

**KINETIC ENGINEERING LIMITED**

Regd. Office : Kinetic Innovation Park, D-1 Block,
Plot No. 18/2, H. K. Firodia Road, MIDC,
Chinchwad, Pune - 411 019. (India)

Tele. : +91-20-66142049
Fax : +91-20-66142088 / 89

CIN : L35912MH1970PLC014819

Website : www.kineticindia.com

Date: 23.02.2019

To,
Listing Compliance Department,
Ground Floor, P. J. Tower,
Dalal Street, Fort,
Mumbai - 400001.
Fax No. - 022-22723121

Scrip ID: 500240

Sub.: Compliance under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

We refer to our communication dated 13th February, 2019, wherein we had inter-alia informed that the Board of Directors of the Company had, at its Meeting held on 13th February, 2019, approved certain transactions to be carried on by Postal Ballot.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith, the Postal Ballot Notice dated 13th February, 2019 together with the Explanatory Statement and Postal ballot Form which is being disseminated to the members of the Company, whose name appear on the Register of Members as on 15th February, 2019.

This is for your information and record.

Thanking you,

For Kinetic Engineering Limited


Deepal Shah
Company Secretary

Encl: a/a

KINETIC ENGINEERING LTD

Regd Off. : D1 Block, Plot No.18/2, Chinchwad, Pune - 411 019.
Tel No. : +91-20-66142049/78, **Fax No.** : +91-20-66142088/89
CIN : L35912MH1970PLC014819 **Website** : www.kineticindia.com
E-mail. : kelinvestors@kineticindia.com, deepal.shah@kineticindia.com

NOTICE OF THE POSTAL BALLOT

(Notice Pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s)

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act"), read Rule 22 of the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolution as set out in this Notice are proposed to be passed by the Members of Kinetic Engineering Ltd (the "Company"), to pass through Postal Ballot / Electronic Voting (e-voting).

The Company in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, is pleased to provide the members with the facility to exercise their right to vote on the matter included in the postal ballot by electronic means i.e. through e-voting services provided by Central Depository Services (India) Limited (CDSL). The e-voting will commence on **Monday, February 25, 2019 (09.00 a.m.)** and ends on **Wednesday, March 27, 2019 (5.00 p.m.)**. Please read carefully and follow the instructions as printed in this Notice for e-voting.

However, those members, who do not have access to e-voting facility can send their assent or dissent in writing on the postal ballot form attached herewith.

The Scrutinizer will submit his report to the Chairman of the Company, upon completion of the scrutiny of the postal ballots (physical and e-voting) in a fair and transparent manner. The results of the Voting by Postal Ballot will be declared / announced by the Chairman of the Company by **Thursday, March 28, 2019 at 5.00 p.m.** at the Registered Office of the Company at D-1 Block, Plot No. 18/2, Chinchwad, Pune – 411 019. The results of the Postal Ballot will be posted on the Company's website (www.kineticindia.com) and on the website of CDSL e-Voting at (www.evotingindia.com) besides communicating to the Stock Exchanges where the Company's shares are listed. The resolution, if approved, will be taken as passed effectively on the date of declaration of results.

In case of any queries regarding e-Voting, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at www.evotingindia.com under Help section.

The proposed Resolution along with the Explanatory statement pertaining to the aforesaid resolutions setting out the material facts as required under section 102 of the Companies Act, 2013 are annexed hereto along with Postal Ballot form for your consideration.

SPECIAL BUSINESS

1. 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 Annual General Meeting, **Mr. Ajinkya A. 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 April 23, 2019 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:-

Remuneration (per annum):-	
Salary	Rs. 35,00,000 (with 10% increase every year)
HRA	Rs. 10,50,000 (with 10% increase every year)
LTA	Rs. 1,00,000
Medical expenses	Rs. 15,000
Variable pay	2% of operating profit (EBITDA)

<u>Benefits:-</u>	
Provident Fund	As per Rules of the Company
Super annuation	
Gratuity	
Personal Accident & Mediclaim 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.
Telephone facility	Telephone at residence and a mobile phone
Watchman at residence	Watchman at residence
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. 23.04.2019
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, be and is hereby authorized to enter into an agreement with Mr. Ajinkya 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”.

