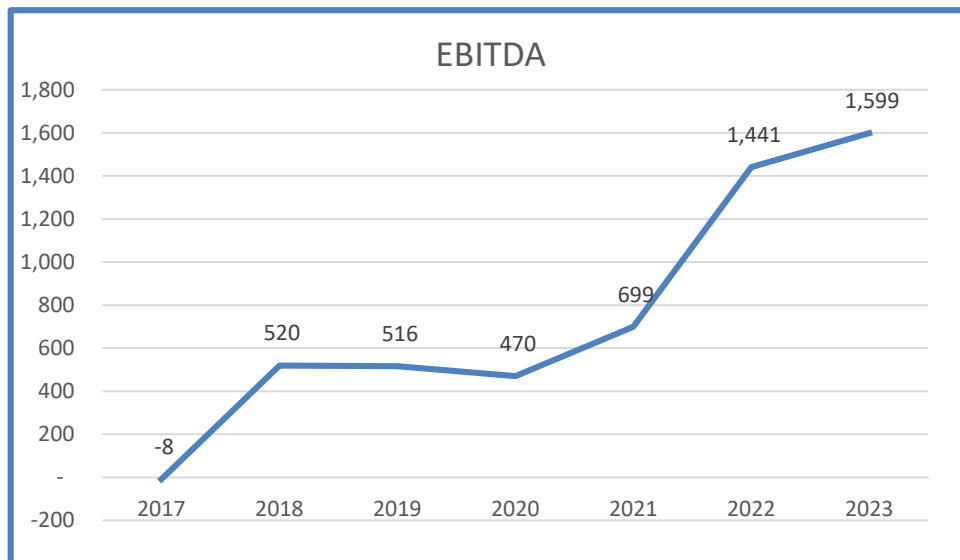
Focused on customer-centricity, Kinetic Engineering is poised to embark on a transformative journey. Our aim is to achieve new milestones while staying attuned to the ever-evolving needs of tomorrow.

Regards

**Ajinkya Firodia**  
Managing Director and CFO



**EPS** - There is a substantial improvement in EPS from Rs. 0.82 per share in FY 21-22 to Rs.1.54 per share in FY 22-23.



**EBITDA** - The operating EBITDA margin has maintained at 11.63% in FY 22-23 compared to previous year.



**Share Price** - Snapshot of company share price during the year 22-23.

**BOARD OF DIRECTORS**

Mr. Arun Hastimal Firodia	-	Chairman
Mr. Ajinkya Arun Firodia	-	Managing Director & Chief Financial Officer
Dr. Jayashree Arun Firodia	-	Non-Executive Director
Ms. Sulajja Firodia Motwani	-	Non-Executive Director
Mr. Shirish Ratanlal Kotecha	-	Independent Director
Mr. Ramesh Jankiram Kabra	-	Independent Director
Mr. Rohit Prakash Bafana	-	Independent Director
Mr. Jinendra Hirachand Munot	-	Independent Director
Mr. Venkataiah Madipalli	-	Independent Director

**CHIEF EXECUTIVE OFFICER**

Mr. Chaitanya Koranne

**STATUTORY AUDITOR**

M/s. Pawan Jain & Associates,  
Chartered Accountants, Pune

**COMPANY SECRETARY**

Mr. Chaitanya Mundra

**SECRETARIAL AUDITOR**

M/s Dinesh Birla & 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.  
CIN: L35912MH1970PLC014819

**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

**WORKS**

Nagar-Daund Road,  
Ahmednagar, Pin - 414001

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## KINETIC ENGINEERING LIMITED

CIN: L35912MH1970PLC014819

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E-mail: kelinvestors@kineticindia.com Website: www.kineticindia.com

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE** is hereby given that an Annual General Meeting of the shareholders of **Kinetic Engineering Limited** will be held on **Friday, 29<sup>th</sup> September 2023 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 consider and adopt the Standalone and Consolidated financial statements of the Company for the financial year ended 31 March 2023, together with the Directors' and Auditors' Reports thereon.
2. To appoint a director in place of Mr. Arun Hastimal Firodia (DIN: 00057324), who retires by rotation and being eligible, offers himself for re-appointment.

