



## KINETIC ENGINEERING LIMITED

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### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE** is hereby given that an Extraordinary General Meeting of the shareholders of **Kinetic Engineering Limited** will be held on **Friday, 10<sup>th</sup> June, 2022 at 11:30 a.m.** IST, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following special business:

#### **Special Business:**

#### **1. Approval for payment of remuneration to Mr. Ajinkya A. Firodia, Managing Director of the company**

To consider and if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution:**

**"RESOLVED THAT** pursuant to the provisions of sections 196, 197 and 203, read with the Schedule V of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for/the time being in force) and all other applicable provisions of the Act and as per Articles of Association of the Company and pursuant to the approval of Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of members of the Company be and is hereby accorded for the remuneration of Mr. Ajinkya A Firodia (DIN: 00332204) as Managing Director of the Company for 2 years with effect from 1<sup>st</sup> April, 2022 on the terms and conditions as detailed in the explanatory statement attached hereto, with liberty and authority to the Board of Directors to alter and vary the terms and conditions of the said appointment from time to time as may be mutually agreed between the Board of Directors and Mr. Ajinkya A Firodia;

**RESOLVED FURTHER THAT** in the absence of profits or inadequacy of profits in any financial year during the currency of tenure of Mr. Ajinkya A Firodia (DIN: 00332204), the payment of Salary, Perquisites and other Allowances will be governed by the limits prescribed under Section II of Part II of Schedule V of the Companies Act, 2013;

**RESOLVED FURTHER THAT** the Board of Directors/Company Secretary of the Company be and are hereby authorized to take such steps as may be necessary for obtaining necessary approvals, if required and to do all such acts, deeds, matters and things as may be deemed necessary, expedient or incidental for giving effect to this resolution."

#### **2. Issue of Equity Shares on Preferential basis to Mr. Ajinkya A. Firodia (DIN - 00332204), Managing Director and promoter of the company, on conversion of existing unsecured loan**

To consider and if thought fit, to pass, with or without modification, the following resolutions as **Special Resolution:**

**"RESOLVED THAT** pursuant to 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "SEBI ICDR Regulations") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "SEBI Listing Regulations"), as amended from time to time, the listing agreements entered into by the Company with BSE Limited on which the equity shares of the Company

having face value of INR 10.00 each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (the “SEBI SAST Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is here by accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create, offer, issue, and allot up to **293,569 (Two Lakhs Ninety Three Thousand Five Hundred Sixty Nine) Equity Shares of the face value of INR 10.00 each (INR Ten) fully paid up at an Issue Price of INR 92.50 (INR Ninety Two and Paise Fifty Only) including Premium of INR 82.50 (INR Eighty Two and Paise Fifty Only) per share aggregating to INR 27,155,133/- (INR Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three only)** to Mr. Ajinkya A. Firodia (DIN - 00332204), Managing Director and Promoter of the Company on preferential basis, by way of conversion of unsecured loan given by him to the Company, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws and in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other applicable provisions of law as may be prevailing as on date.

Sr. No.	Name of the Proposed Allottee	Category	Number of Equity Shares
1.	Mr. Ajinkya A. Firodia	Promoter	293,569
<b>Total</b>			<b>293,569</b>

**RESOLVED FURTHER THAT** the Equity Shares proposed to be allotted in terms of this resolution shall be subject to the following:

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;
- The 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottee is 10<sup>th</sup> May, 2022 i.e. being the date which is 30 days prior to the date of EGM;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of

Association and Articles of Association of the Company.

**RESOLVED FURTHER THAT** pursuant to the provision of the Companies Act 2013, the name of the Subscriber be recorded for the issue of invitation to subscribe to the Equity Shares and a private placement offer letter in Form No. PAS-4 together with an application form be issued to the Subscriber inviting the Subscriber to subscribe to the Equity Shares, as per the draft tabled at the Meeting and duly initialed by the Chairman for the purpose of identification and consent of the Company is here by accorded to the issuance of the same to the Subscriber to the Equity shares.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to accept any modification(s) in the terms of issue of Equity Shares, subject to the provisions of the Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the aforesaid resolution, the Board be and is hereby authorized on behalf of the Company to take all actions and to do all such acts, deeds, matters and things and perform such actions as it may, in its absolute discretion, deem necessary, proper or desirable for such purpose, authorize any person including to seek listing, apply for in principle listing approval of the Equity Shares to be issued and allotted to the above mentioned allottee upon conversion of his outstanding unsecured loan amount and to modify, accept and give effect to any modifications in the terms and conditions of the issue(s) as may be they deem fit, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchange as appropriate and utilization of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the fore going and the decision of the Board shall be final and conclusive.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any one or more Directors / Key Managerial Personnel / Officers of the Company.

