

# KINETIC ENGINEERING LIMITED

CIN: L35912MH1970PLC014819

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## Notice of Annual General Meeting

**NOTICE** is hereby given that the Fifty-fourth Annual General Meeting of the members of **Kinetic Engineering Limited** will be held on **Tuesday, 30<sup>th</sup> September, 2025 at 11:30 a.m. IST**, through Video Conferencing ('VC')/Other Audio Visual Means ('OAVM') facility to transact the following businesses:

### ORDINARY BUSINESS:

#### 1. Consideration and Adoption of Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Board of Directors and Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

#### 2. Consideration and Adoption of Audited Consolidated Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March, 2025 and the Reports of the Auditors thereon.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2025 and the reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted."

#### 3. To appoint a director in place of Mr. Ajinkya Arun Firodia (DIN: 00332204) who retires by rotation and being eligible, offers himself for reappointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force),

Mr. Ajinkya Arun Firodia (DIN: 00332204) who retires by rotation at this meeting and being eligible has offered himself for reappointment, be and is hereby re-appointed as a Managing Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** any one of the directors and / or the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents with Registrar of Companies, as may be deemed expedient to give effect of the foregoing resolution."

### SPECIAL BUSINESS:

#### 4. Regularisation of Mr. Shashikant Shivanand Gulve (DIN: 11208226) as a Non-Executive Non-Independent Director.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT** pursuant to the provisions of Sections 152, 161(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(1C) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Articles of Association of the Company, the appointment of Mr. Shashikant Shivanand Gulve (DIN: 11208226) who was appointed as an Additional Director (Non-Executive, Non-Independent) of the Company by the Board of Directors with effect from 28<sup>th</sup> July 2025 and who holds office up to the date of this Annual General Meeting or within a period of three months from the date of appointment, whichever is earlier, be and is hereby approved and that Mr. Shashikant Gulve be and is hereby appointed as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation."

**RESOLVED FURTHER THAT** any Director or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things, and to file necessary forms and returns with

the Registrar of Companies, as may be required to give effect to this resolution.”

**5. To approve the re-appointment of Mr. Jinendra Hirachand Munot (DIN: 00049838) as a Non-Executive Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on recommendation of the nomination and remuneration committee, Mr. Jinendra Hirachand Munot (DIN: 00049838), who being eligible for re-appointment of second term and submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section 160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director, to hold office for a term of 5 (five) consecutive years commencing from 20<sup>th</sup> October, 2025 up to 19<sup>th</sup> October, 2030.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**6. To approve the re-appointment of Mr. Venkataiah Madipalli (DIN: 00041420) as a Non-Executive Independent Director.**

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

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (‘Act’), and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and based on recommendation of the nomination and remuneration committee, Mr. Venkataiah Madipalli (DIN: 00041420), who being eligible for re-appointment of second term and submitted a declaration that he meets the criteria for independence as provided under the Act and the SEBI Listing Regulations, and in respect of whom the Company has received a notice in writing, under Section

160 of the Act, from a member proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director, to hold office for a term of 5 (five) consecutive years commencing from 10<sup>th</sup> February, 2026 to 9<sup>th</sup> February, 2031.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**7. To appoint Mr. Dinesh Birla, Proprietor of M/s. Dinesh Birla & Associates Practicing Company Secretaries, as Secretarial Auditors of the Company.**

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules made thereunder and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and pursuant to the recommendation of the Audit Committee and the Board of Directors of the Company, Mr. Dinesh Birla (FCS: 7658, CP No.: 13029) Proprietor of M/s. Dinesh Birla & Associates, Practicing Company Secretaries, Pune be and is hereby appointed as Secretarial Auditors of the Company for a term of 5 (Five) consecutive years commencing from 01/04/2025 to 31/03/2030 at such remuneration and on such terms and conditions as may be determined by the Board of Directors of the Company (including its Committee(s) thereof) in consultation with the Secretarial Auditors.

**RESOLVED FURTHER THAT** any Director or Company Secretary be and is hereby authorized to do all such acts, deeds, things and to sign all such documents and writings as may be necessary to give effect to this resolution, including filing of necessary forms with the Registrar of Companies and other statutory authorities as may be required.”

