

KINETIC ENGINEERING LIMITED

CIN: L35912MH1970PLC014819

Regd. Office: D-1 Block, Plot No. 18/2, MIDC, Chinchwad, Pune - 411019 MH India

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Website: www.kineticindia.com

NOTICE OF POSTAL BALLOT

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014

To
The Members of Kinetic Engineering Limited

Notice is hereby given, pursuant to Section 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and any other applicable provisions of the Companies Act, 2013 and Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable laws and regulations, if any, the Company hereby proposes to seek the consent of the shareholders ('Members') of Kinetic Engineering Limited ('the Company'), for the Resolutions appended herein below through Postal Ballot by way of Remote E-voting ('E-voting') only.

In light of the General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021 and 2022 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following Resolution proposed for obtaining Shareholders approval through Postal Ballot (Remote E-Voting only). The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with Postal Ballot Form and prepaid business envelope will not be sent to the Members for this Postal Ballot.

The Company has appointed Mr. Dinesh Birla (FCS No.- 7658 and CP No-13029) as the Scrutinizer for conducting the postal ballot process through remote e- voting in a fair and transparent manner. The Shareholders are requested to follow the procedure as stated in the notes and instructions for casting of votes by Remote E-voting. The Company has engaged services of M/s. Central Depository Services (India) Limited (CDSL) for providing E-voting facility to shareholders of the Company. The Shareholders are requested to carefully read the instructions indicated in this Notice and communicate their assent(for) or dissent(against) through Remote E-voting only.

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by remote e-voting) process in a fair and transparent manner. The result of the postal ballot will be announced on or before 5.00 p.m. on Saturday, 12 August 2023 and will be displayed on the website of the Company (i.e. www.kineticindia.com) and will be intimated to BSE Ltd. where the Equity Shares of the Company are listed.

SPECIAL BUSINESS:

1. RECLASSIFICATION OF AUTHORISED SHARE CAPITAL AND CONSEQUENT ALTERATION OF MEMORANDUM OF ASSOCIATION.

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 Section 13, 61, 64 and all other applicable provision(s), if any, under the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) the existing Authorized Share Capital of the Company Rs. 1,95,90,82,530/- (Rupees One Hundred and Ninety-Five Crore Ninety Lakh Eighty Two Thousand Five Hundred Thirty) divided into –

Equity Share Capital

5,30,13,932 (Five Crores Thirty Lakhs Thirteen Thousand Nine Hundred Thirty-Two) Equity shares of Rs. 10/- each,

Preference Share Capital

- A. 1,50,00,000 (One Crore Fifty Lakhs) Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs. 10/- each,
- B. 15,07,400 (Fifteen Lakhs Seven Thousand Four Hundred) Optionally Convertible Cumulative Preference Shares of Rs. 156/- each,
- C. 3,20,500 (Three Lakh Twenty Thousand Five Hundred) Optionally Cumulative Preference Shares of Rs. 156/- each,
- D. 19,23,080 (Nineteen Lakhs Twenty-Three Thousand and Eighty) Compulsorily Convertible Cumulative Preference Shares of Rs. 156/- each,
- E. 5,30,000 (Five Lakhs Thirty thousand) Convertible Cumulative Preference shares of Rs. 65/- each,
- F. 30,85,500 (Thirty Lakhs Eighty-Five Thousand Five Hundred) Optionally Convertible Cumulative Preference Shares of Rs. 65/- each,
- G. 7,70,000 (Seven Lakh Seventy Thousand) Redeemable Cumulative Preference Shares of Rs. 65/- each,
- H. 5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of Rs. 100/- each,
- I. 59,09,090 (Fifty-Nine Lakhs Nine Thousand Ninety) 8.5% Optionally Convertible Cumulative Preference Shares of Rs. 22/- each,
- J. 1,03,00,000 (One Crore Three Lakhs) New Redeemable Preference Shares of Rs. 10/- each,
- K. 18,53,650 (Eighteen Lakhs Fifty-Three Thousand Six Hundred Fifty) 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each,
- L. 5,24,560 (Five Lakhs Twenty-Four Thousand Five Hundred Sixty) Unclassified shares of Rs. 10/- each

be and is hereby reclassified to Rs. 1,95,90,82,530/- (Rupees One Hundred and Ninety-Five Crore Ninety Lakh Eighty Two Thousand Five Hundred Thirty) divided into -

Equity Share Capital -

5,30,13,932 (Five Crores Thirty Lakhs Thirteen Thousand Nine Hundred Thirty-Two) Equity shares of Rs. 10/- each, and

Preference Share Capital -

- 1,02,000 (One Lakh Two Thousand) Optionally Convertible Cumulative Preference Shares of Rs. 156/- each
- 3,20,500 (Three Lakh Twenty Thousand Five Hundred) Redeemable Cumulative Preference Shares of Rs. 156/-each
- 8,30,154 (Eight Lakh Thirty Thousand One Hundred Fifty Four) Optionally Convertible Cumulative Preference Shares of Rs. 65/- each
- 11,76,650 (Eleven Lakh Seventy Six Thousand Six Hundred Fifty) 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each
- 1,90,000 (One Lakh Ninety Thousand only) 8.00% Optionally Convertible Cumulative Preference Shares of Rs. 115/- each
- 12,10,74,095 (Twelve Crore Ten Lakh Seventy-Four Thousand and Ninety Five) Preference Shares of Rs. 10/- each, after cancelling the existing unissued Preference Share Capital i.e.

