



CELEBRATING 50 YEARS OF KINETIC

KEL:SH:SE:

Date: 21st January, 2025

To
The Manager - Corporate Relationship Department
BSE Limited, 1st Floor,
Phiroze Jeejeebhoy Towers,
Fort, Mumbai- 400 001
Maharashtra, India

Scrip Code: BSE-500240

Sub.: Postal Ballot notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Notice of Postal Ballot as issued to the Members of the Company.

Notice is being sent through electronic mode to those members whose e-mail addresses are registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday 15th January, 2025 seeking their approval as set out in the Notice. The Company has engaged the services of CDSL for the purpose of providing e-voting facility to all its members. The following are the events in connection with the e-voting:

| Particulars | Details |
|------------------------------|--|
| Cut-off date for e-voting | Wednesday 15 th January, 2025 |
| E-voting start date and time | Wednesday, 22 nd January 2025, 9:00 am (IST) |
| E-voting end date and time | Thursday, 20 th February, 2025, 5:00 pm (IST) |

The above-referred notice is also available on the website of the Company viz. www.kineticindia.com

We request you to kindly take the above on record as per the Listing Regulations.

Thanking you.
Yours faithfully,

For Kinetic Engineering Limited

Chaitanya Mundra
Company Secretary and Compliance Officer

Encl.: as above

KINETIC ENGINEERING LTD

Registered Address:
D1 Block, Plot No.18/2,
Chinchwad, Pune
Maharashtra India 411019

Factory Address:
Kinetic Manufacturing Plant
Nagar-Daund Road, Ahmednagar
Maharashtra India 414001

Contact: +91 2066142049
Email ID: kelinvestors@kineticindia.com
Website: www.kineticindia.com
CIN: L35912MH1970PLC014819

KINETIC ENGINEERING LIMITED**CIN: L35912MH1970PLC014819****Regd. 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****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 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment(s) thereof), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018 (including any statutory modification or re-enactment thereof for the time being in force), 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) (hereinafter referred to as 'SEBI Listing Regulations') 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 only.

In light of the General Circular No.09/2024 dated 19th September, 2024 read with the relevant circular(s) issued during the year(s) 2020, 2021, 2022, 2023 and 2024 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 resolutions 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.

In accordance with Regulation 44 of the SEBI Listing Regulations and in terms of Section 108 and 110 of the Act and the rules made thereunder, the Company for this purpose, has engaged services of M/s. Central Depository Services (India) Limited (CDSL), an agency authorized by the Ministry of Corporate Affairs (MCA), for providing E-voting facility to shareholders of the Company.

Members whose names appear in the register of members/records as received from the Registrar and Share Transfer Agent and Depositories as on the cut-off date i.e. 15th January 2025 will be considered for the purpose of remote e-voting. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only. In case of joint holders, only such joint holder who is higher in the order of names will be entitled to vote. 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 Board of Directors of the Company in its meeting held on 21st January 2025 has appointed Mr. Dinesh Birla (FCS No. 7658 and CP No. 13029) as the scrutinizer (the 'Scrutinizer') for conducting the postal ballot process

through remote e-voting in a fair and transparent manner. 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 results of the postal ballot will be announced on or before 5.00 p.m. on Saturday, 22nd February, 2025 and will be displayed on the website of the Company (i.e. www.kineticindia.com) and will be intimated to BSE Limited (www.bseindia.com), where the equity shares of the Company are listed. The resolutions, if passed with the requisite majority through postal ballot, shall be deemed to have been passed, on the last date specified for Remote E-voting i.e. 20th February 2025. If a resolution is assented to by the requisite majority through postal ballot by means of Remote E-voting, it shall be deemed to have been duly passed at a general meeting convened in that behalf.

SPECIAL BUSINESS:

1. ISSUANCE OF CONVERTIBLE WARRANTS ON A PREFERENTIAL BASIS.

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

“RESOLVED THAT in accordance with the provisions of Sections 23, 42, 62(1)(c) of the Companies Act, 2013 (the “Act”), read with Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable provisions, if any of the Act (including any amendment thereto or re-enactment thereof for the time being in force), and subject to the provisions of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements), Regulations, 2018, as amended, (“SEBI ICDR Regulations”), Securities and Exchange Board of India (Listing Obligations and Disclosure requirements) Regulations, 2015, as amended (“SEBI Listing Regulations”), Securities and Exchange Board of India (Substantial Acquisitions of Shares and Takeovers) Regulations, 2011, as amended (“SEBI SAST Regulations”), and subject to other applicable rules, regulations, and guidelines of Securities and Exchange Board of India (“SEBI”) and/or BSE Limited (“BSE”/“Stock Exchange”), where the equity shares of the Company are listed, and applicable and enabling provisions of the Memorandum and Article of Association of the Company, and subject to the approvals, consents, permissions and sanctions of the SEBI, Stock Exchange and any other concerned authorities, as may be necessary, and subject to such conditions and modifications as may be prescribed or imposed by any of the aforementioned authorities while granting such approvals, consents, permissions, sanctions and which may be agreed by 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 to exercise certain powers, including the powers, conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with Chapter V of the SEBI ICDR Regulations, **up to 1,03,56,725 (One Crore Three Lakh Fifty Six Thousand Seven Hundred Twenty Five)** fully convertible warrants (hereinafter referred to as “Warrants”) at an issue price of **Rs.171/- (Rupees One Hundred Seventy One Only) per underlying equity share of the face value of Rs.10/- (Rupees Ten Only) including a premium of Rs.161/- (Rupees One Hundred Sixty One Only)** which is a price as determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations, each convertible into One (1) Equity Share of face value of Rs.10/- (Rupees Ten only) each (“Equity Shares”), aggregating to **Rs.1,77,09,99,975/- (Rupees One Hundred Seventy Seven Crores Nine Lakhs Ninety Nine Thousand Nine Hundred Seventy Five Only)**, for cash, to be issued on preferential basis to the persons belonging to promoter group category and non-promoter category, as mentioned below (“Proposed Allottees”) on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI ICDR Regulations.

| Sr. No. | Name of Proposed Allottees | Status | Number of warrants proposed to be allotted |
|--------------|--|--------------------|--|
| 1. | Jayashree Firodia Trust | Promotor Group | 41,70,057 |
| 2. | Arun Firodia Trust | Promotor Group | 38,22,800 |
| 3. | Arun Hastimal Firodia | Promotor Group | 13,63,868 |
| 4. | Rohit Lohia | Non-Promoter Group | 2,00,000 |
| 5. | Transaction Square LLP | Non-Promoter Group | 2,00,000 |
| 6. | Sai Geeta Penumetsa | Non-Promoter Group | 2,00,000 |
| 7. | Kapil Ahuja | Non-Promoter Group | 1,00,000 |
| 8. | Mohanlal Hariprasad Saraf | Non-Promoter Group | 1,00,000 |
| 9. | Shree Ram Colloids Private Limited | Non-Promoter Group | 1,00,000 |
| 10. | Tradelink Exim (India) Private Limited | Non-Promoter Group | 1,00,000 |
| Total | | | 1,03,56,725 |

RESOLVED FURTHER THAT the Equity Shares allotted on exercise of the Warrants shall upon conversion rank pari-passu with the existing shares of the Company and in such form and manner and upon such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations or other applicable laws as may be prevailing at that time.

RESOLVED FURTHER THAT the Relevant Date, as per the provisions of the SEBI ICDR Regulations is taken to be Tuesday, 21st January, 2025 (“Relevant Date”) being the date which is 30 days prior to the date of declaring results of this Postal Ballot.

RESOLVED FURTHER THAT aforesaid issue of the Warrants shall be subject to the conditions prescribed under the Companies Act, 2013 and the SEBI ICDR Regulations including the following:

1. the Proposed Allottees of the Warrants shall, on or before the date of allotment of the Warrants, pay an amount equivalent to at least 25% of the price fixed per Warrant in terms of the SEBI ICDR Regulations and the balance 75% of the issue price shall be payable by the Proposed Allottee at the time of exercising the Warrants.
2. the consideration for allotment of Warrants and/or Equity Shares arising out of the exercise of such Warrants shall be paid to the Company from the Bank account of the Proposed Allottee.
3. the Warrants shall be issued and allotted by the Company only in dematerialized form within a period of 15 days from the date of passing a Special Resolution by the Members, provided that where the issue and allotment of said Warrants is pending on account of pendency of any approval for such issue and allotment by the Stock Exchange and/or Regulatory Authorities, or Central Government, the issue and allotment shall be completed within the period of 15 days from the date of receipt of last such approval or within such further period/s as may be prescribed or allowed by the SEBI, the Stock Exchange and/or Regulatory Authorities etc.
4. the Warrants shall be convertible into Equity Shares, in one or more tranches, within a period of 18 months from the date of allotment.
5. in case the Warrant holder does not apply for the conversion of the outstanding Warrants into Equity Shares of the Company within eighteen (18) months from the date of allotment of the said Warrants, then the amount paid on each of the said outstanding Warrants shall be forfeited and all the rights attached to the said Warrants shall lapse automatically.
6. the Warrants shall be exercised in a manner that is in compliance with the minimum public shareholding norms prescribed for the Company under the SEBI LODR Regulations and the Securities Contracts (Regulation) Rules, 1957.
7. upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of equity shares pursuant to the exercise of the Warrants is completed within 15 days from the date of such exercise by the Proposed Allottee of such warrants.
8. the resulting Equity Shares will be listed and traded on the stock exchange, where the equity shares of the Company are listed, subject to the receipt of necessary regulatory permission(s) and approval(s), as the case may be. Warrants shall not be listed.
9. the entire pre-preferential allotment equity shareholding of the Proposed Allottee, if any, shall be subject to lock-in as per Regulation 167(6) of the SEBI ICDR Regulations.
10. the Warrants and/or Equity Shares to be offered/issued and allotted pursuant to the option attached to the Warrants shall be subject to lock-in for such period as provided under the provisions of Chapter V of the SEBI ICDR Regulations.