**8. To approve material related party transaction(s) between the Company and Kinetic Watts and Volts Limited.**

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

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘SEBI Listing Regulations’) read with Section 188 of the Companies Act, 2013 (“the Act”), as may be applicable, and other applicable provisions of the Act, if any, read with related rules,

if any, (including any other applicable provisions or statutory modifications or re-enactment thereof for the time being in force), the Memorandum and Articles of Association of the Company and the Company's Policy on Related Party Transaction(s), and as per the approval of the Audit Committee and Board of Directors of the Company (hereinafter referred to as "Board", which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute) and subject to requisite statutory/regulatory and other appropriate approvals, if any, as may be required, consent of the Members be and is hereby accorded to the Company to enter into and/or continue the related party transaction(s) / contract(s)/ arrangement(s)/ agreement(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise), with Kinetic Watts and Volts Limited for an estimated amount not exceeding ₹24.50 Crore and accordingly a related party under Section 2(76) of the Act, as per the details provided in the explanatory statement, subject to such related party transaction(s) / contract(s)/ arrangement(s) being carried out at arm's length and in the ordinary course of business.

**RESOLVED FURTHER THAT** the Board of Directors and / or Key Managerial Personnel (KMP) of the Company be and are hereby authorised to do all such acts, deeds, matters and things including but not limited to authorising signatories, deciding on the timing, manner and extent

of carrying out the aforesaid activities and to negotiate, finalise and execute agreement(s), arrangement(s), contract(s) and such other document(s), by whatever name called, to make any material modifications to the terms of such related party transactions and to do all such acts, matters and things as may be necessary and to settle any questions or difficulties that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members and to delegate all or any of the powers or authorities herein conferred to any director(s) or other officer(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary.

**RESOLVED FURTHER THAT** all actions taken by the Board in connection with any matter referred to or contemplated in this resolution, be and is hereby approved, ratified and confirmed in all respect."

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

Date: 4<sup>th</sup> August, 2025  
Place: Pune

S/d  
**Arun Hastimal Firodia**  
Chairman  
(DIN: 00057324)

## NOTES:

1. The Ministry of Corporate Affairs ('MCA') has vide its Circular No. 14/2020 dated April 08, 2020, 20/2020 dated May 05, 2020, 2/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 10/2022 dated December 28, 2022, 09/2023 dated September 25, 2023, and 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars') permitted convening the Annual General Meeting ('AGM' or 'e-AGM') through video conferencing ('VC') or other Audio Visual Means ('OAVM') without the physical presence of the Members of the Company at a common venue. In accordance with MCA Circulars, provisions of the Companies Act 2013 ('Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the AGM of the Company is being held through VC/ OAVM. The deemed venue for the AGM shall be the Registered Office of the Company. Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102(1) of the Act, setting out material facts concerning the Special Businesses to be transacted at the AGM, is annexed hereto and forms part of this Notice.
3. Pursuant to requirements of SEBI Listing Regulations in relation to corporate governance and the applicable Secretarial Standards, the information required to be provided in case of director(s) retiring by rotation/ seeking appointment/ re-appointment, is set out at the Annexure to this Notice.
4. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and applicable MCA Circulars issued by Ministry from time to time the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1,000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote at the Meeting.
9. Accordingly, the facility for appointment of proxies by the Members under Section 105 of the Act will not be available for the AGM and hence the Proxy Form, Attendance Slip etc. are not annexed to this Notice. Members of the Company under the category of Institutional Investors are encouraged to attend the AGM.
10. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with applicable MCA Circulars as issued by the Ministry from time to time. The AGM will be held through VC, the Route Map is not annexed in this Notice.
11. In compliance with the aforesaid MCA Circulars and SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024, Notice of the AGM along with the Integrated Annual Report 2024-25 ('IAR' or 'Annual Report') is being sent only through electronic mode to those members whose email addresses are registered with the RTA/ Depositories. Members may note that the Notice and Annual Report will also be available on the Company's website [www.kineticindia.com](http://www.kineticindia.com), websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com). Further, the letters are being sent to the shareholders, whose email addresses are not registered, containing the link of Annual Report of FY 2024-25 along with completion of KYC requirements.
12. In order to enable the Company to comply with MCA Circulars and to participate in the green initiative in Corporate Governance, members are requested to register their email addresses in respect of shares held in electronic form with their Depository Participant(s) ('DPs') and in respect of shares held in physical form by sending duly filled and signed form ISR-1 available on Company's Website at [www.kineticindia.com](http://www.kineticindia.com) to

the Registrar and Share Transfer Agent ('RTA') of the Company – MUFG Intime India Pvt Ltd. at Block No. 202, Akshay Complex, Near Ganesh Temple, Off Dhole Patil Road, Pune 411001.