2. Appointment of Mr. M. Venkataiah (DIN: 00041420) 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. M. Venkataiah (DIN: 00041420)** 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 February 12, 2024.

RESOLVED FURTHER THAT Mr. Ajinkya Firodia, Managing Director and/or Ms. Deepal Shah, 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 with Registrar of Companies, as may be deemed expedient to give effect of the foregoing resolution.”

3. Appointment of Mr. Rohit Bafana (DIN: 00590469) 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. Rohit Bafana (DIN: 00590469)** 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 February 12, 2024.

RESOLVED FURTHER THAT Mr. Ajinkya Firodia, Managing Director and/or Ms. Deepal Shah, 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 with Registrar of Companies, as may be deemed expedient to give effect of the foregoing resolution”.

4. Approval of the continuation of Mr. Arun H. Firodia (DIN:00057324) as Director

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

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(IA) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. Arun H. Firodia (DIN : 00057324)**, Director of the Company to continue to hold office as Director, from April 1, 2019, notwithstanding that he has attained the age of more than 75 years.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

5. Approval of the continuation of Dr. Jayashree Arun Firodia (DIN : 00328499) as Director

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

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(IA) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Dr. Jayashree Arun Firodia (DIN : 00328499)**, Director of the Company to continue to hold office as Director, from April 1, 2019, notwithstanding that she has attained the age of more than 75 years.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

6. Re-appointment of Shri S.R.Kotecha (DIN: 00170659) as Independent Director

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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, **Shri S. R. Kotecha (DIN: 00170659)**, who was appointed as an Independent director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from April 1, 2019.

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

7. Re-appointment of Mr. R.J. Kabra (DIN: 00306688) as Independent Director

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 the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder [including any statutory modification(s) or re-enactment thereof for the time being in force] read with Schedule IV to the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and upon the recommendation of the Nomination and Remuneration Committee, **Mr. R.J. Kabra (DIN: 00306688)**, who was appointed as an Independent director and who holds office as such upto March 31, 2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for a further term of 5 (five) years from April 1, 2019.

“**RESOLVED FURTHER THAT** pursuant to Regulation 17(IA) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, sanction be and is hereby accorded to **Mr. R.J. Kabra (DIN: 00306688)**, Director of the Company to continue to hold office as Independent Director, for a second term of five consecutive years commencing from April 1, 2019, notwithstanding that he has attained the age of more than 75 years, as on the date of his re-appointment.

“RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

By Order of the Board of Directors
For Kinetic Engineering Ltd

Deepal Shah
Company Secretary and Compliance Officer

Date : February 13, 2019
Place : Pune

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and other applicable provisions of the Act read with the Companies (Management and Administration) Rules, 2014, is annexed hereto.
2. The Notice, together with the documents accompanying the same, is being sent to all the Shareholders by registered post and electronically by e-mail to those Shareholders who have registered their e-mail ids with the Company / registrar and share transfer agents / NSDL / CDSL), whose names appear in the register of members / list of beneficial owners as received from NSDL / CDSL as on **February 15, 2019 (“cut-off date”)**. Any person who is a shareholder as on the cut-off date may cast their vote by ballot or by e voting. The Notice will be displayed on the website of the Company (www.kineticindia.com) and on the website of CDSL e-Voting www.evotingindia.com
3. The date of dispatch of the Notice and the Explanatory Statement along with the postal ballot papers will be announced through advertisement in the following newspapers: (i) English language Newspaper; and (ii) Marathi language Newspaper, having wide circulation in the district where the registered office of Company is situated.
4. The Board of Directors of the Company (the “Board”) has appointed Mr. Dinesh Birla of M/s Dinesh Birla & Associates Practicing Company Secretaries (Membership No. F-7658) as a Scrutinizer to conduct the postal ballot and e-voting process in a fair and transparent manner.
5. A postal ballot form along with self-addressed postage business reply envelope is also enclosed. Shareholders voting in physical form are requested to carefully read the instructions printed in the attached postal ballot form. Shareholders who have received the postal ballot notice by e-mail and who wish to vote through postal ballot form can download the postal ballot form from the Company’s website www.kineticindia.com or seek duplicate postal ballot form from the Company. Members shall fill in the requisite details and send the duly completed and signed postal ballot form in the enclosed self-addressed postage pre-paid envelope to the scrutinizer so as to reach the scrutinizer before 5:00 p.m. on or before **March 27, 2019**. Any postal ballot form received after the said date and time period shall be treated as if the reply from the member has not been received.
6. Incomplete, unsigned, improperly or incorrectly tick marked postal ballot forms will be rejected. There will be only 1 (one) postal ballot form for every registered folio/ client ID irrespective of the number of joint members.
7. The postal ballot form should be completed and signed by the Shareholder (as per specimen signature registered with the Company and / or furnished by the Depositories). In case, shares are jointly held, this form should be completed and signed by the first named member and, in his / her absence, by the next named member. Holder(s) of Power of Attorney (“PoA”) on behalf of a Shareholder may vote on the postal ballot mentioning the registration number of the PoA with the Company or enclosing a copy of the PoA authenticated by a notary. In case of shares held by companies, societies etc., the duly completed postal ballot form should be accompanied by a certified copy of the board resolution /authorization giving the requisite authority to the person voting on the postal ballot form. The scrutinizer will submit his report to the Chairman after completion of the scrutiny of the postal ballots including e-votes submitted. The scrutinizer’s decision on the validity of the vote (including e-votes) shall be final. The results of the postal ballot including e-voting will be announced by **March 28, 2019**. at the registered office of the Company situated at D1 Block, Plot No.18/2, Chinchwad, Pune – 411 019. The results, together with the scrutinizer’s Report, will be displayed at the registered office of the Company and on the website of the Company www.kineticindia.com, besides being communicated to BSE Limited.
8. Kindly note that the Shareholder can opt only one mode for voting i.e. either by physical ballot or e-voting. If you are opting for e-voting, then do not vote by physical ballot and vice versa. However, in case Shareholder(s) cast their vote both via physical ballot and e-voting, then voting validly done through e-voting shall prevail and voting done by physical ballot shall be treated as invalid.
9. The vote on postal ballot cannot be exercised through proxy.
10. The e-voting period commences on **Monday, February 25, 2019 (09.00 a.m. IST)**. During this period, Shareholders of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e.

Friday, February 15, 2019 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting on **Wednesday, March 27, 2019 (5.00 p.m. IST)** Once the vote on the resolution is cast by a Shareholder, he or she will not be allowed to change it subsequently.

11. Voting through Electronic Means

The instructions for members for remote e-voting are as under:

The voting period begins on **Monday, February 25, 2019** at 9.00 a.m. and ends on **Wednesday, March 27, 2019**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date February 15, 2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- a) The shareholders should log on to the e-voting website www.evotingindia.com.
- b) Click on Shareholders/Members
- c) Now Enter your User ID
 - (i) For CDSL: 16 digits beneficiary ID,
 - (ii) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d) Next enter the Image Verification as displayed and Click on Login.
- e) 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.
- f) 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 Address Stick 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 (c).

- g) After entering these details appropriately, click on "SUBMIT" tab.
- h) 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.
- i) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j) Click on the EVSN of 'KINETIC ENGINEERING LTD.
- k) 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.
- l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m) 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.
- n) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p) If Demat account holder has forgotten the changed 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.

- q) **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.**
- r) 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 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 favor of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- s) 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.
- t) The scrutinizer shall unblock the remote e-voting facility at the end of the e-voting period, in presence of atleast two witnesses not in the employment of the company and make a scrutinizers report of the votes cast in favor or against if any, to the Chairman.
- u) The Chairman shall declare the result of the voting and the Company shall submit it to the Stock Exchanges within forty eight hours of March 28, 2019. The results declared along with the scrutinizer's report shall be placed on the company's website: www.kineticindia.com and shall be communicated to BSE Limited, where the shares of the company are listed.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos.

