



KINETICTRUST LIMITED

27th

Annual Report

2018–2019

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 Ms. Radhika Jhunjhunwala Company Secretary, 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 27th 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 Saturday the 28th September 2019 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, 2019 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. Vinod Bansal who retires by rotation and, being eligible, offers himself for re-appointment.

Item No. 3: Appointment of Statutory Auditors in order to fill casual vacancy of the company

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

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), as recommended by the Board of Directors of the company, M/s. Sunita Aggarwal & Co, Chartered Accountants (FRN: 515225C), be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of Mr. Neelesh Kumar Jain, Chartered Accountants membership no 511815.

RESOLVED FURTHER THAT M/s. Sunita Aggarwal & co., Chartered Accountants (FRN:515225C), be and are hereby appointed as Statutory Auditors of the Company from this Annual General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the Annual General Meeting held for financial year ending on 31st March 2024, subject to ratification as to the said appointment at every Annual General Meeting and that they shall

conduct the Statutory Audit for the period ended 31st March, 2020 on such remuneration as may be fixed by the Board of Directors in consultation with them.

RESOLVED FURTHER THAT any of the Board of Directors, be and is, hereby empowered and authorised to take such steps, in relation to the above and to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to this resolution and to file necessary E-Forms with Registrar of Companies.”

Item No. 4: Regularization of Additional Directors 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 Mr. Vinay Bhatia holding DIN 00015516, who was appointed as an Additional director of the company by the Board of directors in their meeting held on 16/05/2019 under section 161(1) of the Companies act 2013 and other applicable provisions of the companies act 2013, (including any statutory modifications and re-enactments thereof) and applicable provisions of the Article Associations of the company and who holds office upto the date of its Annual general meeting be and is hereby appointed as the director of the company.

“RESOLVED that Mr. Sanjeev Arora holding DIN 00685837, who was appointed as an Additional director of the company by the Board of directors in their meeting held on 16/05/2019 under section 161(1) of the Companies act 2013 and other applicable provisions of the companies act 2013, (including any statutory modifications and re-enactments thereof) and applicable provisions of the Article Associations of the company and who holds office upto the date of its Annual general meeting be and is hereby appointed as the Whole time director of the company.

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) setting out material facts concerning the business under Item Nos. 3 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting (“AGM”) are also annexed
2. A Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. 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 carrying voting rights. 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. 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 AGM. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.

3. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
4. Members, Proxies and Authorised Representatives are requested to bring the duly completed Attendance Slip enclosed herewith to attend the AGM.
5. Pursuant to applicable provisions of Section 91 of the Companies Act, 2013, the Register of Members & Share Transfer Books of the company shall remain closed from 21st September, 2019 up to 28th September, 2019, both days inclusive.
6. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.ktl.co.in (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Link In time India (P) Ltd. in case the shares are held by them in physical form.
7. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Link Intime India (P) Ltd. in case the shares are held by them in physical form.
8. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Link Intime India (P) Ltd. in case the shares are held by them in physical form.
9. Members holding shares in physical form are requested to consider converting their holdings 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.
10. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Link Intime India (P) Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
11. In case of joint holders attending the AGM, 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.
12. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
13. Notice of the AGM along with the Annual Report 2018-19 is being sent by electronic mode to those Members whose email 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 email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2018-19 will also be available on the Company's website viz. www.ktl.co.in.
14. Voting through electronic means
 - i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Link Intime India (P) Ltd. on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

- ii. The Board of Directors has appointed Mr. Chetan Gaur, Practicing Company Secretary having Membership no as A37455 and Certificate of Practice no 19223, as the Scrutinizer to scrutinize the voting at the AGM and remote e-voting process in a fair and transparent manner.
- iii. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the AGM and the Members attending the AGM, who have not already cast their vote by remote e-voting, may exercise their right to vote at the AGM.
- iv. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- v. A Member can vote either by remote e-voting or at the AGM. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the AGM shall be considered invalid.

ATTENDANCE SLIP

DPID-CLID /Folio No. -

Name of Shareholder (s) -

Address -

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

I hereby record my presence at the Twenty Seventh Annual General Meeting of the Company to be held on Thursday 28th September, 2019 at 12:30 p.m.at 527R, City Tower, Second Floor, Model Town, Ludhiana-141002.

.....
Signature of Member / Proxy

Notes:

1. A member or his duly appointed Proxy wishing to attend the meeting must complete this Attendance Slip and hand it over at the entrance.
2. Name of the Proxy in Block letters..... (in case the Proxy attends the meeting)
3. Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.
4. Shareholders/proxy holders desiring to attend the meeting may bring his/her copy of Annual Report for reference at meeting.

Electronic Voting Particulars

Electronic Voting Sequence No. (EVSN)	User ID	Sequence Number

Note: Please read the instructions printed in the Notice dated September 6, 2019 of the Twenty Seventh Annual General Meeting. The voting period starts from 9:00 a.m. on Monday 25th September, 2019 and ends at 05:00 p.m. 27th September, 2019. The voting module shall be disabled by CDSL for voting thereafter.

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L67120PB1992PLC012532

KINETIC TRUST LIMITED

Regd Off.: 527-R, City Tower, IInd Floor, Model Town, Ludhiana-141002

Name of the member(s):

Registered Address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of..... shares of the above named company, hereby appoint:

1.	Name	
2.	Address	
3.	Email id	
4.	Signature	

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 27th Annual General Meeting of the **Kinetic Trust Limited**, to be held on the 28th day of September, 2019 At 12:30 p.m. at 527-R, City Tower, Second Floor, Model Town, Ludhiana and at any adjournment thereof in respect of such resolutions as are indicated below:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019, together with Reports of the Board of Directors and the Auditors thereon.
2. Re-appointment of Mr. Rajesh Arora as a Director of the Company, who retires by rotation.
3. Appointment of Auditors.

Affix
Revenue
stamp

Signed this..... day of..... 2019

Signature of shareholder

Signature of Proxy holder(s)

Notes: The form of Proxy, duly signed across the revenue stamp reach registered office of the company, not less than 48 hours before the time fixed for the meeting.