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KINETIC IMPEX Limited

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For KINETIC IMPEX LTD.

AE
Director



OUR MANAGEMENT TEAM

Board of Directors

Hulas Mal Surana : Director
Ashok Kumar Maharshi : Director
Vineet Sethia : Director

ANNUAL GENERAL MEETING

Day: Monday

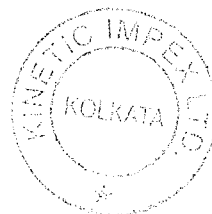
Date: 30th day of September, 2013

Venue: Registered Office of the Company at 22, Ground Floor, 8, Camac Street, Kolkata (W.B.) – 700 017

Time: 04:00 P.M.

For KINETIC IMPEX LTD.


Director



NOTICE

NOTICE is hereby given that the **Annual General Meeting** of the members of **KINETIC IMPEX LIMITED** will be held on **Monday, the 30TH day of September 2013**, at the Registered Office of the Company at **22, Ground Floor, 8, CAMAC Street, Kolkata (W.B.) – 700 017** at **04.00 P.M.** to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Directors' Report and Accounts

To receive and adopt the audited Profit and Loss Account for the year ended 31st March 2013 and the Balance Sheet as at that date together with the Directors' Report and Auditors' Report thereon.

2. Retirement of Director by Rotation

To appoint a Director in place of Mr. Hulas Mal Surana, who retires by rotation and being eligible, offer himself for re appointment.

3. Appointment of Auditors


To re-appoint M/s R. Pugalia & Company, Chartered Accountants, 20 E, Lake Road, Kolkata – 700 029 as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting and to fix their remuneration.

By Order of the Board
For **KINETIC IMPEX LIMITED**
For **KINETIC IMPEX LTD.**



Dated: 28.08.2013

Place: New Delhi


Director
(A.K. Maharshi)
Director

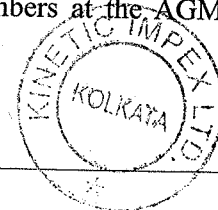
NOTES:

- A. **APPOINTMENT OF PROXY:** A member entitled to attend and vote at the 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 Proxy Form in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the meeting.
- B. **CORPORATE MEMBERS:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorising the representatives to attend and vote at the Annual General Meeting.
- C. Members/Proxies attending the meeting are requested to bring their copy of AGM Notice to the Meeting.
- D. **QUERIES AT THE AGM:** Queries proposed to be raised at the Annual General meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. **EXPLANATORY STATEMENT:** The relative Explanatory Statements, pursuant to Section 173 of the Companies Act, 1956, in respect of the business under Item No. 4 above, are annexed hereto.
- F. **INSPECTION OF DOCUMENTS:** Copies of the Memorandum and Articles of Association of the Company and the documents referred to in the Notice etc., shall be open for inspection at the Registered Office of the Company on any working day between 11 A.M. and 2 P.M. up to the date of the AGM and also at the general meeting venue during the meeting.
- G. The Register of Directors' Shareholdings, maintained under Section 307 of the Companies Act, 1956, shall be available for inspection by the members at the AGM venue during the meeting.

For KINETIC IMPEX LTD.

Ac

Director



KINETIC IMPEX LIMITED

H. Members/ proxies are requested to produce the enclosed attendance slips duly filled and signed as per the specimen signature recorded with the Company for admission to the Meeting Hall.

I. ADDRESS CHANGE INTIMATION: Members are requested to notify immediately any change in their address to the Company or its Share Transfer agent.

J. In all correspondence with the Company, members are requested to quote their account/folio numbers.

By Order of the Board

For KINETIC IMPEX LIMITED

For KINETIC IMPEX LTD.

A.K.

Director

(A.K. Maharshi)

Director



Dated: 28.08.2013

Place: New Delhi

KINETIC IMPEX LIMITED

SCHEDULE IX

Form of Proxy

[See Article 62 of the Table A and also section 176(6)]

I: General Form

KINETIC IMPEX LIMITED

I/We of in the district of ... being a member/ members of the above-named Company hereby appoint of in the district of or failing him.....of in the district ofas my/ Our proxy to vote for me/ us on my/ our behalf at the annual general meeting/ general meeting (not being an annual general meeting) of the company to be held on theday of 20.... and at any adjournment thereof.

Signed this _____ day of _____ 20_____".

II: Form for affording members an opportunity of voting for or against a resolution*

KINETIC IMPEX LIMITED

I/ Weofin the district of being, a member/ members of the above-named Company, hereby appoint of in the district of or failing him of in the district of as my/ our proxy to vote for me/ us on my/ our behalf at the annual general meeting/ general meeting (not being an annual general meeting)of the company, to be held on theday of 20and at any adjournment thereof.