11. Warrants, so allotted under this resolution, shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under the SEBI ICDR Regulations except to the extent and in the manner permitted there under.
12. the Warrants by itself until converted into Equity Shares, does not give to the Warrant holder any rights (including any dividend or voting rights) in the Company in respect of such underlying Equity Shares.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to the receipt of such approvals as may be required under applicable law, the Board be and is hereby authorized to record the name and details of the Proposed Allottees in Form PAS-5, and issue a private placement offer cum application letter in Form PAS-4, to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modification(s) in the terms of issue of the Warrants, 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 since the proceeds from the Preferential Issue are more than Rs.100 Crores, a SEBI registered credit rating agency M/s. CARE Ratings Limited be and is hereby appointed as Monitoring Agency to monitor the use of proceeds of this Preferential Issue in terms of Regulation 162A of Chapter V of SEBI (ICDR) Regulations, 2018.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint such professionals and/or intermediaries, including external advisers, experts, legal advisers, managers, etc., to assist the Company, if required for the said preferential issue, and finalize the terms and conditions of their appointment and sign and execute necessary letters, deeds, documents, and agreements as may be required.

RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as may, in their absolute discretion, deem necessary or desirable for the purpose of giving effect to this resolution, including without limitation to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottee for effecting any modifications, changes, variations, alterations, additions and/or deletions to the preferential issue as may be required by any regulatory or other authorities or agencies involved in or concerned with the issue of the Warrants, making applications to the Stock Exchange for obtaining in-principle approval, listing of shares, filing requisite documents with the Ministry of Corporate Affairs ("MCA") and other regulatory authorities, filing of requisite documents with the depositories, resolve and settle any questions and difficulties that may arise in the preferential offer, issue and allotment of the Warrants, and to take all other steps which may be incidental, consequential, relevant or ancillary in relation to the foregoing without being required to seek any further consent or approval of the Members of the Company, and that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution, and the decision of the Board in relation to the foregoing 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, as it may deem fit in its absolute discretion, to any Committee of the Board or any one or more Director(s)/ Chief Financial Officer/ Company Secretary/ any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or a Committee of the Board, any other Director(s) or Officer(s) of the Company or any other authorized persons in connection with any matter(s) referred to or contemplated in any of the foregoing securities be and are hereby approved, ratified and confirmed in all respects."

2. APPROVAL FOR CANCELLATION OF UNSUBSCRIBED 11,15,000 ISSUED EQUITY SHARE CAPITAL OF THE COMPANY.

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**.

“RESOLVED THAT in accordance with the provisions of Section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force) and rules framed thereunder, enabling provisions of the Articles of Association of the Company and subject to all other necessary approvals, permissions, consents and sanctions, if required, of concerned statutory authority and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, consents approval of Shareholders be and is hereby accorded to cancel the 11,15,000 (Eleven Lakh Fifteen Thousand) unsubscribed equity shares of Rs.10/- (Ten) Each which have not been taken by person to whom so offered from Issued equity share capital of the Company.

RESOLVED FURTHER THAT Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion they may think necessary, expedient or desirable including of filing forms with the Registrar of Companies or any other regulatory authority to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/consent from the government departments as may be required in this regard.

RESOLVED FURTHER THAT Mr. Ajinkya Arun Firodia (Managing Director & CFO) or Mr. Chaitanya Mundra (Company Secretary), of the Company be and is hereby authorized to take requisite actions including carrying out Corporate Action in this regard.”

3. TO APPROVE INCREASE IN THE LIMITS APPLICABLE FOR MAKING INVESTMENTS / EXTENDING LOANS AND GIVING GUARANTEES OR PROVIDING SECURITIES IN CONNECTION WITH LOANS TO PERSONS /BODIES 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.2,00,00,00,000 (Rupees Two Hundred Crores Only) 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.

RESOLVED FURTHER 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.

RESOLVED FURTHER 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.