- (i) 1,50,00,000 (One Crore Fifty Lakhs) Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs. 10/- each,
- (ii) 14,05,400 (Fourteen Lakhs Five Thousand Four Hundred) Optionally Convertible Cumulative Preference Shares of Rs. 156/- each,
- (iii) 19,23,080 (Nineteen Lakhs Twenty-Three Thousand and Eighty) Compulsorily Convertible Cumulative Preference Shares of Rs. 156/- each,

- (iv) 5,30,000 (Five Lakhs Thirty thousand) Convertible Cumulative Preference shares of Rs. 65/- each,
- (v) 22,55,346 (Twenty Two Lakhs Fifty-Five Thousand Three Hundred forty Six) Optionally Convertible Cumulative Preference Shares of Rs. 65/- each,
- (vi) 7,70,000 (Seven Lakh Seventy Thousand) Redeemable Cumulative Preference Shares of Rs. 65/- each,
- (vii) 5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of Rs. 100/- each,
- (viii) 59,09,090 (Fifty Nine Lakhs Nine Thousand Ninety) 8.5% Optionally Convertible Cumulative Preference Shares of Rs. 22/- each,
- (ix) 1,03,00,000 (One Crore Three Lakhs) New Redeemable Preference Shares of Rs. 10/- each
- (x) 6,77,000 (Six Lakhs Seventy-Seven Thousand) 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each
- (xi) 5,24,560 (Five Lakhs Twenty-Four Thousand Five Hundred Sixty) Unclassified shares of Rs. 10/- each,

RESOLVED FURTHER THAT pursuant to Section 13 and all other applicable provisions of the Companies Act, 2013, the existing Clauses V of the Memorandum of Association of the Company be and is hereby substituted with the following new Clause V:

V. the Authorized Share Capital of the Company is Rs.1,95,90,82,530/- (Rupees One Hundred and Ninety-Five Crore Ninety Lakh Eighty Two Thousand Five Hundred Thirty) divided into –

Equity Share Capital -

5,30,13,932 (Five Crores Thirty Lakhs Thirteen Thousand Nine Hundred Thirty-Two) Equity shares of Rs. 10/- each, and

Preference Share Capital -

- 1,02,000 (One Lakh Two Thousand) Optionally Convertible Cumulative Preference Shares of Rs. 156/- each*
- 3,20,500 (Three Lakh Twenty Thousand Five Hundred) Redeemable Cumulative Preference Shares of Rs. 156/- each.*
- 8,30,154 (Eight Lakh Thirty Thousand One Hundred Fifty Four) Optionally Convertible Cumulative Preference Shares of Rs. 65/- each*
- 11,76,650 (Eleven Lakh Seventy Six Thousand Six Hundred fifty) 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each*
- 1,90,000 (One Lakh Ninety Thousand only) 8.00% Optionally Convertible Cumulative Preference Shares of Rs. 115/- each*
- 12,10,74,095 (Twelve Crore Ten Lakh Seventy-Four Thousand and Ninety Five) Preference Shares of Rs. 10/- each*

The Company has the power from time to time to increase or reduce its capital and to divide the share in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions subject to and in accordance with the Articles of Association of the Company.

RESOLVED FURTHER THAT, any one of the Directors and / or Chief Financial Officer and / or Company Secretary of the Company, are hereby severally authorised to do all such acts deemed necessary, proper or desirable, and to settle or give instructions and directions for settling any questions, difficulties or doubts that may arise in this regard and to give effect to such modifications, changes, variations, alterations, deletions or additions as may be deemed fit and proper in the best interest of the Company and things with respect to the above and sign, execute and deliver such deeds, documents, writings or paper as may be necessary or incidental to give effect to the foregoing resolutions.

RESOLVED FURTHER THAT, a copy of the above resolution, certified to be true by any one of the Directors and / or Chief Financial Officer and / or Company Secretary of the Company, be forwarded to concerned authorities for necessary actions.”

2. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER 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 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 **22,85,000 (Twenty Two Lakh Eighty Five Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 115/- (INR One Hundred Fifteen only) including Premium of INR 105/- (INR One Hundred Five only) per share aggregating to INR 26,27,75,000 (INR Twenty Six Crore Twenty Seven Lakh Seventy Five Thousand only) to the following Proposed Allottees for cash consideration:-**

Sr. No.	Proposed Allottee	PAN	Category	No. of Shares
1	Dr. Jayashree Arun Firodia	AAAPF9094M	Promoter	4,50,000
2	Mr. Ajinkya A. Firodia	AAGPF0983K	Promoter	2,25,000
3	Jayashree Firodia Trust	AADTJ6675K	Promoter	9,20,000
4	Micro Age Instruments Private Limited	AABCM1787E	Promoter	6,90,000
Total				22,85,000

on preferential basis, 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.

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 13th July, 2023 i.e. being the date which is 30 days prior to the date of declaring results of this Postal Ballot;

- 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 Subscribers 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 Subscribers 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 Subscribers 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, 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."