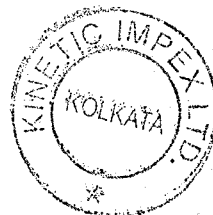
Signed this _____ day of _____ 20_____".

*This form is to be used 'in favour of/'against of the resolution. Unless otherwise instructed the proxy will act as he thinks fit.

*Strike out whichever is not desired.

For KINETIC IMPEX LTD.

Az
Director



DIRECTORS REPORT

To,

The Members,

KINETIC IMPEX LIMITED
22, Ground Floor, Second Floor,
8, Camac Street, Kolkata (W.B.) - 700 017

Your Directors have pleasure in submitting the Annual Report on the business and operations of the Company along with the Audited Balance Sheet and Profit & Loss Account for the year ended 31st March, 2013.

FINANCIAL RESULTS

Financial as shown in the Balance sheet and as per the Balance sheet during the year company has only interest income.

DIVIDEND

During the year under review, the company some profits. The Directors have decided in the interest of the Company that the same be ploughed back for expanding the business activities, so they did not recommend any dividend.

DIRECTORS

The Board consists of executive and non-executive Directors including independent Directors who have wide and varied experience in different disciplines of corporate functioning. Your Directors place on record their appreciation for the valuable services rendered by her in the capacity of Director of the Company.

AUDITORS AND THEIR REPORT

Comments of the Auditors in their report and the notes forming part of the Accounts are self-explanatory and no need to comment thereon.

M/s R. Pugalia & Company, Company's Auditors will retire at the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment.

The Company has received a certificate from the auditors to the effect that their re-appointment if made, would be in accordance with the provisions of section 224(1B) of the Companies Act, 1956. The Directors recommend the re-appointment of M/s R. Pugalia & Co. and to fix their remuneration.

For KINETIC IMPEX LTD.

AR
Director



LISTING OF SECURITIES

The Company's Equity Shares are listed on following stock exchanges:

- i. The Calcutta Stock Exchange Associations Limited

DEPOSITS

During the year, company has not accepted any Public Deposit under the Companies (Acceptance of Deposit) Rules, 1975, section 58A, 58AA of the Companies Act, 1956.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of section 217 (2AA) of the Companies Act, 1956, your Directors state that:—

- * In the preparation of accounts, the applicable Accounting Standards as issued by The Institute of Chartered Accountants of India (ICAI) have been followed.
- * Accounting policies selected were applied consistently. Reasonable and prudent judgments and estimates were made so as to give a true and fair view of the state of affairs of the Company and the profit or loss of the Company for the year ended 31st March 2013.
- * Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities.
- * The annual accounts of the company have been prepared on a going concern basis.

INDUSTRIAL RELATIONS

Personnel relations with all employees remained cordial and harmonious throughout the year. Your Directors wish to place on record their sincere appreciation for the devoted services of all the employees of the Company.

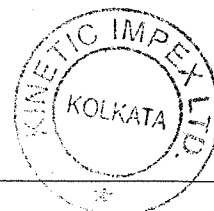
AUDIT COMMITTEE

As per the provisions of Section 292A (1) of the Companies Act, 1956 the Audit Committee of the Company during the year consisted of the following Directors:

- | | |
|-------------------------|-------------------|
| a) Mr. A.K. Maharishi | Chairman & Member |
| b) Mr. Vineet Sethia | Member |
| c) Mr. Hulas Mal Surana | Member |

For KINETIC IMPEX LTD.


Director



CORPORATE GOVERNANCE

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations

CONSERVATION OF ENERGY, RESEARCH AND DEVELOPMENT, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information pertaining to conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo, as required under section 217(1) (e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 are as follows:

A.	CONSERVATION OF ENERGY:	N. A
B.	RESEARCH AND DEVELOPMENT (R&D):	N. A
C.	TECHNOLOGY ABSORPTION:	N. A
D.	FOREIGN EXCHANGE EARNINGS AND OUTGO:	NIL

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 217(2A) OF THE COMPANIES ACT, 1956

As required by the provisions of Section 217(2A) of the Companies Act, 1956, read with Companies (particulars of Employees) Rules, 1975 as amended, no employee of the Company is in receipt of remuneration in excess of the limits prescribed there under. However as per the provisions of section 219(1) (b) (iv) of the act, the Annual Report and Accounts are being sent to all the shareholders of the Company. Any shareholder interested in obtaining any such particulars may write to the Company.

COMPLIANCE WITH THE CODE OF CONDUCT

The Board of Directors of **KINETIC IMPEX LIMITED** has laid down a Code of Conduct for all Board members and Senior Management of the Company. The Board members and Senior Management have affirmed compliance with Code of Conduct of the Company. A certificate to this effect from Mr. A.K. Maharshi, Director forms a part of this Report.

For KINETIC IMPEX LTD.