Item No. 1: Re- appointment of Mr. Ajinkya A. Firodia as the Managing Director of the Company

Pursuant to Special Resolution passed on 29th September, 2014, 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 22, 2014. Accordingly, his tenure is getting expired on April 22, 2019.

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 re-appointment of Mr. Ajinkya A. Firodia as Managing Director of the Company for a further period of five years commencing from April 23, 2019 and to also approve 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.

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 February 13, 2019 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 re-appointment of Shri Ajinkya A. Firodia as Managing Director of the Company, for a further period of 5 years, with effect from April 23, 2019, 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.

As the terms of re-appointment and the remuneration proposed of Mr. Ajinkya A. Firodia are in conformity with the relevant provisions of the Companies Act, 2013 read with Schedule V to the said Act, approval of Central Government is not required for his re-appointment and remuneration.

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 is set out in this Notice as Annexure A.

Except Mr. Arun H. Firodia, Dr. Jayashree Firodia, Mrs. 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 commend passing of this resolution by way of a Special Resolution.

Item No. 2 & 3 : Appointment of Mr. M. Venkataiah & Mr. Rohit Bafana as Non Executive Independent Director

The Board, at its meeting held on February 13, 2019, appointed Mr. M. Venkataiah & Mr. Rohit Bafana as Independent Director (additional) of the Company with effect from February 13, 2019, pursuant to Section 161 of the Companies Act, 2013. The Company has also received (i) consent in writing from Mr. M. Venkataiah & Mr. Rohit Bafana to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. M. Venkataiah & Mr. Rohit Bafana to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that they meet the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Mr. M. Venkataiah & Mr. Rohit Bafana fulfill the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the draft letters for their appointment as an Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Company's registered office during normal business hours on working days.

The brief resume of said Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The resolution seeks the approval of members for the appointment of Mr. M. Venkataiah & Mr. Rohit Bafana as an Independent Director of the Company up to February 12, 2024 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and they shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. M. Venkataiah & Mr. Rohit Bafana, to whom the resolution relates, are interested in or concerned with the resolution in Item no. 2 & 3.

Your Board recommends the resolution set forth in Item no. 2 & 3 for the approval of the members by Ordinary Resolution.

Item No. 4 & 5: Continuation of Mr. Arun H. Firodia and Dr. Jayashree A. Firodia as Directors

As per Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, with effect from 1st April, 2019, no listed Company shall appoint or continue the Directorship of a Non-Executive Director who has attained the age of 75 years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment.

Mr. Arun H. Firodia (DIN: 00057324) was appointed as Non-Executive Chairman of the Company under Section 152 of the Companies Act, 2013 and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015, to hold office in continuation from April 1, 2019, upto the expiry of his term.

Dr. Jayashree A. Firodia (DIN: 00328499) was appointed as Non-Executive Non Independent director of the Company under Section 149 and 152 of the Companies Act, 2013 read with Schedule IV attached thereto and Rules made there under and pursuant to Regulation 17 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 to hold office in continuation from April 1, 2019, upto the expiry of his term, not liable to retire by rotation.

The Board of Directors is of the opinion that Mr. Arun H. Firodia and Dr. Jayashree A. Firodia are persons of integrity; possess relevant expertise and vast experience. Their association as Non-executive directors will be beneficial and in the best interest of the Company.

In line with the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations (Amendment), 2018 read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, your directors recommend their continued association beyond April 1, 2019 and until expiry of their respective terms. The brief resume of said Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure A.

The Board of Directors accordingly recommends the Special Resolutions as mentioned in item no. 4 & 5 of this Notice for approval of the Members of the Company.

Mr. Arun H. Firodia, Dr. Jayashree A. Firodia, Mrs. Sulajja Firodia Motwani and Mr. Ajinkya Firodia may be deemed to be interested, financially or otherwise, in the resolutions as set out at item No. 4 & 5 of the Notice. Except these, none of the other Directors and key managerial personnel are deemed to be concerned or interested, financially or otherwise in the proposed special resolution.