13. For receiving all communication (including Annual Report) from the Company electronically:

- a) Members holding shares in physical mode and who have not registered/ updated their email address with the Company are requested to register/ update the same in accordance with the procedure mentioned in point no. 12 above.
- b) Members holding shares in dematerialised mode are requested to register/ update their email address with their respective DPs.

### THE INSTRUCTIONS OF SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS ARE AS UNDER:

**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 **Saturday, 27<sup>th</sup> September, 2025 at 09.00 A.M. IST and ends on Monday, 29<sup>th</sup> September, 2025 at 5.00 P.M IST**. 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 23<sup>rd</sup> September, 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 9<sup>th</sup> December, 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 abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon & My Easi New (Token) 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.

Type of shareholders	Login Method
	<p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders holding securities in demat mode with NSDL Depository	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>4) For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



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

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

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 21 09911
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000 and 022 - 2499 7000

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

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

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> <li>Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.</li> </ul>

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (x) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/

NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.

- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/ POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.
  - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login 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](mailto:kelinvestors@kineticindia.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders may be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.



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

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

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 21 09911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or call toll free no. 1800 21 09911.

### 1. General Instructions:

- (i) The Board of Directors have appointed M/s Dinesh Birla & Associates as the Scrutinizer to the e-voting process, and voting at the AGM in a fair and transparent manner.
- (ii) The Chairman shall formally propose to the members participating through VC/OAVM facility to vote on the resolutions as set out in the Notice of the AGM and announce the start of the casting of vote through the e-voting system of CDSL.

(iii) The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes through e-voting and make a consolidated Scrutinizers' report of the total votes cast in favor or against, if any, to the Chairman who shall countersign the same.

(iv) The scrutinizer shall submit his report to the Chairman as the case may be, who shall declare the result of the voting. The results declared along with the scrutinizer's report shall be placed on the Company's website and shall also be communicated to the stock exchanges. The resolutions shall be deemed to be passed at the AGM of the Company.

2. The Scrutinizer shall make, not later than 48 hours of the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman/person of the Meeting or a person authorized by him/her in writing, who shall countersign the same and declare the results of the voting forthwith.
3. The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company [www.kineticindia.com](http://www.kineticindia.com), on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com) and also on the website of CDSL at [www.evotingindia.com](http://www.evotingindia.com) immediately after the declaration of result by the Chairman/person of the Meeting or the person authorized by him / her in writing.
4. On receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the AGM.

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

S/d  
**Arun Hastimal Firodia**  
Chairman  
(DIN: 00057324)

Date: 4<sup>th</sup> August, 2025  
Place: Pune

## EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 READ WITH SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATION, 2015.

### Item No. 3: To appoint a director in place of Mr. Ajinkya Arun Firodia (DIN: 00332204) who retires by rotation and being eligible, offers himself for reappointment.

Mr. Ajinkya Arun Firodia is the Vice Chairman & Managing Director of Kinetic Engineering Ltd. and part of the renowned Firodia family, pioneers of the Indian automobile industry for over 50 years. A graduate magna cum laude from Brown University, USA, with degrees in Engineering and Economics, he began his career in M&A at J.P. Morgan Chase, New York. He has over two decades of experience in sales, marketing, product development, and strategic leadership. Under his guidance, the Company has transformed from a two-wheeler manufacturer to a leading auto-component supplier, with global reach in transmission assemblies and a growing focus on electric vehicle components. Serving on the Board since 2009, he has been actively involved in business development, product strategy, and operational management.