#### SPECIAL BUSINESS:

3. Re-appointment of Mr. Ajinkya Arun Firodia, as the Managing Director of the Company.

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

**"RESOLVED THAT** pursuant to Section 196, 197 and 203 read with Schedule V and other applicable provisions if any, of the Companies Act 2013 and Companies [Appointment and Remuneration of Managerial Personnel] Rules, 2014 (including any statutory modifications and re-enactment, for the time being in force) and subject to the approval of the shareholders of the Company at the ensuing General Meeting, Mr. Ajinkya Firodia (DIN : 00332204) be and is hereby re-appointed as Managing Director of the Company, for holding office for a further period of 5 (five) years from the expiry of his present term of office, that is, with effect from 23<sup>rd</sup> April 2024 on 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 re-appointment and/or remuneration , as it may deem fit;-

Particulars	Description
Basic Salary	Rs. 59,49,876 (with 12% increase every year)
HRA	Rs. 17,73,160 (with 12% increase every year)
LTA	Rs. 1,00,000
Medical Expenses	Rs. 15,000
Variable Pay	2% of Operating Profit (EBITDA)
<b>Benefits:-</b>	
Provident Fund	As per Rules of the Company
Super Annuation	
Gratuity	
Personal Accident & Mediciam 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	5 years w.e.f. 23.04.2024
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.

**RESOLVED FURTHER THAT** Mr. Arun Hastimal Firodia, Chairman and /or Mr. Chaitanya Mundra Company Secretary be and are hereby severally authorized to enter into an agreement with Mr. Ajinkya A. Firodia, on behalf of the Company and to file requisite forms, papers and other documents with Registrar of Companies, to give effect to above said resolution”.

#### **4. Appointment of Mr. Dattatray Parvati Navale, (DIN: 10207503) as Non - Executive Independent Director**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval and recommendation of Nomination and Remuneration Committee, Mr. Dattatray Parvati Navale, (DIN: 10207503) who was appointed as an Additional Director under Section 161 of the Companies Act, 2013 and who qualifies for being so appointed, be and is hereby appointed as the Independent director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, i.e. upto 10 August, 2028.

**RESOLVED FURTHER THAT** Mr. Ajinkya Firodia, Managing Director and/or Mr. Chaitanya Mundra, Company Secretary be and are hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents.”

#### **5. Appointment of Mr. Achal Shirish Kotecha, (DIN: 03543151) as Non - Executive Independent Director**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval and recommendation of Nomination and Remuneration Committee, Mr. Achal Shirish Kotecha, (DIN: 03543151) who was appointed as an Additional Director under Section 161 of the Companies Act, 2013 and who qualifies for being so appointed, be and is hereby appointed as the Independent director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, i.e. upto 10 August, 2028.

**RESOLVED FURTHER THAT** Mr. Ajinkya Firodia, Managing Director and/or Mr. Chaitanya Mundra, Company Secretary be and are hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents.”

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

**Date: 11 August 2023  
Place: Pune**

**A. H. Firodia  
Chairman  
(DIN: 00057324)**

**NOTES:**

1. In pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to hold its Annual General Meeting (AGM) through Video-conferencing (“VC”) or other audio visual means (“OAVM”) (hereinafter referred to as “electronic means”) i.e. without the physical presence of the members. The deemed venue for the AGM shall be the registered office of the Company.
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 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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 AGM will be provided by CDSL.
3. The Members can join the 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 AGM through VC/OAVM will be made available to at least 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 AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM 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. 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 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](http://www.kineticindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://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](http://www.evotingindia.com).
7. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars stated above in point no. 1.

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

- (i) The voting period will commence at **Tuesday, 26<sup>th</sup> September, 2023 at 09.00 A.M. IST and ends on Thursday, 28<sup>th</sup> September, 2023 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 (record date) of 22 September 2023 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 above said 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 <b>CDSL</b>	<ol style="list-style-type: none"> <li>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 <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.</li> <li>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 &amp; 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.</li> <li>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with <b>NSDL</b>	<ol style="list-style-type: none"> <li>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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS "Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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</li> </ol>

	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.
Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b>	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.

**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 <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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](http://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"> <li>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.</li> </ul>
Dividend Bank Details	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.