3. OFFER, ISSUE AND ALLOT ON PREFERENTIAL BASIS OPTIONALLY CONVERTIBLE CUMULATIVE PREFERENCE SHARES 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 Sections 42, 55 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 (including any statutory modification thereto or reenactment thereof for the time being in force), the Memorandum of Association and Articles of Association of Kinetic Engineering Limited (the "Company"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations,

2009, as amended (the "SEBI Regulations") and the Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Securities and Exchange Board of India, as amended, and the rules, regulations, guidelines, notifications and circulars, if any, issued by the Government of India, from time to time, to the extent applicable including the enabling provisions of the listing agreements entered into with the stock exchanges on which the Company's equity shares are listed (the "Stock Exchanges"), and subject to the permissions, consents, sanctions and approval by any authority, as may be necessary, and subject to such conditions and modifications as might be prescribed while granting such approvals, consents, permissions and sanctions, and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board") to exercise its powers including the powers conferred by this resolution, consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot **1,90,000 (One Lakh Ninety Thousand only) 8.00% Optionally Convertible Cumulative Preference Shares (OCCPS) of face value of INR 115/- (INR One Hundred Fifteen only) per share at par for an amount not exceeding INR 2,18,50,000 (INR Two Crore Eighteen Lakh Fifty Thousand only) to Jayashree Firodia Trust, promoter of the company (the "Proposed Allottee) on a preferential allotment basis, for consideration in cash and on such terms and conditions as the Board may think fit in its absolute discretion, think fit and without requiring any further approval or consent from the members in the manner provided hereunder ("Preferential issue");**

RESOLVED FRUTEHR THAT in accordance with the provisions of Section 55 and other applicable provisions, if any, of the Companies Act, 2013, the Companies (Share Capital and Debentures) Rules, 2014, including any amendment(s), statutory modification(s) or re-enactment(s) thereof, the particulars in respect of the offer are as under:

- a) OCCPS will carry a coupon rate of 8% per annum.
- b) OCCPS shall be non-participating in the surplus funds, surplus assets and profits of the Company on winding up, which may remain after the entire capital has been repaid;
- c) OCCPS shall carry a preferential right vis-à-vis Equity Shares of the Company with respect to payment of dividend and repayment of capital;
- d) Holders of OCCPS shall be paid dividend on a cumulative basis;
- e) One OCCPS of Rs. 115/- each will be converted at the option of the allottee in one equity shares of Rs, 10/- each within a period of 18 months from the date of allotment by giving in writing 2 days advance notice to the Company in one or more tranches and in one or more financial years. The balance remaining, if any, after exercise of all the options before the expiry of 18 months, shall be redeemed within a period of 20 (Twenty) years from the date of allotment.
- f) The OCCPS and Equity Shares (if issued upon conversion of OCCPS) to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company. The Equity Shares arising on conversion of OCCPS shall rank pari passu inter se with the then existing Equity Shares of the Company in all respects, including dividend.
- g) The OCCPS and Equity Shares (upon conversion of OCCPS) allotted will be subject to the applicable lock-in and transfer restrictions stipulated under SEBI Regulations."
- h) The voting rights of the persons holding the OCCPS shall be in accordance with the provisions of Section 47 and other applicable provisions, if any, of the Companies Act, 2013.
- i) The OCCPS shall be allotted in dematerialized form and the Equity Shares arising on conversion shall also be allotted in dematerialized form.

"RESOLVED FURTHER THAT the OCCPS shall be converted into Equity Shares of INR 2,18,50,000 (INR Two Crore Eighteen Lakh Fifty Thousand only) each, the price calculated with respect to the Relevant Date being 13 July 2023 as per SEBI (ICDR) Regulations, 2018, subject to approval of SEBI under the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, if required, against such number of OCCPS as may be required for conversion into Equity Shares at above price."

"RESOLVED FURTHER THAT OCCPS/Equity shares to be issued on conversion of OCCPS, to be issued as above, shall be locked-in for a period as prescribed in the SEBI (ICDR) Regulations. On conversion of any Equity Shares, such shares shall also be locked-in for period of 18 months as prescribed under the SEBI (ICDR) Regulations, 2018. However, the lock-in period for such Equity Shares allotted pursuant to the conversion of OCCPS issued on Preferential Basis, shall be reduced to the extent of the period during which such OCCPS have already been locked-in."

"RESOLVED FURTHER THAT as per SEBI Regulations the "Relevant Date" for the purpose of determining the issue price, being the 30 days prior to the date of the passing of Resolution by Postal Ballot Process, is 13th July, 2023."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to give effect to the above resolutions and to do all such acts, deeds and things necessary or incidental that it may, in its absolute discretion, deem necessary or desirable in regard to the offer, issue and allotment of the OCCPS and Equity Shares (upon conversion of the OCCPS), to resolve and settle any questions, difficulties or doubts that may arise in regard to such offer, issue and allotment of OCCPS and Equity Shares (upon conversion of the OCCPS)."

"RESOLVED FURTHER THAT the Equity Shares proposed to be allotted to the Proposed Allottee upon conversion of the OCCPS, be listed on the BSE Limited, and that the Board be and is hereby authorized to make the necessary applications and to take all other steps as may be necessary for the listing of the Equity Shares proposed to be allotted to the Proposed Allottee(s) upon conversion of the OCCPS and for the admission of such Equity Shares with the depositories, viz. NSDL & CDSL, and for the credit of such Equity Shares allotted upon conversion of the OCCPS to the Proposed Allottee's dematerialized securities account."

"RESOLVED FURTHER THAT the Common Seal of the Company, if required to be affixed in India on any agreements, undertakings, deeds, share certificates or any other document, the same be affixed in the presence of any two directors of the Company or any one director and secretary or any other person as may be authorized by the Board in accordance with the Articles of Association of the Company."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers conferred by the aforesaid resolutions on it to any committee of director(s) or officer(s) of the Company to give effect to the above resolutions."

4. TO SALE NON-CORE ASSETS OF THE COMPANY.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1) (a) of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, and subject to other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification or re-enactment thereof for the time being in force), the provisions of the Memorandum and Articles of Association of the Company, the provisions of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, consent be and is hereby accorded to dispose of the whole, or substantially the whole of Non-core assets of the Company including and not limited to land and buildings, old plant & machineries and equipment which is no longer useful or necessary for the current business or upcoming business opportunities, for such consideration and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorizes Mr. Ajinkya Firodia, Managing Director, to finalize the terms and conditions and take such steps as may be necessary for obtaining approvals, statutory or contractual or otherwise, if any, required in relation to the above and to settle all the matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds and things that may be necessary, proper and expedient or incidental for the purpose of giving effect to the above resolution."

