



# Kinetic Engineering Limited

Registered Office: D1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune - 411019

KEL/SEC/2013

28.9.2013

BSE Limited  
P. J. towers  
Dalal Street, Fort  
Mumbai 400 001  
Fax No.: 22722037/39/41/61/3121/3719  
BSE Scrip Code: 500240

Dear Sir/Madam,

Sub: Proceedings of the 42<sup>nd</sup> Annual General Meeting held on September 28, 2013.

In terms of clause 31 of the Listing Agreement, this is to inform you that following business were transacted at the 42<sup>nd</sup> Annual General Meeting held on 28<sup>th</sup> September, 2013 at 11.00 a.m. and all resolutions were passed unanimously:

## ORDINARY BUSINESS

1. Adoption of Audited Balance Sheet as at 31st March, 2013 and the statement of Profit and Loss Account for the financial year ended on that date, together with the Reports of Auditors and Directors thereon.
2. Re-appointment of Mr. S. R. Sanghi as a Director.
3. Re-appointment of Mr. Ashish Kumar as a Director.
4. Re-appointment of Dr. K. H. Sancheti as a Director.
5. Appointment of M/s P. G. Bhagwat, Chartered Accountants, Pune (Registration Number 101118W), as the Statutory Auditors to hold office from the conclusion of 42<sup>nd</sup> Annual General Meeting till the conclusion of the next Annual General Meeting and authority to Managing Director to fix their remuneration.

## SPECIAL BUSINESS

6. Appointment of Mr. Harjit Singh Bhatia as a Director.

RESOLVED THAT Mr. Harjit Singh Bhatia, who was appointed as Additional Director, in terms of the provisions of Section 260 of the Companies Act, 1956, and who holds office as such director till this Annual General Meeting, and in respect of whose candidature as a director, a notice has been received by the Company from a member, in terms of the provisions of Section 257 of the Companies Act, 1956, be and is hereby appointed as a director whose office shall be liable to retirement by rotation.

7. Appointment of Mrs. Sulajja Firodia Motwani as a Vice-Chairperson

RESOLVED THAT, subject to the provisions of Sections 269, 309, 310, 311, 314, 316 and other applicable provisions, if any, of the Companies Act, 1956, subject to the approval by the Central Government, Mrs. Sulajja Firodia Motwani, director, be and is hereby appointed to the executive position of Vice-Chairperson of the Company, for a period of 5 years, with effect from 1.1.2012, with substantial powers of management in relation to the day to day operations of the Company, subject to the overall superintendence of the Board of Directors on such remuneration as set out herein below and the said remuneration also be paid to Mrs. Sulajja Firodia Motwani in the event of loss or inadequacy of profit during any financial year:

Remuneration (per annum)	
Salary	Rs. 27,60,000
HRA	Rs. 9,95,000
LTA, Medical Exp. Reimb., Provident Fund, Superannuation, Gratuity, Personal Accident & Mediclaim Benefits, Other privileges, facilities, perquisites, benefits and amenities	As per the Rules of the Company



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Other Benefits	
Club membership	Two clubs
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	One round-the-clock watchman at residence
Minimum Remuneration	In the event of loss or inadequacy of profits, the aforesaid remuneration shall be payable as the minimum remuneration

RESOLVED FURTHER THAT Mr. Pranvesh Tripathi, Company Secretary, be and is hereby authorised to submit necessary application and do all such things as are necessary, for seeking the approval of Central Government, to the terms of appointment and remuneration of Mrs. Sulajja Firodia Motwani, as the executive Vice-Chairperson.

## 8. Alteration of Articles of Association

"RESOLVED THAT pursuant to section 31 of the Companies Act, 1956 and all other applicable provisions, if any, of the Companies Act, 1956, (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association (AOA) of the Company be altered as set out below:

"RESOLVED THAT existing interpretation of the definition "Shareholders Agreement" in the AOA of the Company be substituted by following new interpretation:

"Shareholders Agreement" shall mean the shareholders agreement dated 7 February 2008 including Amendment Agreement dated 18 April, 2013 executed by the Company, the Sponsors and the Investors."

"RESOLVED FURTHER THAT existing interpretation of the definition "Investors" in the AOA of the Company be substituted by following new interpretation:

"Investors" shall mean Pinebridge Asia Partners II, L.P., (formerly known as AIG Asian Opportunity Fund II, L.P.), AIA Company Limited (formerly known as American International Assurance Company, Limited), AIA International Limited (formerly known as American International Assurance Company (Bermuda) Limited)."

"RESOLVED FURTHER THAT the references to "14-02-2013" in Article 114 and Article 157 shall be replaced and substituted by 14 February 2014.

"RESOLVED FURTHER THAT Mrs. Sulajja Firodia Motwani, Director of the Company or Mr. Pranvesh Tripathi, Company Secretary of the Company, be and are hereby severally authorized to file the revised AOA with the relevant Registrar of Companies (ROC) and to make the necessary filings with the relevant ROC including Form 23, together with all relevant documents and to do all such acts, deeds, matters and things as may be necessary in this regard."

This is for your information and record.

Thanking You,

Yours faithfully,

For Kinetic Engineering Limited

Pranvesh Tripathi  
Company Secretary