**RESOLVED FURTHER THAT** all action(s) taken by the Board or Committee(s) thereof, any Director(s)/Company Secretary or Officer(s) or any other authorized signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

By Order of the Board of Directors  
For **Kinetic Engineering Limited**

**A. H. Firodia**  
Chairman  
(DIN: 00057324)

**Date: 10<sup>th</sup> May 2022**

**Place: Pune**

**NOTES:**

1. In view of the ongoing COVID-19 pandemic and pursuant to the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, General Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 08, 2021 and General Circular No. 02/2022 dated May 05, 2022 (collectively referred to as “MCA Circulars”) issued by the Ministry of Corporate Affairs (“MCA”) and Circular No. SEBI/HO/CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India (“SEBI”) and in compliance with the provisions of the Companies Act, 2013 (“the Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has decided to hold its Extra-ordinary General Meeting (EGM) through Video-conferencing (“VC”) or other audio visual means (“OAVM”) (hereinafter referred to as “electronic means”) i.e. without the physical presence of the members. The deemed venue for the EGM shall be the registered office of the Company.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting’s agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the EGM will be provided by CDSL.
3. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.kineticindia.com](http://www.kineticindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com). The EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the EGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).
7. The EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars stated above in point no. 1.

**THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:**

- (i) The voting period will commence at 9.00 a.m. (IST) on Tuesday, 07 June 2022 and will end at 5.00 p.m. (IST) on Thursday, 09 June 2022. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 03 June 2022 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iv) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi.  2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly.

	<p>3) If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a> The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with <b>NSDL</b></p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 1800 22 55 33
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meetings for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

For Physical shareholders and other than individual shareholders holding shares in Demat.	
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"> <li>• Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> 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"> <li>• 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.</li> </ul>

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a Demat account holder has forgotten the 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.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto: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 linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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 favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
  - Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; [kelinvestors@kineticindia.com](mailto:kelinvestors@kineticindia.com)), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

**INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:**

1. The procedure for attending meeting & e-Voting on the day of the EGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least **7 days prior to meeting** mentioning their name, Demat account number/folio number, email id, mobile number at (company email id). The



shareholders who do not wish to speak during the EGM but have queries may send their queries in advance **7 days prior to meeting** mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.

8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending EGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call on 1800 22 55 33.

1. General Instructions:
  - (i) The Board of Directors have appointed M/s Dinesh Birla & Associates as the Scrutinizer to the e-voting process, and voting at the EGM in a fair and transparent manner.
  - (ii) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the EGM and announce the start of the casting of vote through the e-voting system of CDSL.
  - (iii) The Scrutinizer shall, immediately after the conclusion of voting at the EGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favor or against, if any, to the Chairman who shall countersign the same.
  - (iv) The scrutinizer shall submit his report to the Chairman as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the EGM of the Company.
2. The Scrutinizer shall make, not later than 48 hours of the conclusion of the EGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/person of the Meeting or a person authorized by him/her in writing, who shall countersign the same and declare the results of the voting forthwith.

3. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.kineticindia.com](http://www.kineticindia.com), on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman/person of the Meeting or the person authorized by him / her in writing.
4. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the EGM.

By Order of the Board of Directors  
For **Kinetic Engineering Limited**

**A. H. Firodia**  
Chairman

DIN: 00057324

**Date: 10<sup>th</sup> May 2022**

**Place: Pune**

\*Members are requested to support the "Green Initiative" by registering their email address with the Registrar & Share Transfer Agent (RTA)/Company, if not already done.

**As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item no. 1 and 2 of the accompanying Notice dated 10<sup>th</sup> May 2022**

**Item No. 1:**

Pursuant to Special Resolution passed on 27<sup>th</sup> March, 2019, 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 23, 2019 and also approved 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. Accordingly, approval for his remuneration was expired on 22<sup>nd</sup> April, 2022.