RESOLVED FURTHER 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 Wednesday, 15th January, 2025 (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 kelinvestors@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 kelinvestors@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. Wednesday, 15th January, 2025.
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. Wednesday, 15th January, 2025 only shall be entitled to avail the facility of e-voting.
10. The e-voting period will commence on Wednesday, 22nd January, 2025 at 09:00 a.m. (IST) and will end on Thursday, 20th February, 2025 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 (FCS No. 7658 and CP No. 13029), 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 kelinvestors@kineticindia.com, to the Scrutinizer by e-mail to csdineshbirla@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 Thursday, 20th February, 2025 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 Wednesday, 22nd January, 2025 at 09:00 a.m. (IST) and will end on Thursday, 20th February, 2025 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 Wednesday, 15th January, 2025 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 cdsl 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 cdsl 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 or such authorised person of (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futorex, 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

(Pursuant to Section 102 of the Companies Act, 2013 & Regulation 163(1) of the SEBI ICDR Regulations)

The following Explanatory Statement sets out the relevant information as required by Section 102(1) of the Companies Act, 2013 read with rules framed thereunder and Regulation 163(1) of the SEBI ICDR Regulations, in respect of items given in the Notice that requires approval of the Members.

Item No. 1 - Issuance of convertible warrants on a preferential basis.

The Board of Directors of the Company at their meeting held on Tuesday, 21st January, 2025, considered and approved the proposal of raising funds by way of the preferential issue of warrants each convertible into a fully paid-up equity share. The approval of the Members is accordingly being sought by means of a Special Resolution under Sections 23(1)(b), 42 and 62(1)(c) of the Companies Act, 2013, read with the rules made thereunder and Regulation 160 of the SEBI ICDR Regulations.

The details of the issue and other particulars, as required in terms of Regulation 163 of the SEBI ICDR Regulations 2018, are set forth below:

1. Object of the Preferential Issue.

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, solar project, redemption of preference shares, Capex, Investment in the subsidiary company, payment of overdue liabilities, general corporate purpose and such other purpose as the Board may decide.

2. Maximum number of specified securities to be issued.

This Special Resolution authorize the Board to issue and allot, by way of the preferential issue on a private placement basis, in one or more tranches, in compliance with the SEBI ICDR Regulations, 1,03,56,725 (One Crore Three Lakh Fifty Six Thousand Seven Hundred Twenty Five) Warrants, convertible into an equivalent number of Equity Shares (i.e. One (1) fully paid up Equity Share upon conversion of every One (1) Warrant held) of a face value of Rs.10/- (Rupees Ten Only) each of the Company.

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

Proposed allottee, namely, Jayashree Firodia Trust, Arun Firodia Trust and Arun Hastimal Firodia belonging to promoter category, intends to subscribe to 93,56,725 warrants of the company. Except aforementioned, none of the promoters, director or key managerial personnel intends to subscribe to any shares pursuant to this preferential issue of warrants.

4. Shareholding Pattern of the Company before and after the preferential issue.

The shareholding pattern of the Company before and after the proposed preferential issue is as follows:

| Sr. No. | Category | Pre Issue Equity Shareholding as on 21 st January 2025 | | No. of Warrants to be Allotted | Post Issue Shareholding (Presuming full conversion of Warrants) | |
|---------|---------------------------|---|--------------------|--------------------------------|---|---------------------|
| | | No. of Shares Held | % of Share Holding | | *No. of Shares Held | *% of Share Holding |
| A | Promoter & Promoter Group | | | | | |
| | 1. Indian | | | | | |
| | Individual | 66,01,425 | 29.68 | 13,63,868 | 79,65,293 | 24.43 |
| | Jayashree Firodia Trust | 11,08,267 | 4.98 | 41,70,057 | 52,78,324 | 16.19 |

| | | | | | | |
|----------|----------------------------|--------------------|---------------|--------------------|--------------------|---------------|
| | Arun Firodia Trust | - | - | 38,22,800 | 38,22,800 | 11.73 |
| | Body Corporate | 55,22,993 | 24.83 | - | 55,22,993 | 16.94 |
| | Sub Total | 1,32,32,685 | 59.50 | 93,56,725 | 2,25,89,410 | 69.30 |
| | 2. Foreign Promoters | - | - | - | - | - |
| | Sub Total (A) | 1,32,32,685 | 59.50 | 93,56,725 | 2,25,89,410 | 69.30 |
| B | Public | | | | | |
| | 1. Institutional investors | 3,525 | 0.02 | - | 3,525 | 0.01 |
| | 2. Non-Institution | | | | | |
| | Corporate Bodies | 30,58,091 | 13.75 | 4,00,000 | 34,58,091 | 10.61 |
| | Directors | 33,737 | 0.15 | - | 33,737 | 0.10 |
| | Indian Public | 54,53,528 | 24.52 | 6,00,000 | 60,53,528 | 18.57 |
| | Others (Including NRIs) | 4,59,934 | 2.07 | - | 4,59,934 | 1.41 |
| | Sub Total (B) | 90,08,815 | 40.50 | 10,00,000 | 1,00,08,815 | 30.70 |
| | Grand Total (A+B) | 2,22,41,500 | 100.00 | 1,03,56,725 | 3,25,98,225 | 100.00 |

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to the preferential issue.

