



KINETICTRUST LIMITED

25th

Annual Report

2016–2017

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|---|---|
| BOARD OF DIRECTORS | |
| Mr. Vinod Bansal | Director |
| Mr. Rajesh Arora | Director |
| Mr. Ashok Juneja | Director |
| Mr. Vinay Aggarwal | Director |
| Mrs. Kiran Duggal | Director |
| BANKERS | |
| State Bank of India | Bank of India |
| AUDITORS | |
| Mr. Neelesh Kumar Jain A-9/1, 3rd Floor, Acharya Niketan Market, Mayur Vihar, Delhi 110091 | LEGAL ADVISORS Mr. Pramod Verma |
| REGISTERED OFFICE | |
| 527-R, City Tower, IInd Floor, Model Town, Ludhiana-141002 TEL: 0161 5000524, 2428238 FAX: 0161 2430029 | CORPORATE OFFICE 1406, Vikram Tower 16 Rajendra Place New Delhi-110008 Tel: 66402000-4, Email: info@ktl.co.in |
| SHARE TRANSFERS AND OTHER COMMUNICATIONS | |
| Shares Department M/s Link Intime India (P) Ltd. 44, Community Centre, IInd Floor, Naraina Industrial Area Phase-1, Near PVR Naraina, New Delhi-110028 Tel: 011-41410592,93,94 Email: bharatb@linkintime.com.in | INVESTOR'S GRIEVANCES Mr. Ranjan Kumar Compliance Officer, Kinetic Trust Limited 1406, Vikram Tower 16 Rajendra Place New Delhi-110008 |

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FORWARD-LOOKING STATEMENT

This forward-looking statements includes comments with respect to our objectives and strategies and the results of our operations and business. This report and other statements – written and oral—that are periodically compiled and contain forward-looking statements that set out anticipated results based on the management’s plans and assumptions. We have tried wherever possible to identify such statements by using words such as ‘anticipates’, ‘estimates’, ‘expects’, ‘projects’, ‘intends’, ‘plans’, ‘believes’, ‘continue’ and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, numerous assumptions, and descriptions of opportunities, and inaccurate assumptions and both general and specific. Should known or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward looking statements, whether as a result of new information, change circumstances, future events, changes in the company’s expectations or otherwise.

KINETIC TRUST LIMITED

[Corporate Identification Number-L67120PB1992PLC012532]

Regd. Office: 527R, City Tower, Second Floor, Model Town, Ludhiana- 141002(Pb) India

Corporate Office: 1406, Vikram Tower, Rajendra Place- 110008

Tel.: 66402000-4; Fax: 25860460 Email: info@ktl.co.in

NOTICE

Notice is hereby given that the 25th Annual General Meeting of the Members of Kinetic Trust Limited will be held at the registered office of the company at 527R, City Tower, 2nd Floor, Model Town, Ludhiana-141002 on Thursday the 28th September 2017 at 12.30 p.m. to transact the following business:

Ordinary Business:**Item No. 1: Adoption of Audited Financial statements**

To receive, consider and adopt the Audited Financial Statements at 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.

Item No. 2: Reappointment of Directors

To appoint a Director in place of Mr. Rajesh Arora (DIN: 00662396) who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3: Appointment of Statutory Auditors of the company

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

“RESOLVED that pursuant to the provisions of section 139 and 142 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules 2014, including any statutory re-enactment(s) or modification(s) thereof for the time being in force, the Company hereby ratifies the appointment of Mr. Neelesh Kumar Jain, Chartered Accountants, (Membership No. 511815) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 26th AGM of the Company to be held in the year 2018, at a remuneration to be decided by the Board of Directors in consultation with the Auditors.”

Notes:

1. A Member entitled to attend and vote at the annual general meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a member of the company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. Members/Proxies should bring their copy of Annual Report and the Attendance Slip duly filled in for attending the meeting.