Item No. 6 & 7: Re-appointment of Mr. Shirish R. Kotecha and Mr. R.J. Kabra

Mr. Shirish R. Kotecha (DIN 00170659) and Mr. R.J. Kabra (DIN: 00306688) were appointed as Independent Directors on the Board of the Company pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the

Companies (Appointment and Qualification of Directors) Rules, 2014. They hold the office as Independent Directors of the Company upto March 31, 2019 ("first term" in line with the explanation to Sections 149(10) and 149(11) of the Act).

The Nomination and Remuneration Committee of the Board of Directors have recommended re-appointment of Mr. Shirish R. Kotecha and Mr. R.J. Kabra for a second term of 5 (five) consecutive years on the Board of the Company. The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considers that, given their background and experience and contributions made by them during their tenure, the continued association of Mr. Shirish R. Kotecha and Mr. R.J. Kabra would be beneficial to the Company and it is desirable to continue to avail their services as Independent Directors. Accordingly, it is proposed to re-appoint Mr. Shirish R. Kotecha and Mr. R.J. Kabra as Independent Directors of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) consecutive years i.e. upto March 31, 2024 on the Board of the Company.

Mr. Shirish R. Kotecha and Shri R. J. Kabra are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received notices in writing from a member under Section 160 of the Act proposing the candidature of Mr. Shirish R. Kotecha and Mr. R.J. Kabra for the office of Independent Directors of the Company. The Company has also received declarations from Mr. Shirish R. Kotecha and Mr. R.J. Kabra that they meet the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Listing Regulations. In the opinion of the Board, Mr. Shirish R. Kotecha and Mr. R.J. Kabra fulfill the conditions for re-appointment as Independent Directors as specified in the Act and the Listing Regulations, 2015.

The brief resume of aforesaid Directors are provided in the Annexure-A to the Notice.

Copies of draft letters of appointment of Mr. Shirish R. Kotecha and Mr. R.J. Kabra setting out the terms and conditions of appointment are available for inspection by the members at the registered office of the Company.

Mr. Shirish R. Kotecha and Mr. R.J. Kabra are interested in the resolutions set out respectively at Item Nos. 6 & 7 of the Notice with regard to their respective re-appointments. None of the other Directors / Key Managerial Personnel of the Company / their relatives are concerned or interested, financially or otherwise in the resolutions set out in the Notice.

The Board recommends the special resolutions set out at Item Nos. 6 & 7 of the Notice for approval by the Members.

By Order of the Board of Directors
For Kinetic Engineering Ltd

Deepal Shah
Company Secretary and Compliance Officer

Date : February 13, 2019
Place : Pune

Encl : Postage pre-paid Envelope

Annexure -1

Details of Directors seeking re-appointment pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings.