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 approval of remuneration of Mr. Ajinkya A. Firodia as Managing Director of the Company for a further period of two years commencing from 1<sup>st</sup> April, 2022.

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 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 11<sup>th</sup> February, 2022 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 remuneration of Mr. Ajinkya A. Firodia as Managing Director of the Company, for a further period of 2 years, with effect from 1<sup>st</sup> April, 2022, 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. 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 remuneration, as it may deem fit:

<b>Particulars</b>	<b>Description</b>
Basic Salary	Rs. 47,43,204 (with 12% increase every year)
HRA	Rs. 14,13,552 (with 12% increase every year)
LTA	Rs. 1,00,000
Medical Expenses	Rs. 15,000
Variable Pay	2% of operating profit (EBITDA)
<b>Benefits:-</b>	
Provident Fund	As per Rules of the Company
Super Annuation	
Gratuity	
Personal Accident & Medclaim 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 plus fuel reimbursements.
Gas, Electricity, Water etc.	Reimbursement of expenses actually incurred for Gas, Electricity, Water and furnishing and the maintenance expenses of the house, if applicable.
Telephone facility	Telephone at residence and a mobile phone.
Watchman and Servants at residence	Watchman and Servants at residence.
Others	All other expenses incurred for the purpose of Company's work to be reimbursed on actual basis.
Minimum remuneration	In the event of loss or inadequacy of profits, the aforesaid remuneration shall be payable as the minimum remuneration.
Tenure	2 years w.e.f. 01.04.2022
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.

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 and as per Schedule V of Companies Act, 2013 is set out in this Notice as Annexure - II.

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

**STATEMENT PURSUANT TO PARAGRAPH (IV) OF THE SECOND PROVISO OF PARAGRAPH B OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 IN RESPECT OF RESOLUTION OF THE NOTICE**

**I. GENERAL INFORMATION**

**1. Nature of Industry**

The Company is engaged in the business of 2/3 wheeler Auto - ancillary operations.

**2. Date or expected date of commencement of commercial production**

Not applicable.

**3. In case of new companies, expected date of commencement of activities as per project approved by financial institution appearing in the prospectus**

Not applicable.

**4. Financial performance based on given indicator**

Rs. In Lakhs

Particulars	For the year ended 31 <sup>st</sup> March, 2021	For the year ended 31 <sup>st</sup> March, 2020	For the year ended 31 <sup>st</sup> March, 2019
<b>Total income</b>	8703.47	11,849.86	12,051.47
<b>Profit / (Loss) before tax</b>	(622.93)	(911.74)	(816.36)
<b>Profit / (Loss) after tax</b>	(622.93)	(911.74)	(816.36)

**5. Foreign investments or collaborations, if any**

The Company does not have any foreign collaborations. As per the shareholding pattern of the Company as on 31<sup>st</sup> December 2021, the composite foreign investment in the Company stands at 0.60% comprising of:

- (i) 0.00 % by foreign portfolio investors;
- (ii) 0.00 % by foreign bodies corporate; and
- (iii) 0.60 % by non-resident Indians

**II. INFORMATION ABOUT THE MANAGING DIRECTOR**

**A. Background details**

Mr. Ajinkya A Firodia, aged 42 years, is an engineer from prestigious IVY League Brown University where he graduated with magna-cum-laude honors with a double degree in Engineering and Economics in 2001. Thereafter he worked with the world's leading financial firm, JP Morgan as an analyst in mergers & acquisition division in New York before returning to India.

He joined Kinetic Group in 2003 and has been an integral part of the senior management team at the Kinetic. From 2003 to 2009, he worked as senior vice president, sales and marketing and was involved in the marketing of Kinetic scooters and products. His achievements included successful launches of various models including Kinetic Blaze, Zing, Velocity, Aquila amongst others. He developed a new CIA for their 800 dealers and appointed over 150 new world class dealers. He was heading functions of advertising, marketing, logistics, dealer development, sales and service at Kinetic and was a key member in the Kinetic SYM joint venture and Kinetic's acquisition of Italjet Moto Spa, Italy.

In 2009, he took over as the Managing Director of Kinetic Engineering Limited.