5. Timeframe within which the preferential issue shall be completed.

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of special resolution. Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities.

Proposed Allottees of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within fifteen (15) days from the date of such exercise by the allottee of such Warrants.

6. Particulars of the Proposed Allottee and the identity of the natural persons who are the ultimate beneficial owners of the Warrants proposed to be allotted and/or who ultimately control the Proposed Allottee, 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:

| Sr. No. | Names of Proposed Allottees | PAN | Pre-preferential Holding | Pre-preferential Holding (%) | Present issue of Warrants | *Post-preferential Holding | *Post-preferential Holding (%) |
|---------|--|------------|--------------------------|------------------------------|---------------------------|----------------------------|--------------------------------|
| 1. | Jayashree Firodia Trust | AADTJ6675K | 11,08,267 | 4.98 | 41,70,057 | 52,78,324 | 16.19 |
| 2. | Arun Firodia Trust | AAITA0384K | 0 | Nil | 38,22,800 | 38,22,800 | 11.73 |
| 3. | Arun Hastimal Firodia | AAEPF1816B | 32,963 | 0.15 | 13,63,868 | 13,96,831 | 4.28 |
| 4. | Rohit Lohia | AAWPL4176E | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 5. | Transaction Square LLP | AANFT5128P | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 6. | Sai Geeta Penumetsa | BLKPG8988F | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 7. | Kapil Ahuja | ADHPA1306P | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |
| 8. | Mohanlal Hariprasad Saraf | AAFPS1842R | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |
| 9. | Shree Ram Colloids Private Limited | AAKCS5803L | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |
| 10. | Tradelink Exim (India) Private Limited | AABCT2448K | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to the preferential issue.

| Name of Proposed Allottee (Non-Individual) | Ultimate Beneficial Owner |
|--|---|
| Jayashree Firodia Trust | Mr. Arun Firodia and Mr. Ajinkya Firodia are the Trustees of Trust and Mr. Jayashree Firodia is ultimate beneficial owner of the Trust. |
| Arun Firodia Trust | Mrs. Jayashree Firodia and Mr. Ajinkya Firodia are the Trustees and Mr. Arun Firodia is ultimate beneficial owner of the Trust. |
| Transaction Square LLP | Mr. Girish Pawan Vanvari is ultimate beneficial owner of the LLP |
| Shree Ram Colloids Private Limited | Mr. Dilip Soni is ultimate beneficial owner of the Company. |
| Tradelink Exim (India) Private Limited | Mr. Anil Madanlal Raika is ultimate beneficial owner of the Company. |

There is no change in control pursuant to the allotment of the Warrants.

7. Undertaking w.r.t. Re-computation of Issue Price and Lock-in.

The Company shall re-compute the issue price of the Warrants, in terms of the provision of the SEBI ICDR Regulations, where it is required to do so, and if any amount payable on account of the re-computation of the issue price is not paid within the time stipulated in the SEBI ICDR Regulations, the Warrants allotted under preferential issue shall continue to be locked in till the time such amount is paid by the allottee.

The Equity Shares arising pursuant to conversion of warrants issued on preferential basis shall be locked-in transfer restrictions stipulated as per amended ICDR Regulations 2018.

8. Disclosures specified in Schedule VI of SEBI (ICDR) Regulations, 2018 if the issuer or any of its promoters or directors is a wilful defaulter or a fraudulent borrower.

The Company and none of its Directors or Promoter have been declared as a wilful 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.

9. The current and proposed status of the Proposed Allottees post the preferential issues namely, Promoter and Non-Promoter.

| Sr. No. | Name of Proposed Allottee | Current Status | Post Status |
|---------|--|----------------|--------------|
| 1. | Jayashree Firodia Trust | Promoter | Promoter |
| 2. | Arun Firodia Trust | Promoter | Promoter |
| 3. | Arun Hastimal Firodia | Promoter | Promoter |
| 4. | Rohit Lohia | Non-Promoter | Non-Promoter |
| 5. | Transaction Square LLP | Non-Promoter | Non-Promoter |
| 6. | Sai Geeta Penumetsa | Non-Promoter | Non-Promoter |
| 7. | Kapil Ahuja | Non-Promoter | Non-Promoter |
| 8. | Mohanlal Hariprasad Saraf | Non-Promoter | Non-Promoter |
| 9. | Shree Ram Colloids Private Limited | Non-Promoter | Non-Promoter |
| 10. | Tradelink Exim (India) Private Limited | Non-Promoter | Non-Promoter |

10. 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://kineticindia.com/notice-of-postal-ballot>.