Name of the Director	Arun Firodia (DIN:00057324)	Jayashree Firodia (DIN:00328499)	Ajinkya Firodia (DIN:00332204)	R. J. Kabra (DIN:00306688)	S. R. Kotecha (DIN:00170659)	M. Venkataiah (DIN:00041420)	Rohit Bafana (DIN:00590469)
Date of Birth (AGE*)	23.3.1943	26.01.1943	24.10.1979	31.12.1942	3.9.1951	08.08.1942	30.04.1980
Appointed on#	1.7.1987	27.10.2017	29.09.2014	28.06.2014	27.11.1987	13.02.2019	13.02.2019
Qualification	B. Tech, M.S.(Electrical Engg.), M.S. (Management)	M.B.B.S.	B.E. from Brown University, USA	Post Graduate Diploma in Production Engineering (V.J.T.I.)	M.S. Automobiles, Kanasa University, USA	MIE Graduate	B.E. (Mechanical) & Bio-engineering from University of Pittsburgh.
Expertise/ Experience	Rich Expertise in Automobile - Industry more than 48 years		Vast and rich experience in automobile sector and particularly in manufacturing of automotive systems	Very rich experience of 45 years in the field of automotive and auto ancillary manufacturing industry.	Very rich experience of 46 years in automobile manufacturing sector and more than 25 years experience in research of innovative farming methods.	Started career as Planning Engineer and has wide experience of over 40 years in Automobile design, manufacturing process, Tool designing, Capital goods procurement etc.	He has rich experience in development, evaluation and implementation of Health care components and accessories.
Directorship in other Public Companies	Kinetic Auto Limited, Jaya Hind Sciaky Limited, Kinetic Marketing & Services Limited, Norton Motoroyale (I) Pvt. Ltd., Kinetic Kids Product Pvt. Ltd., MV Agusta (I) Pvt. Ltd., Kinetic Taigene electrical Company Pvt Ltd, Karina tourism and adventures Pvt Ltd., Kinetic Hankuk electricals & electronics Pvt Ltd.	Ajinkya Auto Fab Limited, Jaya Hind Sciaky Limited, Kinetic Auto Limited, Kinetic Hyundai Elevator and Movement Technologies Limited, Kinetic Green Energy & Power Solutions Limited, Motoroyale Kinetic Pvt. Ltd., Children S Future (I) Pvt. Ltd., MV Agusta (I) Pvt. Ltd., Karina tourism and adventures Pvt Ltd., Ducati energia (I) Pvt. Ltd., Kinetic Motor Automotives Pvt. Ltd.,	Z F Steering Gear (India) Limited, Kinetic Marketing & Services Limited, Green Energy & Power Solutions Limited, Kinetic Auto Limited, Jaya Hind Sciaky Limited, Kinetic Hyundai Elevator and Movement Technologies Limited, MV Agusta (I) Pvt. Ltd., Motoroyale Kinetic Pvt. Ltd., Norton Motoroyale (I) Pvt. Ltd., Kinetic Kids Product Pvt. Ltd.	NIL	Kinetic Communications Limited, Jaya Hind Sciaky Limited,	NIL	Bluebird Real Estate Pvt. Ltd., United Chem-Energy Trading Pvt. Ltd., Familycare Clinic Pvt. Ltd., FCN Diagnostics Pvt. Ltd.,
Terms and conditions of appointment/ re-appointment	As per the resolution of Item no. 4 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 5 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 1 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 7 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 6 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 2 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto	As per the resolution of Item no. 3 of the Postal Ballot Notice dated February 13, 2019, read with explanatory statement thereto
Chairmanship / Membership of Committees of other Public Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL

* Age as on 01.04.2019

** Shareholding as on 31.03.2018

taken from MCA

KINETIC ENGINEERING LTD

Regd Off.:D1 Block, Plot No.18/2, Chinchwad, Pune – 411 019.

Tel No. +91-20-66142049/78, Fax No: +91-20-66142088/89

CIN: L35912MH1970PLC014819 **Website:**www.kineticindia.com

E-mail: kelinvestors@kineticindia.com, deepal.shah@kineticindia.com

POSTAL BALLOT FORM

(Please read the instructions printed carefully before completing this form)

Postal Ballot No.	
1	Name & Registered address of Sole / First named Shareholder (In BLOCK LETTERS)
2	Name(s) of the joint Shareholder(s), if any, (In BLOCK LETTERS)
3	Registered Folio No.* / DP ID & Client ID
4	No. of Equity Shares held

(*Applicable to members holding shares in dematerialized form)

I / We hereby exercise my / our vote in respect of the Resolutions to be passed through Postal Ballot for the Special business stated in the Postal Ballot Notice of “Kinetic Engineering Ltd” (“the Company”) dated February 13, 2019 conveying my / our assent / dissent to the said Resolutions by placing the tick (√) mark at the appropriate box below:

Description	No. of Equity Shares held	I / We assent to the Special Resolution (FOR)	I / We dissent to the Special Resolution (AGAINST)
1. Special Resolution for re-appointment of Mr. Ajinkya A. Firodia as Managing Director of the Company			
2. Ordinary Resolution for appointment of Mr. M. Venkataiah as Non - Executive Independent Director.			

3. Ordinary Resolution for appointment of Mr. Rohit Bafana as Non - Executive Independent Director.			
4. Special Resolution for Company approval of the continuation of Mr. Arun H. Firodia (DIN : 00057324) as Director			
5. Special Resolution for Company approval of the continuation of Dr. Jayashree A. Firodia (DIN : 00328499) as Director			
6. Special Resolution for re-appointment of Mr. S. R. Kotecha (DIN: 00170659) as Independent Director.			
7. Special Resolution for re-appointment of Mr. R. J. Kabra (DIN: 00306688) as Independent Director.			