**B. Past Remuneration**

The details of past remuneration drawn by the appointee are as under:

Rs. In Lakhs

Particulars	2021-22	2020-21	2019-20
Salary and Allowances	54.97	48.36	48.36
Others	8.26	6.01	6.01
<b>Total</b>	<b>63.24</b>	<b>54.37</b>	<b>54.37</b>

**C. Recognition or awards**

Mr. Ajinkya A Firodia has received the prestigious 40 under 40 award by economic times in the year 2017 for his various achievements and initiatives. He has also received awards such as Hello! URJA awards for acumen in business, Lokmat Award for Icons in Pune, and has been featured in Femina's most Powerful 2019 – 2020.

**D. Job profile and suitability**

Mr. Ajinkya A Firodia is a young and energetic member of the management team and the Board of Directors of Kinetic. He has been instrumental in building a new business model focused on automotive systems at Kinetic. Since 2009, he has been instrumental in changing the company's entire business model from 2 wheelers to auto components, and has built a business focused 50% on exports to prestigious companies worldwide. He has turned around the operations of Kinetic Engineering Limited from a heavy debt loss making company to a profitable, growing company and continues to focus on the same, using his personal motto of "Stay in the Game"

**E. Remuneration proposed**

The remuneration paid / proposed to be paid is detailed hereinabove in the explanatory statement.

**F. Comparative remuneration with respect to industry, size of the company, profile of the position and person**

The proposed remuneration is comparable and commensurate with the size and nature of the business of the Company and the responsibilities of the Managing Director.

**G. Pecuniary relationship directly or indirectly with the Company, or relationship with the Managerial Personnel, if any**

Except Mr. Arun Firodia, Dr. Jayashree Firodia and Ms. Sulajja Firodia Motwani, none of the director have pecuniary relationship directly or indirectly with the Company or its managerial personnel. The Directors, recommend the Special Resolution as set out in the Notice for approval by the Members.

**III OTHER INFORMATION****(1) Reasons of loss or inadequate profits**

During the financial year ended March 31, 2021, the profits of the Company may not be adequate due to COVID 19.

**(2) Steps taken or proposed to be taken for improvement**

The Company has taken significant steps to reduce costs in line with the projected sales. During 2021 - 2022, Q2 and Q3 results showed considerable recovery in demand.

**(3) Expected increase in productivity and profits in measurable terms**

During 2021 - 2022, Q2 and Q3 results showed considerable recovery in demand and business results. Q4 is expected to show further progressive recovery of demand and underlying business results.

**Item No: 2**

The Special Resolutions under Item No 2 is proposed for Members approval. The Company had borrowed funds from Mr. Ajinkya A. Firodia (DIN - 00332204), Managing Director and Promoter of the Company and the same has been included as Unsecured Loan in the Company's books of accounts.

In 11<sup>th</sup> February 2022 Board Meeting the company had allotted 9,95,000 Equity Shares at a price of Rs. 35 per Equity Share (including Rs 25/- as premium) to Mr. Ajinkya Firodia, Managing Director & Promoter of the Company aggregating to Rs. 34,825,000/- (INR Three Crores Forty Eight Lakhs Twenty Five Thousand) out of total outstanding unsecured loan of an amount of INR 61,980,170/- (INR Six Crores Nineteen Lakhs Eighty Thousands One Hundred Seventy).

He has now requested that the balance unsecured loan of an amount of Rs. 27,155,133 (Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three) given by him to the Company be converted into equity shares. Based on the said request, the Board has resolved to create, issue, offer and allot up to 293,569

(Two Lakhs Ninety Three Thousand Five Hundred Sixty Nine) Equity Shares of the face value of INR 10.00 each (INR Ten) fully paid up at an Issue Price of INR 92.50 (INR Ninety Two and Paise Fifty Only) including Premium of INR 82.50 (INR Eighty Two and Paise Fifty Only) per share aggregating to INR 27,155,133 (INR Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three) to Mr. Ajinkya A. Firodia, by way of conversion of unsecured loan on a preferential basis. The Special Resolutions as mentioned under Item No. 2 proposes to authorize the Board to issue and allot these Equity shares on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) second amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014.