11. Consideration other than cash for proposed issue.

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

12. Relevant Date.

The relevant date on the basis of which the price of the Equity Shares calculated on Tuesday, 21st January, 2025 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 details of the issue and other particulars, as required in terms of Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, are set forth below:

1. Particulars of the offer including the date of passing of the Board Resolution.

The Board of Directors of the Company (“Board”) at its meeting held on Tuesday, 21st January, 2025, subject to the approval of the Members by way of postal ballot and other necessary approval(s), as may be required, approved to create, offer, issue and allot, by way of preferential issue on a private placement basis, in one or more tranches, in compliance with the provisions of Sections 23, 42 and 62(1)(c) of the Companies Act, 2013 (“the Act”) and Rules made there under and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended.

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

1,03,56,725 (One Crore Three Lakh Fifty Six Thousand Seven Hundred Twenty Five) fully convertible equity warrants (“Warrants”), convertible into an equivalent number of Equity Shares (i.e. One (1) fully paid-up Equity Share upon conversion of every One (1) Warrant held) of a face value of Rs.10/- (Rupees Ten Only) each of the Company, at an issue price of Rs.171/- (Rupees One Hundred Seventy One Only) per underlying equity share of the face value of Rs.10/- (Rupees Ten Only) (including a premium of Rs.161/- (Rupees One Hundred Sixty One Only) per Equity Share as the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

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

The shares of the Company are listed and traded on the Main Board of BSE. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded. In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as:

the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Price determined as per 90 trading days VWAP – Rs.169.47/-

Price determined as per 10- trading days VWAP – Rs.157.07/-

Accordingly, the Warrants shall be issued at an issue price of Rs.171/- (Rupees One Hundred Seventy One Only) per Warrant of the face value of Rs.10/- (Rupees Ten Only) each including a premium of Rs.161/- (Rupees One Hundred Sixty One Only) per Warrant which is higher than the issue price as determined as per the SEBI ICDR Regulations.

Justification for allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not Applicable.

Valuation for consideration other than cash: Not Applicable.

4. Name and Address of valuer who performed valuation.

The Board has fixed the price of Rs.171/- (Rupees One Hundred Seventy One Only) per warrant as the issue price. This is higher than the price determined in terms of Regulation 164(1) and 166A of the ICDR Regulations. The Pricing Certificate under Regulation 164(1) of ICDR Regulations is issued by Mr. Pawan Jain, Practicing Chartered Accountant (Membership No. 032900) 302, Trade Net, Above Maruti Car Showroom, Next to Phoenix Market City, Viman-Nagar Corner, Nagar Road, Pune 411014 and the Valuation Report is issued by IBBI Registered Valuer Mr. Harshad S Deshpande, Cost Accountants & Registered Valuer (IBBI Registration No. IBBI/RV/05/2018/10310) 403, Kumar Millennium, Shivtirtha Nagar Kaman, Paud Road, Kothrud, Pune 411038.

The company also hosted the certificate and report on its website www.kineticindia.com and following link <https://kineticindia.com/notice-of-postal-ballot>.

5. Amount which the Company intends to raise by way of securities.

The Warrants are proposed to be issued for cash at a price of Rs.171/- (Rupees One Hundred Seventy One Only) per Warrants, including a premium of Rs.161/- (Rupees One Hundred Sixty One Only) per Warrants aggregating to Rs.1,77,09,99,975/- (Rupees One Hundred Seventy Seven Crores Nine Lakhs Ninety Nine Thousand Nine Hundred Seventy Five Only).

6. 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.

All material terms and other details have been set out in this explanatory statement.

The details of the issue and other particulars, as required in terms of Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014, are set forth below:

1. Object of the preferential Issue.

The Company requires infusion of funds to augment funding needs of the Company viz., to meet the working capital requirements, solar project, redemption of preference shares, Capex, Investment in the subsidiary company, payment of overdue liabilities, general corporate purpose and such other purpose as the Board may decide.

2. The total number of shares or other securities to be issued and the price or price band at/within which the allotment is proposed.

Issue of 1,03,56,725 (One Crore Three Lakh Fifty Six Thousand Seven Hundred Twenty Five) fully convertible equity warrants ("Warrants"), convertible into an equivalent number of Equity Shares (i.e. One (1) fully paid-up Equity Share upon conversion of every One (1) Warrant held) of a face value of Rs.10/- (Rupees Ten Only) each of the Company, at an issue price of Rs.171/- (Rupees One Hundred Seventy One Only) (including a premium of Rs.161/- (Rupees One Hundred Sixty One Only) per Equity Share as the price determined in accordance with the provisions of Chapter V of SEBI ICDR Regulations.