5. TO INCREASE THE LIMITS U/S 186(2) OF COMPANIES ACT, 2013 FOR EXTENDING LOANS, PROVIDING GUARANTEES OR GIVING SECURITIES FOR LOANS TAKEN BY ANY PERSON OR BODY CORPORATE.

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 186(2) and all other applicable provisions, if any, of the Companies Act, 2013 (the ‘Act’), and the Companies (Meetings of Board and its Powers) Rules, 2014 and other Rules, Regulations, Notifications and Circulars framed thereunder including any statutory modification or re-enactment thereof for the time being in force, and such other approvals as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’ which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

- give loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
- give on behalf of any person or body corporate, any guarantee, or provide security in connection with a loan made by any other person or by any body corporate; and
- acquire by way of subscription, purchase or otherwise the securities of any other body corporate,

in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 100,00,00,000 (Rupees One Hundred Crores) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed sixty per cent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

FURTHER RESOLVED THAT the consent of the Company be and is hereby accorded to the Board to invest in the Subsidiaries, Associates, Related Parties, give loans to them; provide guarantees / security on their behalf, to any person or body corporate, within the limits, if any, as may be applicable from time to time and on such terms and conditions as may be deemed fit and expedient.

FURTHER RESOLVED THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investment(s), loan(s), security(ies) or guarantee(s) as they deem fit and in the best interest of the Company and take all such steps as may be necessary to complete the same.

FURTHER RESOLVED THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary and with power to settle questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the Members of the Company.”

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. As per Circulars issued by the Ministry of Corporate Affairs (MCA Circulars) and SEBI Circular, the Company has sent this Postal Ballot Notice only through e-mail to all the Members. whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA / Depositories as on Friday, 07 July 2023 (the 'cut-off date') and who have registered their e-mail address with the Company/Depository Participants.
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to investors@kineticindia.com. Members holding shares in electronic form are requested to get their e-mail address registered with their respective depository participant.

Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.

4. The Postal Ballot Notice is also being uploaded on the Company's website www.kineticindia.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
5. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. The Company has engaged CDSL, for facilitating voting through electronic means, as authorized agency.
7. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@kineticindia.com.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 07 July 2023.
9. Person, whose name is recorded in the register of Members or in the register of beneficial owners as on the cut-off date, i.e. Friday, 07 July 2023 only shall be entitled to avail the facility of e-voting.
10. The e-voting period will commence on Friday, 14 July 2023 at 09:00 a.m. (IST) and will end on Saturday, 12 August 2023 at 05:00 p.m. (IST) (both days inclusive). During this period, Members of the Company holding shares as on cut-off date either in physical form or in dematerialized form may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently or cast the vote again.
11. Based on the consent received from Mr. Dinesh Birla, Company Secretary in Practice, (Membership Number F7658), Board has appointed him as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, not later than two days from the end of remote e-voting, prepare a scrutinizer's report of the total votes cast in favor or against, if any. The Scrutinizer will submit his final report to the Chairman to declare the result of the voting forthwith.
13. Institutional / Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to vote on their behalf electronically, to our RTA at pune@linkintime.co.in, to the Company at investors@kineticindia.com, to the Scrutinizer by e-mail to cspdineshbirla@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
14. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting.
15. The results declared along with the Scrutinizer's Report will be posted on the Company's website www.kineticindia.com and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
16. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Saturday, 12 August 2023 i.e., the last date specified for receipt of votes through the e-voting process.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2: Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(i) The voting period begins on Friday, 14 July 2023 at 09:00 a.m. (IST) and will end on Saturday, 12 August 2023 at 05:00 p.m. (IST) (both days inclusive). 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 Friday, 07 July 2023 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.

Step 1: Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(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 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 CDSL Depository	<ol style="list-style-type: none"> 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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.
Individual Shareholders holding securities in demat mode with NSDL Depository	<ol style="list-style-type: none"> 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: https://eservices.nsd.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ 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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	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.

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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) Login method for Remote e-Voting 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.
 - 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 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"> 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.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) 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.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) 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.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) 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.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) 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.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xiii) **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 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.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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 (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdineshbirla@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evotingindia.com to reset the password.

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

Item No. 1

Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association

The Board of Directors vide resolution passed in their meeting held on 11 July, 2023, decided to alter the Capital clause of the Memorandum of Association of the Company, to re-classify (by cancelling the un-issued Preference Share capital) the Authorised Share Capital of the Company subject to approval of the shareholders of the Company.

The Present Authorised Share Capital of Kinetic Engineering Limited ("the Company") is Rs. 1,95,90,82,530/- (Rupees One Hundred and Ninety-Five Crore Ninety Lakh Eighty Two Thousand Five Hundred Thirty) divided into -

Equity Share Capital

5,30,13,932 (Five Crores Thirty Lakhs Thirteen Thousand Nine Hundred Thirty-Two) Equity shares of Rs. 10/- each,

