

**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

Declaration in accordance with Clause 35A of the Listing Agreement, for the business transacted by the Company through the facility of E-voting / ballot paper is furnished below:

Date of declaration of results: 08th June, 2015
No. of Shareholders as on 17th April, 2015: 22571

Details of voting on the Special Resolution as detailed in the notice of Postal Ballot Dated: 20th April, 2015.

RESOLUTION: Authorising the Board of Directors of the Company, for providing loans to any other body corporate or person or give guarantee or provide security in connection with loans to any other body corporate or person or acquire by way of subscription, purchase or otherwise, the securities of any other body corporate for an amount not exceeding Rs. 12,00,00,000/- (Rupees Twelve Crore Only).

Promoter/ Public	No. of Shares held	No. of Votes polled	% of Votes polled on outstanding shares	No. of votes - in favour	No. of votes- against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	74,97,158	74,97,158	100	74,97,158	0	100	0
Public- Institutiona l holders	1,44,317	0	0	0	0	0	0
Public- others	59,24,375	3150	0.05	2869	281	91.08	8.92
Total	1,35,65,850	75,00,308	55.29	75,00,027	281	99.99	0.01



JDNASSA & ASSOCIATES

Company Secretaries

Flat No. 9/7, Karan Aniket, Level 5/4, Plot No. 37,
Shri Varanasi Society, Behind Atul Nagar,
Off Mumbai Bangalore By-pass, Warje, Pune - 411058
PH: 020 2520 4357 / 4359

Report of Scrutinizer on Postal Ballot Process

[Pursuant to section 108 and 110 of the companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]

To
Mr. Arun H. Firodia
Chairman
Kinetic Engineering Limited.
D1 Block, Plot No. 18/2,
Chinchwad, Pune-411019

Dear Sir,

Sub: Scrutinizer's Report on E- Voting and Postal Ballot Process conducted Pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 ('the Act') read with Rule 20 & 22 of the companies (Management and Administration) Rule , 2014

The Board of Directors of Kinetic Engineering Limited ('the Company') have vide resolution passed on 12th February 2015, decided to provide to the members of the Company, a facility to exercise their right on the resolution for:

Authorizing the Board of Directors of the Company, for providing loans to any other Body corporate or person or give guarantee or provide security in connection with loans to any other body corporate or person or acquire by way of subscription, purchase or otherwise , the securities of any other body corporate for an amount not exceeding Rs 12,00,00,000/- (Rupees Twelve Crore only) pursuant to the provisions of Section 108 & 110 of the companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules , 2014

I, Devendra V Deshpande, Company Secretary in Practice having membership No. FCS 6099, CP: 6515 and partner of JDNASSA & Associates, Company Secretaries, Pune has been appointed as the Scrutinizer by the Board of Directors of the Company vide resolution passed on 12th February 2015 as required under Section 108 and 110 of the Companies Act, 2013 read with Rule 20 (ix) and Rule 22 of the Companies (Management and Administration) Rules , 2014 for the purpose of scrutinizing the e- voting process and Postal Ballot in a fair and transparent manner and ascertaining the requisite majority for passing of resolution as aforesaid.



The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rule relating to voting through electronic means and Postal ballot on the resolution mentioned above. My responsibility as a scrutinizer is restricted to ensure that the e-voting process and Postal Ballot is conducted in a fair and transparent manner and make the scrutinizers report of the votes cast "in favour" or "against" the resolutions stated above, based on the postal ballots received by the Company & reports generated from the e-voting system provided by the Central Depository Services Limited (CDSL), the authorized agency to provide e-voting facilities, engaged by the company.

The notice dated 20th April 2015 was send to the shareholders of the Company along with statement setting out material facts under Section 102 of the Companies Act 2013.

The members of the company holding shares on the cutoff date i.e. 17th April 2015 were entitled to vote on the resolutions proposed as set out in the notice.