3. Basis on which the price has been arrived at along with report of the registered valuer.

The shares of the Company are listed and traded on the Main Board of BSE. As per the trading volume data available on the Stock Exchange, the shares of the Company are frequently traded. In the case of the frequently traded shares, as per Regulation 164(1) of the SEBI ICDR Regulations, a minimum issue price of the specified securities in preferential issues has to be calculated as:

the 90 trading days volume weighted average price (VWAP) of the related equity shares quoted on the recognized stock exchange preceding the relevant date; or the 10 trading days volume weighted average price (VWAP) of the related equity shares quoted on a recognized stock exchange preceding the relevant date; whichever is higher.

Price determined as per 90 trading days VWAP – Rs.169.47/-
Price determined as per 10- trading days VWAP – Rs.157.07/-

Accordingly, the Warrants shall be issued at an issue price of Rs.171/- (Rupees One Hundred Seventy One Only) per Warrant of the face value of Rs.10/- (Rupees Ten Only) each including a premium of Rs.161/- (Rupees One Hundred Sixty One Only) per Warrant which is higher than the issue price as determined as per the SEBI ICDR Regulations.

The company also hosted the pricing certificate and valuation report on its website www.kineticindia.com and following link <https://kineticindia.com/notice-of-postal-ballot>.

4. Relevant date with reference to which the price has been arrived at.

The Relevant Date on the basis of which the price of the Equity Shares calculated is Tuesday, 21st January, 2025 i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

5. The class or classes of persons to whom the allotment is proposed to be made.

The preferential issue of Warrants is proposed to be made to the Proposed Allottees, who belongs to the Promoter Group Category & Non Promoter Category of the Company.

6. Intention of promoters, directors or key managerial personnel to subscribe to the offer.

Proposed allottee, namely, Jayashree Firodia Trust, Arun Firodia Trust and Arun Hastimal Firodia belonging to promoter category, intends to subscribe to 93,56,725 warrants of the company. Except aforementioned, none of the promoters, director or key managerial personnel intends to subscribe to any shares pursuant to this preferential issue of warrants.

7. The proposed time within which the allotment shall be completed.

In terms of Regulation 170(1) of the SEBI ICDR Regulations, preferential allotment of Warrants to Proposed Allottees pursuant to the special resolution will be completed within a period of fifteen (15) days from the date of passing of special resolution.

Provided that where the allotment is pending on account of the pendency of any application for approval or permission by any regulatory authority, if applicable, the allotment would be completed within fifteen (15) days from the date of such approval or within such further period as may be prescribed or allowed by SEBI, Stock Exchange or other concerned authorities. Proposed Allottee of Warrants shall be entitled to convert the same into an equal number of Equity Shares, in one or more tranches, within a period of eighteen (18) months from the date of allotment of the Warrants. Upon exercise of the option to convert the Warrants within the tenure specified above, the Company shall ensure that the allotment of Equity Shares pursuant to the exercise of the Warrants is completed within fifteen (15) days from the date of such exercise by the allottee of such Warrants.

8. The names of the proposed allottees and the percentage of post preferential offer capital that may be held by them.

| Sr. No. | Names of Proposed Allottee | PAN | Pre-preferential Holding | Pre-preferential Holding (%) | Present issue of Warrants | *Post-preferential holding | *Post-preferential holding & (%) |
|---------|----------------------------|------------|--------------------------|------------------------------|---------------------------|----------------------------|----------------------------------|
| 1. | Jayashree Firodia Trust | AADTJ6675K | 11,08,267 | 4.98 | 41,70,057 | 52,78,324 | 16.19 |
| 2. | Arun Firodia Trust | AAITA0384K | 0 | Nil | 38,22,800 | 38,22,800 | 11.73 |
| 3. | Arun Hastimal Firodia | AAEPF1816B | 32,963 | 0.15 | 13,63,868 | 13,96,831 | 4.28 |
| 4. | Rohit Lohia | AAWPL4176E | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 5. | Transaction Square LLP | AANFT5128P | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 6. | Sai Geeta Penumetsa | BLKPG8988F | 0 | Nil | 2,00,000 | 2,00,000 | 0.61 |
| 7. | Kapil Ahuja | ADHPA1306P | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |
| 8. | Mohanlal Hariprasad Saraf | AAFPS1842R | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |

| | | | | | | | |
|-----|--|------------|---|-----|----------|----------|------|
| 9. | Shree Ram Colloids Private Limited | AAKCS5803L | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |
| 10. | Tradelink Exim (India) Private Limited | AABCT2448K | 0 | Nil | 1,00,000 | 1,00,000 | 0.31 |

*The above post-issue shareholding is prepared to assume full conversion of Warrants into equity shares issued pursuant to the preferential issue.