Preference Share Capital

- A. 1,50,00,000 (One Crore Fifty Lakhs) Redeemable Non-Convertible Non-Cumulative Preference Shares of Rs. 10/- each,
- B. 15,07,400 (Fifteen Lakhs Seven Thousand Four Hundred) Optionally Convertible Cumulative Preference Shares of Rs. 156/- each,
- C. 3,20,500 (Three Lakh Twenty Thousand Five Hundred) Optionally Cumulative Preference Shares of Rs. 156/- each,
- D. 19,23,080 (Nineteen Lakhs Twenty-Three Thousand and Eighty) Compulsorily Convertible Cumulative Preference Shares of Rs. 156/- each,
- E. 5,30,000 (Five Lakhs Thirty thousand) Convertible Cumulative Preference shares of Rs. 65/- each,
- F. 30,85,500 (Thirty Lakhs Eighty-Five Thousand Five Hundred) Optionally Convertible Cumulative Preference Shares of Rs. 65/- each,
- G. 7,70,000 (Seven Lakh Seventy Thousand) Redeemable Cumulative Preference Shares of Rs. 65/- each,
- H. 5,00,000 (Five Lakhs) Redeemable Cumulative Preference Shares of Rs. 100/- each,
- I. 59,09,090 (Fifty-Nine Lakhs Nine Thousand Ninety) 8.5% Optionally Convertible Cumulative Preference Shares of Rs. 22/- each,
- J. 1,03,00,000 (One Crore Three Lakhs) New Redeemable Preference Shares of Rs. 10/- each
- K. 18,53,650 (Eighteen Lakhs Fifty-Three Thousand Six Hundred Fifty) 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each
- L. 5,24,560 (Five Lakhs Twenty-Four Thousand Five Hundred Sixty) Unclassified shares of Rs. 10/- each,

Since the Company has unissued preference shares, it is appropriate to reclassify the Authorised Share Capital of the Company and for that purpose, the Memorandum of Association of the Company is proposed to be altered in the manner specified in resolution at Item No. 1 of the accompanied notice.

The draft of the Memorandum of Association of the Company, after incorporating the proposed changes is available for inspection by the Members at the Registered Office of the Company during business hours on any working day up to the date of the Meeting and will be kept open at the place of the Meeting during the continuation of the Meeting.

The Board therefore, submits the resolutions for your consideration and recommends it to be passed as a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice.

Item No. 2

Issue of Equity Shares On Preferential Basis to Promoter of the Company.

The Special Resolutions under Item No 2 is proposed for Members approval. The Board has resolved to create, issue, offer and allot up to **22,85,000 (Twenty Two Lakh Eighty Five Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 115/- (INR One Hundred Fifteen only) including Premium of INR 105/- (INR One Hundred Five only) per share aggregating to INR 26,27,75,000 (INR Twenty Six Crore Twenty Seven Lakh Seventy Five Thousand only) to the following Proposed Allottees for cash consideration: -**

Sr. No.	Name of the proposed allottee	PAN	Category	Number of Equity Shares to be issued / allotted	Amount
1	Dr. Jayashree Arun Firodia	AAAPF9094M	Promoter	4,50,000	5,17,50,000
2	Mr. Ajinkya A. Firodia	AAGPF0983K	Promoter	2,25,000	2,58,75,000
3	Jayashree Firodia Trust	AADTJ6675K	Promoter	9,20,000	7,93,50,000
4	Micro Age Instruments Pvt. Ltd.	AABCM1787E	Promoter	6,90,000	10,58,00,000
Total				22,85,000	26,27,75,000

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.

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 preferential Issue:

The object is to issue equity shares to Dr. Jayashree Arun Firodia, Mr. Ajinkya A. Firodia, Jayashree Firodia Trust and Micro Age Instruments Private Ltd. for general corporate purpose, investment in subsidiary company, reduce borrowing cost and improve the financial ratios.

2. Maximum number of specified securities to be issued:

The Board of Directors at its meeting held on 11th July, 2023 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 22,85,000 (Twenty Two Lakh Eighty Five Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 115/- (INR One Hundred Fifteen only) including Premium of INR 105/- (INR One Hundred Five only) per share aggregating to INR 26,27,75,000 (INR Twenty Six Crore Twenty Seven Lakh Seventy Five Thousand only).

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

The price of equity shares to be issued is fixed at INR 115/- (INR One Hundred Fifteen 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 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:

Sr. No.	Name of the proposed allottee	Number of Equity Shares
1	Dr. Jayashree Arun Firodia	4,50,000
2	Mr. Ajinkya A. Firodia	2,25,000
3	Jayashree Arun Firodia Trust	9,20,000
4	Micro Age Instruments Pvt. Ltd.	6,90,000

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is 13th July, 2023, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

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 22,85,000

4. Intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

The Equity Shares shall be issued to Dr. Jayashree Arun Firodia, Mr. Ajinkya A. Firodia, Jayashree Firodia Trust and Micro Age Instruments Private Ltd. All of these has indicated an intention to subscribe the Preferential Issue for an amount of INR 26,27,75,000 (INR Twenty Six Crore Twenty Seven Lakh Seventy Five Thousand only). None of the other Directors or Key Managerial Personnel or senior management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

5. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue (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 issue 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	Dr. Jayashree Arun Firodia PAN: AAAPF9094M Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India	34,75,222	17.48	39,25,222	17.71
2	Mr. Ajinkya A. Firodia PAN: AAGPF0983K Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India	24,17,624	12.16	26,42,624	11.92
3	Jayashree Firodia Trust PAN:AADTJ6675K Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India	1,08,267	0.54	10,28,267	4.64
4	Micro Age Instruments Private Ltd. PAN: AABCM1787E Address: D-1 Block, Plot 18/2, MIDC, Chinchwad, Pune, 411019 Maharashtra India	48,32,993	24.32	55,22,993	24.92

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 the proposed allottees:

Dr. Jayashree Arun Firodia and Mr. Ajinkya A. Firodia are individual natural person and will be ultimate beneficial owner of both pre and post preferential shareholding in the Company.