#### Details of Director proposed to be re-appointed (as per Regulation 36(3) of SEBI LODR):

Name of the Director	Mr. Ajinkya Arun Firodia
Date of Birth (Age)	24 <sup>th</sup> October, 1979 (45 Years)
DIN	00332204
Date of Appointment	06/04/2009
Qualification	B.Sc. (Engineering & Economics), Brown University, USA
Directorship as on 31 <sup>st</sup> March, 2025	<ol style="list-style-type: none"> <li>1. Kinetic Engineering Limited</li> <li>2. Kinetic Watts and Volts Limited</li> <li>3. Kinetic Hyundai Elevator and Movement Technologies Limited</li> <li>4. Jaya Hind Mechanics Limited</li> <li>5. Motoroyale India Private Limited</li> <li>6. MV Agusta India Private Limited</li> <li>7. Kinetic Marketing and Services Limited</li> <li>8. Motoroyale Kinetic Private Limited</li> </ol>
Chairmanship/Membership of Committees of other Companies as on 31 <sup>st</sup> March, 2025	Nil.
Shareholding of director in the listed entity, including shareholding as a beneficial owner	26,42,624 Equity Shares.
A brief resume of the director & nature of expertise in specific functional areas	<p>Mr. Ajinkya Arun Firodia (DIN: 00332204) is the Vice Chairman &amp; Managing Director of Kinetic Engineering Ltd. and belongs to the renowned Firodia family, which has been at the forefront of the Indian automobile industry for over five decades. He graduated magna cum laude from Brown University, USA, with dual degrees in Engineering and Economics, and commenced his career with J.P. Morgan Chase, New York, in the Mergers &amp; Acquisitions division.</p> <p>With over 20 years of leadership experience, Mr. Firodia has expertise in strategic management, sales &amp; marketing, product development, business transformation, and international collaborations. Under his leadership, Kinetic Engineering Ltd. has transitioned from a two-wheeler manufacturing company to a leading auto-component supplier with a growing presence in global markets and the electric vehicle sector.</p> <p>He has been serving on the Board of the Company since 2009 and continues to play a pivotal role in shaping its strategic direction and growth.</p>
disclosure of relationships between directors inter-se;	Mr. Ajinkya Arun Firodia is the son of Mr. Arun Firodia and Mrs. Jayshree Firodia.

Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA.

(This statement is provided voluntarily to furnish information required under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

#### **Item No. 4: Regularisation of Mr. Shashikant Shivanand Gulve (DIN: 11208226) as a Non-Executive Non-Independent Director.**

The Board of Directors, at its meeting held on 28<sup>th</sup> July 2025, appointed Mr. Shashikant Shivanand Gulve as an Additional Director (Non-Executive, Non-Independent) of the Company in terms of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Pursuant to the provisions of Section 161(1) of the Companies Act, 2013, Mr. Gulve holds office as an Additional Director up to the date of this Annual General Meeting ("AGM") or within a period of three months from the date of appointment, whichever is earlier, and is eligible for appointment as a Director of the Company.

Mr. Gulve has been associated with the Company for the last 35 years and has made significant contributions to the Company's operations, especially at the Plant Location. Considering his long-standing association, professional expertise, and contribution to the Company's growth, the

Board of Directors is of the view that his presence on the Board would be of immense benefit to the Company.

Details of Mr. Gulve, pursuant to the provisions of (i) the SEBI Listing Regulations and (ii) the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure A** to this Notice.

Mr. Gulve, along with his relative(s), is interested in the resolution set out at Item No. 4 of the Notice with regard to his regularisation. Save and except the above, none of the other Directors or Key Managerial Personnel of the Company and/or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

This statement may also be regarded as an appropriate disclosure under the Companies Act, 2013 and the SEBI Listing Regulations. Based on the rationale and justification provided above, the Board recommends the Ordinary Resolution as set out at Item No. 4 of the Notice for approval of Members.