9. The change in control, if any, in the company that would occur consequent to the preferential offer.

There is no change in control pursuant to the allotment of the Warrants.

10. Number of persons to whom allotment on a preferential basis has already been made during the year, in terms of the number of securities as well as price.

During the year board converted 80,000 Optionally Convertible Cumulative Preference Shares (OCCPS) into equal number of equity shares at face value of INR 10/- each and issued to 1 (One) person namely M/s. Jayashree Firodia Trust.

Apart from above during the year, no preferential allotment has been made to any person as of the date of this Notice.

11. Valuation and justification for the allotment proposed to be made for consideration other than cash.

Not applicable as the Company has not proposed to issue the Warrants for consideration other than cash.

12. The pre issue and post issue shareholding pattern of the company.

The detailed pre issue and post issue shareholding pattern of the company is already given above.

13. Pending preferential issue.

Presently, there has been no preferential issue pending or in process except as proposed in this postal ballot notice.

14. Principle terms of assets charged as securities.

Not applicable as no assets of the Company are charged as securities for the said preferential issue.

15. Monitoring of utilisation of funds.

Given that the issue size exceeds Rs.100 Crore (Rupees One Hundred Crore), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed "CARE Ratings Limited" SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue ("Monitoring Agency").

The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the Issue Proceeds have been utilized. The Company shall within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges.

16. Payment of Consideration.

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (Twenty-Five per cent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the Resulting Equity Shares.

The balance exercise price of the Warrant, equivalent to 75% of the issue price, shall be payable by the Proposed Allottee at the time of exercise of the Warrant. In case the Warrant holder does not apply for the conversion of the outstanding Warrants into equity shares of the Company within eighteen (18) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

17. Dues toward SEBI, Stock Exchange or Depositories.

There are no outstanding dues of the Company payable towards SEBI, Stock Exchange or Depositories as on the date of this Notice.

18. Listing.

The Company will make an application to the Stock Exchange at which the existing shares are listed, for listing of the Equity Shares allotted pursuant to conversion of the Warrants. The Equity shares, once allotted, shall rank pari-passu with the then-existing equity shares of the Company in all respects.

19. 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) 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;
- (iii) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company but failed to exercise them; and
- (iv) 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.
- (v) The Company is in compliance with the conditions for continuous listing of equity shares as specified in the listing agreement with the stock exchange where the equity shares of the issuer are listed and the SEBI (Listing Obligations and Disclosure Requirements), 2015, as amended, and any circular or notification issued by the Board thereunder.

20. 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 warrant to proposed allottee(s) is being sought by way of a Special Resolution as set out in the said item of the Notice.

Issue of the Warrant/ Equity share on conversion of warrant pursuant to the Preferential Issue would be within the Authorized Share Capital 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 proposed allottee(s), 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 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. 1 of the accompanying Notice for approval of the Members of the Company.

Item No. 2 - Approval for cancellation of unsubscribed 11,15,000 issued equity share capital of the company.

Pursuant to the approval accorded by the board of directors of the company at their meeting held on 30th May, 2024 had approved the Preferential Issue of 11,15,000 (Eleven Lakh Fifteen Thousand) at a price of Rs.187/- per equity shares and the said preferential issue was also approved by the shareholders of the Company via Postal Ballot Notice dated 31st May, 2024. In light of the circumstances and business considerations the said preferential issue of 11,15,000 equity shares be and is hereby withdrawn by Board on its meeting held on 21st January, 2025.

Company seeks approval from its shareholders pursuant to applicable provisions of Companies Act, 2013 and the existing Articles of Association of the Company, to cancel such unissued/unsubscribed part of capital that is reflected in the issued capital of the company to 11,15,000 (Eleven Lakhs Fifteen Thousand Only) equity shares of Rs.10/- (Ten) each.

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.

The Board of Directors of the Company recommends passing of the resolution as set out at Item No. 2 of the Notice.

Item No. 3 – To approve increase in the limits applicable for making investments / extending loans and giving guarantees or providing securities in connection with loans to persons /bodies 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.2,00,00,00,000 (Rupees One Hundred Crores Only) over and above the limits as calculated within the provisions of Section 186 of the Companies Act, 2013.

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

The Board of Directors recommends the resolution for the approval of the members as a Special Resolution at Item No. 3 of this notice.

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

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

Date: 21st January, 2025

Place: Pune

Registered Office:

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