Jayashree Firodia Trust - Mr. Arun Firodia and Mr. Ajinkya Firodia are the Trustees and Mrs. Jayashree Firodia is ultimate beneficial owner of the said trust.

Micro Age Instruments Private Ltd. - Arun Firodia Trust holds 96.03% share capital of the proposed allottee M/s. Micro Age Instruments Private Limited as on the date of this notice. Mrs. Jayshree Firodia and Mr. Ajinkya Firodia are the Trustees and Mr. Arun Firodia is ultimate beneficial owner of the said trust

List of ultimate Beneficial owners of Micro Age Instruments Private Ltd. are as follows -

Name of the shareholders	Total nos. shares	Shareholding %
Ms. Vinita A. Johary	10	-
Mr. Shirish R. Kotecha	133	0.02
Ms. Sarla I. Ranka	10	-
Ms. Jayashree A. Firodia	24,995	3.85
Ms. Shaila S. Kotecha	530	0.08
Ms. Vinita A. Johary	15	-
Mr. Arun H. Firodia	75	0.01
Arun Firodia Trust	6,23,232	96.03
Total	6,49,000	100.00

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. The current and proposed status of the allottee(s) post the preferential issues:

The allottees are the promoters of the Company and will be continue as promoters post the allotment of proposed

preferential issue.

13. 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 Postal Ballot. The company also hosted the certificate on its website www.kineticindia.com and following link <https://www.kineticindia.com/investors.html>

14. Shareholding Pattern before and after preferential issue 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	59,26,425	29.82	66,01,425	29.79
	Promoter Trust	1,08,267	0.54	10,28,267	4.64
	Body Corporate	48,32,993	24.32	55,22,993	24.92
	Sub Total	1,08,67,685	54.68	1,31,52,685	59.35
	2. Foreign Promoters	-	-	-	-
	Sub Total (A)	1,08,67,685	54.68	1,31,52,685	59.35
B	Non-Promoters Holding –				
	1. Institutional investors	3525	0.02	3525	0.02
	2. Non-Institution				
	Corporate Bodies	30,58,091	15.39	30,58,091	13.80
	Directors	5,136	0.03	5,136	0.02
	Indian Public	54,82,129	27.58	54,82,129	24.74
	Others (Including NRIs)	4,59,934	2.31	4,59,934	2.08
	Sub Total (B)	90,08,815	45.32	90,08,815	40.65
	Grand Total (A+B)	1,98,76,500	100.00	2,21,61,500	100.00

15. Lock-in Period:

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

16. 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) Except inter-se transfer within the promoter group, 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.

17. 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, Jayashree Firodia Trust and Micro Age Instruments Private Ltd. 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, Jayashree Firodia Trust and Micro Age Instruments Private Ltd., 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.

Item No. 3:

Offer, Issue and Allot On Preferential Basis Optionally Convertible Cumulative Preference Shares of the Company.

The object of the proposed Preferential Issue is to augment resources of the Company, to raise funds in the form of share capital so as to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction of new products related to Electric vehicle

business, business acquisitions so as to leverage such structure to achieve higher growth in terms of revenue and profit and for general corporate purposes.

The Board on 11 July 2023, subject to necessary approval(s), has approved the proposal to issue and allot 1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only) each ("OCCPS") to Jayashree Firodia Trust on preferential basis.

Section 55 of the Companies Act, 2013 read with Rule 9 of the Companies (Share Capital and Debentures) Rules, 2014 ("Rules") framed there under, inter alia, requires the Company to obtain prior approval of Shareholders, by way of Special Resolution for issuance of preference shares.

Accordingly, the approval of the members is being sought, by way of Special Resolution, to offer and issue Optionally Convertible Cumulative Preference Shares (OCCPS) at the face value to Jayashree Firodia Trust.

A Statement of disclosure as required under Rule 9 (3) of the Companies (Share Capital and Debentures) Rules, 2014:

The size of the issue, number of preference shares to be issued and nominal value of each share	1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only) each for cash.
The nature of such shares i.e. cumulative or non-cumulative, participating or non-participating, convertible or nonconvertible	Optionally Convertible Cumulative Preference Shares
The Objectives of the Issue	The object of the proposed Preferential Issue is to augment resources of the Company, to raise funds in the form of equity capital so as to reduce the borrowing cost and also to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction of new products, business acquisitions so as to leverage such structure to achieve higher growth in terms of revenue and profit and for general corporate purposes.
The manner of issue of shares	Private Placement Basis (Single allotment within 15 days of approval by shareholders by Postal Ballot process.)
The price at which such shares are proposed to be issued	Issue price of face value of INR 115/- (INR One Hundred Fifteen only) each and as determined by the Board in accordance with the pricing guidelines prescribed under SEBI ICDR Regulations.
The basis on which price has been arrived at	The OCCPS are issued at par based on the valuation as per report of independent valuer as calculated in accordance with the pricing guidelines prescribed in Regulation 164 of SEBI ICDR Regulations, 2018..
The terms of issue, including terms and rate of dividend on each share	Preferential Allotment of preference shares to promoters as per Section 55 of Companies Act, styled as Optionally Convertible Cumulative Preference Shares. A Rate of Dividend is 8% per share. In the event of conversion of OCCPS, promoters will have to adhere to SEBI(Takeover Regulations), in case the percentage increase of shareholding – exceeds the threshold limit of 5 % of the paid-up equity capital.
The terms of redemption, including the tenure of redemption, redemption of shares at premium and if the preference shares are convertible, the terms of conversion;	The OCCPS, upon issue, will be convertible into equivalent number Equity Shares of Rs. 10/- in one or more tranches at the option of the Proposed Allottee within a period not exceeding 18 (Eighteen) months from the date of allotment of OCCPS.