Director



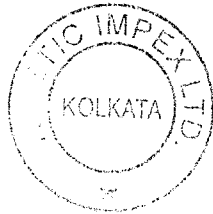
ACKNOWLEDGEMENT

Your Company had a challenging year and it continued to maintain its leadership position and looks to the future with confidence.

Your Directors place on record their appreciation for the overwhelming co-operation and assistance received from investors, customers, business associates, bankers, vendors, as well as regulators and Government authorities. Your Directors are also thankful to the employees at all levels, who, through their dedication, co-operation, support and smart work, have enabled the Company to achieve rapid growth.

FOR AND ON BEHALF OF THE BOARD

FOR KINETIC IMPEX LIMITED
FOR KINETIC IMPEX LTD.



Place: New Delhi
Dated: 28.08.2013

A K
A. K. Maharshi
(Director)

H. M. Surana
H. M. Surana
(Director)

KINETIC IMPEX LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2013

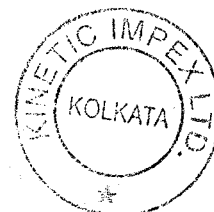
<u>PARTICULARS</u>	FOR THE YEAR ENDED 31.03.2013	FOR THE YEAR ENDED 31.03.2012
	Rs.	Rs.
<u>a) Cash Flow from Operating Activities:</u>		
Net Profit after Tax	4,258,388	(21,028,964)
Adjustments For		
Depreciation	2,458	2,179
Finance exps.	14,387,549	41,260,691
Provision for Current Tax	1,004,000	-
Provision for Deferred tax	618	(686)
Excess provision for Earlier Years	-	-
Operating Profit before Working Capital Changes	19,653,013	20,233,220
Changes in Current Assets and Current Liabilities		
(Increase) Decrease in Loans and Advances (Decrease) in current Liabilities	116,813,182	92,582,963
Increase	(2,466,570)	(968,017)
Cash Generated from operations	133,999,625	111,848,166
Tax Paid (including FBT and TDS)	-	-
Net Cash from operating activities	133,999,625	111,848,166
<u>b) Cash Flow from Investing Activities</u>		
Sale(Purchase) of Fixed Assets & Intangible assets	(11,175)	-
Net cash from/used in Investing activities	(11,175)	-
<u>C) Cash Flow from Financing Activities</u>		
Repayment of Short Term loan	(119,708,805)	(71,980,974)
Finance exps	(14,387,549)	(41,260,691)
Net Cash From/ used in from Financing Activities	(134,096,354)	(113,241,665)
<u>d) Net increase in Decrease in cash and cash equivalent</u>	(107,904)	(1,393,499)
Cash and cash equivalent in the beginning	315,587	1,709,086
Cash and cash equivalent in the end	207,683	315,587

The above cash flow statement has been prepared under the Indirect Method as set out in Accounting Standard 3 on Cash Flow Statement issued by the Institute of Chartered Accountants of India.

Previous year's figures have been rearranged / regrouped wherever necessary.

For KINETIC IMPEX LTD.

Ae
Director



Annexure-A to the Directors' Report for the year ended 31st March, 2013**CORPORATE GOVERNANCE REPORT****Philosophy of the Company on Corporate Governance**

The Company firmly believes in and has consistently practiced good Corporate Governance. The Company's essential character is shaped by the values of transparency, professionalism and accountability. The Company is committed to attain the highest standard of Corporate Governance. The philosophy in all its operations, make disclosures and enhance all stakeholders' value within the framework of laws and regulations.

Board of Directors:

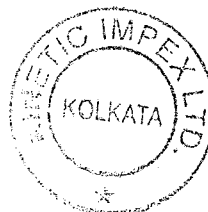
The Board of Directors of the Company comprise of a fair number of independent professionally competent and acclaimed non-executive directors. Out of the Three Directors, the Company has all the Three Directors as independent Directors.

Directorship held by Directors of KINETIC IMPEX LIMITED

Name of the Director	Category	Number of Directorships in other Companies	No. of memberships in other Board Committees
Mr. Vineet Sethia	Independent Director	2	Nil
Mr. A. K. Maharishi	Independent Director	2	Nil
Mr. Hulas Mal Surana	Independent Director	15	Nil

For KINETIC IMPEX LTD.

A
Director



Audit Committee

The Audit Committee was constituted by the Board of Directors in accordance with the provisions of Section 292A of the Companies Act, 1956.

The Audit Committee as comprised by the Board consisted of three Directors, during the year, which are as follows:

- | | |
|-------------------------|-------------------|
| a) Mr. A.K. Maharshi | Chairman & Member |
| b) Mr. Vineet Sethia | Member |
| c) Mr. Hulas Mal Surana | Member |

Board Meeting

The Board met 10 times during the Financial Year 2012-2013.

Number of Audit Committee Meetings and Attendance Record

No. of Audit Committee Meetings held: - 5

Shareholders Grievance Committee

A Shareholders Grievance Committee has been constituted by the Board to monitor the redressal of the shareholders/investors grievances. The committee during the year consisted of three Directors.