2. The Register of Members & Share Transfer Books of the company shall remain closed from 22nd September, 2017 up to 28th September, 2017, both days inclusive.
3. Corporate members are requested to send a duly certified copy of the Board Resolution upon power of attorney authorizing their representative to attend the Annual General Meeting.
4. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
5. The Register of Directors and key managerial personnel and their shareholding maintained under section 170 of the Companies Act, 2013 and the register of contracts and arrangements in which directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding share in electronic form are therefore requested to submit their copies of PAN card to their depository participants with whom they are maintaining accounts. Members holding shares in physical form can submit their bank details to the company or RTA.
7. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India (P) Ltd to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Link Intime India (P) Ltd.
8. Members holding shares in physical form are requested to consider converting their holding to Dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or LINK INTIME INDIA (P) LTD. for assistance in this regard.
9. The Notice of the AGM along with the Annual Report 2016-17 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
10. Mr. Ved Parkash Practicing Company Secretary CP No. 15927, FCS No.3880 has been appointed as the Scrutinizer to scrutinize the remote e-voting and poll process to be carried at the AGM in a fair and transparent manner.

Voting through electronic means:

1. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and regulation 44 of SEBI LODR(Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide a facility to the members to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Securities Limited (CDSL). The facility for voting through Ballot Paper, will also be made

available at the Meeting and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Ballot Paper. The Members who cast their vote by remote e-voting prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.

2. The detailed procedure to be followed in this regard has been given in Annexure–A to the notice. The members are requested to go through them carefully.

Annexure “A” to the notice

The instructions for shareholders voting electronically are as under:

- (i) The voting period begins at 9:00 a.m. on Monday, 25th September, 2017 and ends at 5:00 p.m. on Wednesday, 27th September, 2017. 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 21st September, 2017 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
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. 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) <ul style="list-style-type: none"> 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. <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 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 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.
- (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.

Other Instructions:

- (i) A copy of this notice has been placed on the website of the Company and the website of CDSL.
- (ii) The e-voting period commences on 25th September, 2017 and ends on 27th September, 2017. During this period, Members holding shares either in physical form and dematerialized form, as on 21st September, 2017 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the Member, he/she shall not be allowed to change it subsequently or cast vote again.
- (iii) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on cut-off date. 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 only shall be entitled to avail the facility of remote e-Voting.
- (iv) Any person, who acquires shares of the Company and becomes a member of the Company after Dispatch of the Notice and holding shares as of the cut-off date, may obtain the login ID and Password by sending a request at helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using “Forgot User Details/Password” option available on www.evotingindia.com.
- (v) The Scrutinizer shall, immediately after the conclusion of voting at the general meeting, would count the votes cast at the meeting, 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 make, not later than three days of conclusion of the meeting, a consolidated Scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall counter sign the same.
- (vi) The results declared along with the Scrutinizer’s Report shall be placed on the Company’s website www.ktl.co.in and on the website of CDSL helpdesk.evoting@cdslindia.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited (“BSE”) where the shares of the Company are listed.

For and on behalf of the Board of Directors

Sd/-

Vinod Bansal

Director

DIN: 00044111

Date: 11/08/2017

Place: New Delhi

KINETIC TRUST LIMITED**[Corporate Identification Number-L67120PB1992PLC012532]****Regd. Office: 527R, City Tower, Second Floor, Model Town, Ludhiana- 141002(Pb) India****Corporate Office: 1406, Vikram Tower, Rajendra Place- 110008****Tel.: 66402000-4; Fax: 25860460 Email: info@ktl.co.in****Twenty Fifth Annual General Meeting to be held on Thursday****28th September, 2017 at 12:30 p.m.at****527R, City Tower, Second Floor, Model Town. Ludhiana- 141002****ATTENDANCE SLIP**

Only shareholder or the proxy will be allowed to attend the meeting

| | |
|--------------------------------------|--|
| DP ID* | |
| Client ID* /Folio No.: | |
| Name of Member(s)/Proxy: Address: | |

I/We certify that I am/we are Member(s)/Proxy of the Member(s) of the Company holding _____ shares.

I/We hereby record my/our presence at the Twenty Fifth Annual General Meeting of the Company to be held on Thursday 28th September, 2017 at 12:30 p.m. at 527R, City Tower, Second Floor, Model Town, Ludhiana-141002.

Signature of Member/Proxy _____

* Applicable for investors holding shares in electronic form

Note: A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.

Electronic Voting Particulars

| Electronic Voting Sequence No. (EVSN) | Sequence Number |
|---------------------------------------|-----------------|
| 170822049 | USE YOUR PAN |

Note: Please read the instructions printed in the Notice dated August 11, 2017 of the Twenty Fifth Annual General Meeting. The voting period starts from 9:00 a.m. on Monday 25th September, 2017 and ends at 05:00 p.m. on Wednesday 27th September, 2017. The voting module shall be disabled by CDSL for voting thereafter.