	In the event the Proposed Allottee choose not to convert the OCCPS, they will be compulsorily redeemed by the Company together with the cumulative dividend and applicable yield at the rate of 8% on the amount invested by the Proposed Allottee within a period of Twenty years from the date of allotment of such OCCPS.
The manner and modes of redemption	Redemption shall be in accordance with the Companies Act, 2013 read with the relevant rules and applicable SEBI Guidelines/Regulations.
The current shareholding pattern of the company	Please refer to the table provided in disclosure below.
The expected dilution in equity share capital upon conversion of preference shares	<p>Assuming Resolution no. 2 approved by the shareholders, the Promoter & Promoter Group holds 59.35% of the Equity share capital of the Company, while the balance 40.65% is held by public.</p> <p>Considering that the Promoter & Promoter Group exercise the option of conversion of the entire OCCPS of INR 2,18,50,000 (INR Two Crore Eighteen Lakh Fifty Thousand only) into Equity shares at a conversion price of INR 115/- (INR One Hundred Fifteen only) per shares, the resultant Promoter & Promoter Group shareholding would be 59.68% and the balance 40.32% Shares would be with Public.</p>

Further, as required under Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014, additional disclosure for issue of preference shares are as follows:

Particulars of the offer including date of passing of Board resolution

The Board of Directors of the Company at its meeting held on 11 July 2023 approved the issue of 1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only) each ("OCCPS") to Jayashree Firodia Trust on preferential basis.

Kinds of securities offered and the price at which security is being offered

Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only)

Basis or justification for the price (including premium, if any) at which the offer or invitation is being made

The equity shares are frequently traded in terms of the ICDR Regulations. The Company has obtained pricing certificate in accordance with the requirements contained in SEBI Regulations. A copy of the certificate is kept for inspection at the Registered Office of the Company during the business hours.

Name and address of valuer who performed valuation

Not applicable

Amount which the Company intends to raise by way of such securities

1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only) each ("OCCPS") to Jayashree Firodia Trust on a preferential basis, without offering the same to any other person, at a price per OCCPS equal to INR 115/- (INR One Hundred Fifteen only) each for an aggregate amount of INR 2,18,50,000 (INR Two Crore Eighteen Lakh Fifty Thousand only).

Material terms of raising such securities, proposed time schedule, purposes or objects of offer, contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects; principle terms of assets charged as securities.

1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of Rs. INR 115/- (INR One Hundred Fifteen only) each for cash. The OCCPS are unsecured and do not carry any charge on the assets of the Company. The time within which the Preferential Issue shall be converted to equity shares - At the option of allottee's.

As required under Regulation 163(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, ('ICDR') disclosures for preferential issue of OCCPS are as follows:

Objects of the Issue:

The object of the proposed Preferential Issue is to augment resources of the Company, to raise funds in the form of equity capital so as to reduce the borrowing cost and also to enhance the debt/capital raising capacity in order to respond to various opportunities for the further growth of the business of the Company in terms of introduction of new products, business acquisitions so as to leverage such structure to achieve higher growth in terms of revenue and profit and for general corporate purposes.

Maximum number of specified securities to be issued:

1,90,000 (One Lakh Ninety Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of INR 115/- (INR One Hundred Fifteen only) each for cash.

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

The price of OCCPS to be issued is fixed at par INR 115/- (INR One Hundred Fifteen only) 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 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:

Sr. No.	Name of the proposed allottee	Number of OCCPS
1	Jayashree Firodia Trust	1,90,000

The Relevant Date on the basis of which the price of the OCCPS will be calculated is 13th July, 2023, i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

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 1,90,000.

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

The OCCPS shall be issued to Jayashree Firodia Trust. Only Jayashree Firodia Trust has indicated an intention to subscribe the Preferential Issue for an amount of INR 2,18,50,000/- (INR Two Crore Eighteen Lakh Fifty Thousand only). 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.

Shareholding pattern of the Company, before and after the preferential issue:

The shareholding pattern of the Company as on 30 June 2023 and post conversion of OCCPS is provided in disclosure below.

Time within which the Preferential Issue shall be completed:

The Company will complete the issue & allotment of OCCPS within a period of 15 days from the date of passing of the resolutions by the shareholders or when the allotment on preferential basis requires any approval by any regulatory authority like Reserve Bank of India (RBI), Stock Exchanges or Central Government or any statutory body, the allotment of shares will be completed within 15 days from the date of such approvals.

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.

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.

The identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the preferential issue:

Jayashree Firodia Trust - Mr. Arun Firodia and Mr. Ajinkya Firodia are the Trustees and Mrs. Jayashree Firodia is ultimate beneficial owner of the said trust.

There shall be no change in management or control of the Company pursuant to the aforesaid issue of OCCPS.

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

The details of the proposed allottee (Promoter Group) and the percentage of post preferential issue shall be: -

Sr. No.	Name of Applicant along with PAN & address	Pre- Preferential Allotment no. of Equity Shares hold	Maximum no. of OCCPS to be allotted	No. of Equity Shares to be allotted after conversion all of OCCPS (1 Equity Share per OCCPS converted)	Post – Preferential Allotment holding of Shares*	Percentage of post preferential issue capital held (%)*
1.	Jayashree Firodia Trust PAN: AADTJ6675K Address: D-1 Block, Plot 18/2, MIDC, Chinchwad, Pune, Maharashtra 411019	1,08,267	1,90,000	1,90,000	12,18,267	5.46%

*(Assuming Resolution No. 2 approved by the shareholders & Jayashree Firodia Trust chooses to exercise the option to convert the OCCPS into equity shares). The post shareholding structure may change depending upon any other corporate action in between.