Name of the Committee Members

- | | |
|-------------------------|-------------------|
| a) Mr. A.K. Maharshi | Chairman & Member |
| b) Mr. Vineet Sethia | Member |
| c) Mr. Hulas Mal Surana | Member |

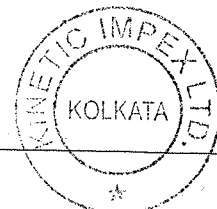
The Committee reviews the status of complaints received from shareholders/investors and monitors the speedy redressal of the same.

No complaints, from the shareholders of the Company, were pending until date.

To expedite the process of share transfer the Committee delegated the power of share transfer to Mr. A.K. Maharshi, Director of the Company. The delegated authorities attend to share transfer formalities twice in a month. In the meeting of the Shareholders Committee, it reviews the transfer of shares approved by the delegated authorities and to approve issue of duplicate share/debenture certificates and transmission of shares/debentures.

For KINETIC IMPEX LTD.


Director



KINETIC IMPEX LIMITED

Mr. A.K. Maharshi, Director, holds the position of Compliance Officer to monitor the share transfer process and report to it. Share Transfers approved by the delegated authorities as well as Committee of Directors, is placed at the Board Meeting from time to time.

General Body Meeting

Information about last three Annual General Meetings:

Year	Date	Time	Location	Special Resolution passed in the AGM
2010	30th September	09.00 AM	Registered Office	NONE
2011	26th September	09.00 AM	Registered Office	NONE
2012	26th September	11:00 AM	Registered Office	NONE

No special resolutions were put through postal ballot last year and there is no such proposal for this financial year.

Disclosures

During the financial year, the Company had related party transactions as detailed shown in the Balance Sheet.

Details of Non-Compliances

During the year, Company has complied all the legal Compliances under the Provisions of the Companies Act, 1956.

For KINETIC IMPEX LTD.

Au
Director



SHAREHOLDER'S INFORMATION

Annual General Meeting

Day and Date: Monday, 30th Day of September 2013

Venue: 22, Ground Floor, 8, Camac Street, Kolkata 700 017 (W.B.)

Time: 04.00 P.M

Financial Calendar: 2012-2013

Dividend Payment Date

No dividend has been declared for the Financial Year ended on 31st March 2013.

Listing at Stock Exchanges

The Calcutta Stock Exchange Association Limited
7, Lyons Range
Calcutta (W.B.) -700 001

Compliance Officer

A.K. Maharshi,

KLJ House,
63, Rama Marg,
Najafgarh Road,
New Delhi- 110 015

Address for correspondence:

KINETIC IMPEX LIMITED

22, Ground Floor,

8, Camac Street,

Kolkata,

West Bengal- 700 017

For KINETIC IMPEX LTD.

Arc
Director

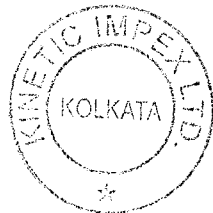


CERTIFICATE OF COMPLIANCE WITH THE CODE OF CONDUCT

I, A.K. Maharshi, Director of the Company, hereby declare that the Company has adopted a Code of Conduct for its Board Members and Senior Management and the Board Members and Senior Management have affirmed compliance with the Code of Conduct of the Company.

**For and on behalf of the Board
For KINETIC IMPEX LTD.**


Director



Dated: 28.08.2013

Place: New Delhi

**(A.K. Maharshi)
Director**

**CERTIFICATION IN TERMS OF CLAUSE 49(V) OF THE LISTING AGREEMENT
WITH STOCK EXCHANGE(S)**

We hereby certify that:

- a) we have reviewed financial statements and the cash flow statement for the year ending 31st March 2013 and that to the best of our belief:
 - i) These statements do not contain any materially untrue statement or omit any material fact or contain any statements that might be misleading;
 - ii) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violate the Company's Code of Conduct.
- c) we accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the Auditors and the Audit Committee, the deficiencies in the design and operation of such internal controls, if any of which we are aware of and the steps we have taken/proposed to take to rectify those deficiencies.
- d) we have indicated to the Auditors and the Audit Committee:
 - i) Significant changes in internal control over financial reporting during the year;
 - ii) Significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements ;and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the Management or any Employee, having a significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board

**For Kinetic Impex Limited
For KINETIC IMPEX LTD.**

A.K.
Director

(A.K. Maharshi)



Dated: 28.08.2013

KINETIC IMPEX LIMITED

BOOK – POST

If undelivered please return to:

KINETIC IMPEX LIMITED

Regd. Office: - 22, Ground Floor, 8, Camac Street,

Kolkata (W. B.) – 700 017



For KINETIC IMPEX LTD.

Ar
Director