If the voting rights are exercised electronically, there is no need to use this Form.

Date: February 13, 2019

Place: Pune

(Signature of the Member / Authorised Representative)

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	USER ID	PASSWORD / PIN
190220011		

INSTRUCTIONS FOR VOTING IN PHYSICAL FORM

Please read carefully the instruction overleaf before completing this Ballot Form

Member(s) can opt only one mode for voting i.e. either by Physical Ballot or e-voting. In case you are opting for e-voting, then do not vote by Physical Ballot also and vice versa. However, in case Member(s) cast their vote both by Physical Ballot and e-voting, then voting done through e voting shall prevail and voting done by Postal Ballot will be treated as invalid.

PROCESS AND MANNER FOR MEMBERS OPTING FOR PHYSICAL VOTING

1. A Member desiring to exercise his / her / its vote by Postal Ballot may complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the scrutinizer Mr. Dinesh Birla, Dinesh Birla & Associates, Practicing Company Secretaries (Membership No. 7658) ("Scrutinizer") at M-504, MSR Queenstown, Near Lokmanya hospital, Behind Chinchwad railway station, Udyog Nagar, Chinchwad, Pune-411033 in the attached self-addressed business reply envelope, on or before close of working hours (5.00 P.M) on Wednesday, March 27, 2019. The postage will be borne and paid by the Company. However, envelopes containing postal ballot form(s), if sent by courier or registered / speed post at the expense of the Member will also be accepted.
2. The self-addressed Business Reply Envelope is addressed to the Scrutinizer appointed by the Board of the Company.
3. This Postal Ballot form should be completed and signed by the Member (as per the specimen signature registered with the Company / Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Member and in his / her absence by the next named Member. In case postal ballot form is signed through a Delegate, a copy of Power of Attorney attested by the Member shall be annexed to the Ballot.
4. The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick (V) mark in the appropriate column.
5. Duly completed postal ballot form should reach the Scrutinizer, not later than 5.00 P.M. on March 27, 2019. All postal ballot forms received after this date will be strictly treated as if reply from such Member has not been received.
6. There will be only one postal ballot form for every folio irrespective of the number of joint Member (s).

7. In case of shares held by Companies, trusts, societies etc., the duly completed postal ballot form should be accompanied by a certified true copy of the Board Resolution / authority letter.
8. A Member may request for duplicate postal ballot form, if so required. However, the duly completed duplicate postal ballot form should reach the Scrutinizer not later than the last date of receipt of postal ballot form i.e. 5.00 P.M. on March 27, 2019.
9. Voting rights shall be reckoned on the paid up value of shares registered in the name of the Members as on February 15, 2019.
10. Members are requested not to send any other paper along with the postal ballot form in the enclosed self -addressed Business Reply Envelope, as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelope would be destroyed by the Scrutinizer.
11. Member need not use all the votes nor needs to cast all the votes in the same way.
12. The Scrutinizer's decision on the validity of a postal ballot will be final and binding.
13. Incomplete, unsigned or incorrect postal ballot forms will be rejected.

The result of the postal ballot will also be posted on the website of the Company www.kineticindia.com.

The Company is pleased to offer e-voting facility as an alternative, for all the Members of the Company to enable them to cast their votes electronically instead of dispatching postal ballot form. E-voting is optional.

The Postal Ballot Form should be completed and signed by the Member (as per specimen signature registered with the company / RTA). In case of joint holding, this Form must be completed and signed by the first named member and in his / her absence, by the next named member.

Voting through Postal Ballot cannot be exercised by proxies.

A member, including the member who has not opted to receive the documents electronically may seek duplicate Postal Ballot Form from the Registrars of the Company, Link Intime India pvt ltd, Pune.

The result of the Postal Ballot shall be announced by **Thursday, March 28, 2019** at the registered office of the Company at D1 Block, Plot No.18/2, Chinchwad, Pune - 411019 and the same will also be posted on website of the Company.