The following are the details of the unsecured loan sought to be converted into Equity Shares pursuant to this resolution:

<b>Sr. No.</b>	<b>Name of the proposed Allottee</b>	<b>Amount of unsecured loan to be converted in to equity shares</b>	<b>Number of Equity Shares to be issued / allotted</b>
1.	Mr. Ajinkya A. Firodia	INR 27,155,133/- (INR Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three)	293,569 equity shares @ INR 92.50 Issue Price

Disclosure under Rule 13(2) of the Companies (Share Capital and Debentures) Rules, 2014 and Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') are as under:

**1. Object of the Issue through preferential Allotment:**

The object of this issue is to convert the outstanding unsecured loan payable to Mr. Ajinkya A. Firodia into Equity Shares as specified in the Resolution and thereby to reduce the amount of outstanding liabilities of the Company and to increase the Equity amount of the Company.

**2. Type and Number of Securities to be issued:**

The Board of Directors at its meeting held on 10<sup>th</sup> May, 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 293,569 Equity Shares at a price of INR 92.50 each, aggregating to INR 27,155,133/- (INR Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three) by conversion of outstanding unsecured loan up to that amount.

**3. Pricing of the Issue, Class of Proposed Allottee and Relevant Date:**

The price of equity shares to be issued is fixed at INR 92.50 (INR Ninety only) per equity share of INR 10.00 (Face Value) each for preferential issue. The shares of the Company are frequently traded on the BSE Limited, hence the price is determined in compliance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

A certificate from Pawan Jain & Associates (Practicing CA Firm Reg. No. 107867W) (Independent Valuer) confirming the minimum price for preferential issue as per preferential issue guidelines of SEBI (ICDR) Regulations, 2018 along with the calculation thereof is obtained and the same is available for inspection at the Registered Office of the Company.

Accordingly, the number of Equity Shares proposed to be issued is as under:

<b>Sr. No.</b>	<b>Name of the Proposed Allottee</b>	<b>No. of Equity Shares</b>
1.	Mr. Ajinkya A. Firodia (Managing Director and Promoter)	293,569 Equity Shares

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is 10<sup>th</sup> May, 2022, i.e. working day immediately preceding the date 30 days prior to the date of the EGM.

The current and proposed status of the allottee(s) post the preferential issues is the same as promoter and the Maximum number of specified securities to be issued is 293,569.

**4. Intention of Promoters, directors or key managerial personnel to subscribe to the offer:**

The Equity Shares shall be issued to Mr. Ajinkya A. Firodia, Promoter and Managing Director of the Company. He has indicated his intention to convert balance unsecured loan of an amount of Rs. 27,155,133 (Two Crores Seventy One Lakhs Fifty Five Thousands One Hundred Thirty Three) given by him to the Company be converted into equity shares by way of Preferential Issue. None of the other Directors or Key Managerial Personnel of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

**5. Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital:**

The details of the proposed allottee and the percentage of post preferential offer capital that will be held by him shall be:

Sr. No.	Name of Applicant along with PAN & address	Pre-Preferential Holding- before allotment of Equity		Post-Preferential Holding- after allotment of Equity	
		No. of shares	%	No. of shares	%
1.	Mr. Ajinkya A. Firodia PAN: AAGPF0983K Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India	2,124,055	11.36	2,417,624	12.73

**6. Proposed time within which the allotment shall be completed:**

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

**7. Change in control, if any, of the Company that would occur consequent to preferential offer:**

There shall be no change in control of the Company pursuant to the issue of Equity Shares.

**8. Number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:**

No allotment(s) has been made on a preferential basis from the beginning of the year to the date of issue of this notice.

**9. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**

Not applicable as this issue is not for consideration other than cash.

**10. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control:**

Not applicable since the allottee Mr. Ajinkya A. Firodia is an individual natural person and will be ultimate beneficial owner of both pre and post preferential shareholding in the Company.

**11. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018, if the issuer or any of its promoters or directors is a willful defaulter:**

The Company and none of its Directors or Promoter have been declared as a willful defaulter as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations. Hence, the said disclosure required under Schedule VI of SEBI (ICDR) Regulations, 2018 is not applicable."