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.

The current and proposed status of the allottee(s) post the preferential issues:

The allottees are the promoters of the Company and will be continue as promoters post the allotment of proposed preferential issue.

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 Postal Ballot. The company also hosted the certificate on its website www.kineticindia.com and following link <https://www.kineticindia.com/investors.html>

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 OCCPS held by the proposed allottees in the Company are in dematerialized form only;
- II. Except inter-se transfer within the promoter group, 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.

Lock-In Requirements:

The OCCPS and Equity Shares (upon conversion of OCCPS) allotted will be locked in for such period as may be specified under Regulations 167 and 168 of SEBI ICDR Regulations.

Relevant Date:

Relevant Date for the purpose of Preferential Issue is 13 July, 2023 which is the date 30 days prior to the date of Postal Ballot when this resolution is being considered for approval.

Transferability period:

The Equity Shares to be issued on conversion of preference shares shall not be transferred by the Investor until trading approval is granted by the Stock Exchanges.

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 OCCPS (assuming OCCPS will be converted into Equity)	
		No. of Shares Held	% of Share Holding	No. of Shares Held	% of Share Holding
A	Promoters Holding –				
	1. Indian				
	Individual	59,26,425	29.82	66,01,425	29.52
	Promoter Trust	1,08,267	0.54	12,18,267	5.45
	Body Corporate	48,32,993	24.32	55,22,993	24.71
	Sub Total	1,08,67,685	54.68	1,33,42,685	59.68
	2. Foreign Promoters	-	-	-	-
	Sub Total (A)	1,08,67,685	54.68	1,33,42,685	59.68
B	Non-Promoters Holding –				
	1. Institutional investors	3525	0.02	3525	0.02
	2. Non-Institution				
	Corporate Bodies	30,58,091	15.39	30,58,091	13.68
	Directors	5,136	0.03	5,136	0.02
	Indian Public	54,82,129	27.58	54,82,129	24.53
	Others (Including NRIs)	4,59,934	2.31	4,59,934	2.06
	Sub Total (B)	90,08,815	45.32	90,08,815	40.32
	Grand Total (A+B)	1,98,76,500	100.00	2,23,51,500	100.00

*(Shareholding Post issue of OCCPS calculated assuming Resolution No. 2 approved by the shareholder & Jayashree Firodia Trust chooses to exercise the option to convert the OCCPS into equity shares). The post shareholding structure may change depending upon any other corporate action in between.

Note:

1. The above shareholding is based on the shareholding pattern as on 30/06/2023 and new issue of equity shares on conversion of OCCPS into equity shares of the face value of the Rs. 10/- each.
2. The above post issue shareholding pattern assumes where the entire OCCPS shall be converted into equity shares.

The voting rights will change in tandem with the change in shareholding pattern. The above conversion of OCCPS will be made in one or more tranches in compliance of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011. Further, the Company would comply with the minimum public shareholding requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Other disclosures:

In accordance with the provisions of Sections 23(1)(b), 42, 55 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 Jayashree Firodia Trust is being sought by way of a Special Resolution as set out in the items no. 3 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. 3 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 Jayashree Firodia Trust has 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.

Item No. 4

To Sale Non-Core Assets of the Company

The Company is presently engaged in the business of supply of automotive components for the Medium & Heavy Commercial Vehicles, Automotive and Tractor industry. The company caters to both domestic and international markets The Board in its meeting held on 11.07.2023 had carried out a comprehensive review of growth opportunities for the company including those in electric mobility and also alternatives to raise funds required to exploit such opportunities, such as sale of non-core assets, equity infusions, debts or any other forms of raising funds as may be suitable to the business at fair values through due process.

The Board of Directors, after evaluating the feasibility of various options, have decided to recommend for your approval for sale of Non-Core assets of the Company. Hence in this regard, the Company is now seeking approval of shareholders of the Company by special resolution to sell Non-Core assets of the Company including and not limited to land and buildings, old plant & machineries and equipment which is no longer useful or necessary for the current business or upcoming business opportunities.

The resolution in the accompanying notice at item no. 4 is proposed to seek Members' approval through special resolution. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Special Resolution for your approval.

None of the Directors and Key Managerial Person(s) of the Company and their relatives are, directly and indirectly, in any way, concerned or interested in the said resolution.

Item No. 5

To increase the limits u/s 186(2) of Companies Act, 2013 for extending loans, providing guarantees or giving securities for loans taken by any person or body corporate.

In terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall grant any loan to any person or body corporate or give any guarantee or provide any security to any loan taken by any person or body corporate in

excess of 60% of the total of the paid-up share capital and free reserves or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Shareholders by means of a Special Resolution. In order to meet these funding requirements and ensure necessary compliances of the provisions of the Companies Act, 2013, the Board of Directors, hereby propose the increase in the limits U/s 186(2) to Rs. 1,00,00,00,000 (Rupees One Hundred Crores) over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution at item no. 5 of this notice.

None of the Directors or Key Managerial Personnel or their relatives are interested in the resolution, other than their Shareholding in the Company.

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

**Sd/-
Chaitanya Mundra
Company Secretary and Compliance Officer**

Pune, 11th July, 2023

Registered Office:

D-1 Block, Plot No. 18/2, MIDC,

Chinchwad, Pune - 411019 MH India

Tel.: (Board)+91 20 661402049

E-mail: kelinvestors@kineticindia.com

Website: www.kineticindia.com