In this regard, I submit my report as under:

1. The e-voting period remained open from Wednesday, 06 May, 2015 at 9:00 a.m. and ended on Thursday, 04 June, 2015 at 5:00 p. m.
2. At the end of the e-voting period, I have unblocked the electronic votes in the presence of two witnesses not in the employment of the company.
3. The details containing list of the shareholders who vote for or against each of the resolutions that were put to vote were downloaded from the e-voting website of CDSL (www.evotingindia.com)
4. We have scrutinized the votes casted through electronic means for the purpose of this report.
5. The company dispatched postal ballot forms along with postage prepaid business reply envelope to its members whose name(s) appeared on the Register of Members / List of beneficiaries as on 17th April 2015 and whose email ids were not registered for e voting.
6. The postal ballot forms were kept under my safe custody in sealed and tamper proof ballot boxes before commencing the scrutiny of such postal ballot forms.
7. The ballot boxes were opened on 8th June 2015 at 10 a. m in my presence.



8. The postal ballot forms were duly opened in my presence and scrutinized and the shareholding was matched / confirmed with the Register of Members of the company / list of beneficiaries as on 17th April 2015.
9. All postal ballot forms received upto the close of working hours i.e. 5.00 P.M. on 4th June, 2015 the last date and time fixed by the company for receipt of the forms, were considered for my scrutiny.
10. Envelopes containing postal ballot forms received after 4th June 2015 were not considered for my scrutiny. Till the date of my report, I have not received any envelope after the close of working hours of 4th June 2015.
11. I did not find any defaced or mutilated ballot paper.
12. The particulars of all the votes casted by postal ballots as well as through e-voting process have been recorded in a register separately maintained for the purpose.

1. A summary of the postal Ballot forms received is given below:

Sr. No.	Particulars	No. of postal Ballot forms	No. of shares
(a)	1. Total postal Ballot forms received.	2	465
	2. Total E-voting options received	28	7499843
	Total (1+2)	30	7500308
(b)	Less: Invalid postal Ballot Forms.	0	0
(c)	1. Net valid postal Ballot forms (As per register)	2	465
	2. Net E-voting options.	28	7499843
	Total (1+2)	30	7500308



13. The result of the e-voting is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Authorizing the Board of Directors of the Company, for providing loans to any other Body corporate or person or give guarantee or provide security in connection with loans to any other body corporate or person or acquire by way of subscription , purchase or otherwise , the securities of any other body corporate for an amount not exceeding Rs 12,00,00,000/- (Rupees Twelve Crore only)	Special	7499562	99.99	281	0.001

14. The result of the Physical Postal Ballot is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favor (In Numbers)	Votes in Favor (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Authorizing the Board of Directors of the Company, for providing loans to any other Body corporate or person or give guarantee or provide security in connection with loans to any other body corporate or person or acquire by way of subscription , purchase or otherwise , the securities of any other body corporate for an amount not exceeding Rs 12,00,00,000/- (Rupees Twelve Crore only)	Special	465	100	0.00	0.00

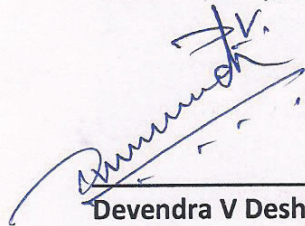


The Combined Result of e-voting and postal ballot the is given below:

Sr. No.	Particulars of Resolution	Type of Resolution	Votes in Favour (In Numbers)	Votes in Favour (In %)	Votes Casted Against (in No.)	Votes Casted Against (in %.)
1	Authorizing the Board of Directors of the Company, for providing loans to any other Body corporate or person or give guarantee or provide security in connection with loans to any other body corporate or person or acquire by way of subscription , purchase or otherwise , the securities of any other body corporate for an amount not exceeding Rs 12,00,00,000/- (Rupees Twelve Crore only)	Special	7500027	99.99	281	0.01

15. The Register, all other papers and relevant records relating to voting shall remain in our custody until the Chairman considers, approves and signs the result of the Postal Ballot and the same are handed over to the Company Secretary for safe custody.
16. **Result:** All the resolutions have secured requisite majority of votes, the respective resolutions may be considered to have been passed. The Chairman may accordingly declare the result of voting.

Thanking You,
Yours faithfully,



Devendra V Deshpande
Scrutinizer appointed for the
e-voting process by the Board of Directors



Date: 08.06.2015
Place: Pune