**12. Certificate of practicing company secretary:**

The certificate from M/s Dinesh Birla & Associates, practicing company secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations

will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. (IST) to 4:00 p.m. (IST) during the period of Remote E- voting under EGM. The company also hosted the certificate on its website [www.kineticindia.com](http://www.kineticindia.com) and following link <https://www.kineticindia.com/investors.html>

### 13. Shareholding Pattern before and after preferential issue of the capital would be as follows:

The pre issue and post issue shareholding pattern of the Company –

Sr. No.	Category	*Pre Issue of Equity Shares		Post Issue of Equity Shares	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters Holding –				
	1. Indian				
	Individual	57,41,123	30.70	60,34,692	31.76
	Body Corporate	39,53,683	21.14	39,53,683	20.81
	Sub Total	96,94,806	51.83	99,88,375	52.57
	2. Foreign Promoters	-	-	-	-
	<b>Sub Total (A)</b>	<b>96,94,806</b>	<b>51.83</b>	<b>99,88,375</b>	<b>52.57</b>
B	Non-Promoters Holding –				
	1. Institutional investors	3525	0.01	3525	0.01
	2. Non-Institution				
	Corporate Bodies	30,78,845	16.46	30,78,845	16.20
	Directors	15,988	0.08	15,988	0.08
	Indian Public	54,18,714	28.97	54,18,714	28.52
	Others (Including NRIs)	4,91,743	2.62	4,91,743	2.58
	<b>Sub Total (B)</b>	<b>90,08,815</b>	<b>48.17</b>	<b>90,08,815</b>	<b>47.43</b>
	<b>Grand Total (A+B)</b>	<b>1,87,03,621</b>	<b>100.00</b>	<b>1,89,97,190</b>	<b>100.00</b>

Note - \*Pre-Shareholding Pattern as on Friday, 06 May, 2022.

### 14. Lock-in Period:

The Equity Shares will be subject to applicable lock-in and transfer restrictions stipulated as per amended ICDR Regulations 2018.

### 15. Undertakings:

The Company hereby undertakes that,

- (i) It would re-compute the price of the securities specified above in terms of the provisions of SEBI (ICDR) Regulations, where it is so required;
- (ii) If the amount payable, if any, on account of the re-computation of price is not paid within the time stipulated in SEBI (ICDR) Regulations the above shares shall continue to be locked-in till the time such amount is paid by the allottees.

In accordance with the SEBI ICDR Regulations,

- (i) All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (ii) No person belonging to the promoters / promoter group have sold / transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date;
- (iii) The entire pre-preferential holding of the proposed allottee will be under lock in for a period commencing from the Relevant Date up to a period 90 trading days from the date of trading approval granted by the stock exchange;
- (iv) No person belonging to the promoters / promoter group has previously subscribed to any equity shares / warrants of the Company but failed to exercise them; and
- (v) The shares of the Company are frequently traded on the BSE Limited, hence the price is determined



in compliance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

**16. Other disclosures:**

In accordance with the provisions of Sections 23(1)(b), 42 and 62(1)(c) of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Mr. Ajinkya A. Firodia is being sought by way of a Special Resolution as set out in the said items of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorized Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution as specified under Item No. 2 of the accompanying Notice for approval of the Members of the Company.

Mr. Ajinkya A. Firodia, Mr. Arun H. Firodia, Dr. Jayashree A. Firodia and Ms. Sulajja Firodia Motwani, may be deemed to be interested in the resolution. Except them, none of the Directors, Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the above said resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the Company, if any.

Further Mr. Ajinkya A. Firodia, have not been debarred from accessing the capital market or have been restrained by any regulatory authority from, directly or indirectly, acquiring the said securities. The Offers have been made only to such persons whose names are recorded by the Company prior to the invitation to subscribe as per the requirements of Section 42 of the Companies Act, 2013 Total number of person to whom offer/invitation to subscribe to the securities has been made, including any previous offer/ invitation, is not more than 200 persons in aggregate in a financial year. Allotment w.r.t invitation made earlier of the security offered under present issue or any other kind of security made earlier have been completed.

The company or its promoters or whole-time directors are not in violation of the provisions of Regulation 34 of the SEBI Delisting Regulations, 2021. The company, its promoters, its directors are not in violation of the restrictions imposed by SEBI under SEBI circular no. SEBI/HO/ MRD/DSA/CIR/P/2017/92 dated August 01, 2017. The Company does not have any outstanding dues to SEBI, stock exchanges or depositories.

By Order of the Board of Directors  
For **Kinetic Engineering Limited**

**A. H. Firodia**  
Chairman  
(DIN: 00057324)

**Date: 10<sup>th</sup> May 2022**

**Place: Pune**