### **Annexure A**

Information provided pursuant to requirements given under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meetings in respect of individuals proposed to be appointed/ re-appointed as director(s):

Name of the Director	Mr. Shashikant Shivanand Gulve
Date of Birth (Age)	7 <sup>th</sup> February, 1962 (63 years)
DIN	11208226
Date of Appointment	28/07/2025
Qualification	Law Graduate
Directorship as on 31 <sup>st</sup> March, 2025	Kinetic Engineering Ltd.
Chairmanship/Membership of Committees of other Companies as on 31 <sup>st</sup> March, 2025	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	Nil

A brief resume of the director & nature of expertise in specific functional areas	Mr. Shashikant Gulve has been associated with the Company for over 35 years, contributing significantly in various capacities. A Law Graduate, he possesses extensive expertise in Labour Laws and Industrial Relations. He is presently associated with the Company's Plant Location, where he heads the HR and Administration functions and is responsible for ensuring compliance with all labour law-related matters. His rich experience and deep understanding of legal and administrative functions make him a valuable addition to the Board.
disclosure of relationships between directors inter-se;	There is no inter-se relationship between Mr. Gulve and other directors or Key Managerial Personnel (KMP) of the Company.
names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil.
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	NA.

#### **Item No. 5: To approve the re-appointment of Mr. Jinendra Hirachand Munot (DIN: 00049838) as a Non-Executive Independent Director.**

Mr. Jinendra Hirachand Munot was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years up to 19<sup>th</sup> October, 2025. On the basis of the report of performance evaluation Nomination & Remuneration Committee (NRC) has recommended the re-appointment of Mr. Jinendra Hirachand Munot with effect from the conclusion of this AGM as an Independent Director, for a second term of 5 (five) years. NRC has considered his diverse skills, leadership capabilities, vast experience, his contribution towards the growth of the Company and other requisite parameters. In view of the above, NRC and Board are of the view that the continued association of Mr. Munot as an Independent Director, on the Board of the Company, would be of immense benefits to the Company. Based on the recommendation of NRC, the Board pursuant to the provisions of Sections 149, 150, 152 of the Act, and the Articles of Association of the Company, has recommended the re-appointment of Mr. Munot as an Independent Director, not liable to retire by rotation, on the Board of the Company, to hold office for a second term of 5 (Five) consecutive years commencing from 20<sup>th</sup> October, 2025 up to 19<sup>th</sup> October, 2030.

Mr. Munot is not disqualified from being appointed as director in terms of Section 164 of the Act and have given

his consent to act as director. The Company has also received declarations from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

In the opinion of the Board, Mr. Munot fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management. Details of Mr. Munot, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in '**Annexure B**' to the Notice.

Mr. Munot along with his relative(s) is interested in the resolution set out at Item No. 5 of the notice with regard to his re-appointment. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 5 of this Notice.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations. Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval of Members.

## Annexure B

Information provided pursuant to requirements given under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meetings in respect of individuals proposed to be appointed/ re-appointed as director(s):

Name of the Director	Mr. Jinendra Hirachand Munot
Date of Birth (Age)	4 <sup>th</sup> August, 1952 (72 years)
DIN	00049838
Date of Appointment	20/10/2020
Qualification	B.E. (Mech.), MS (Mech.)
Directorship as on 31 <sup>st</sup> March, 2025	<ol style="list-style-type: none"> <li>1. Kinetic Engineering Ltd.</li> <li>2. The Modern Foundry and Machine Works Ltd.</li> <li>3. Varsha Forgings Private Limited</li> <li>4. KCTR Varsha Automotive Private Limited</li> </ol>
Chairmanship/Membership of Committees of other Companies as on 31 <sup>st</sup> March, 2025	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	26,000 Equity Shares
A brief resume of the director & nature of expertise in specific functional areas	<p>Mr. Jinendra Munot is a seasoned professional engineer with over 46 years of extensive experience in the automotive industry. He holds a Bachelor of Engineering (Mechanical), a Master of Science (Mechanical) from the USA, and is an Associate Member of the Institution of Engineers (AMIE), India.</p> <p>Throughout his distinguished career, Mr. Munot has demonstrated leadership and technical expertise across various facets of automotive engineering and management. In addition to his professional accomplishments, he was recognized as India's Champion Corporate Golfer in the prestigious DS Group - Economic Times Leaders Challenge Tour during 2008-09, reflecting his well-rounded personality and commitment to excellence.</p>
disclosure of relationships between directors inter-se;	There is no inter-se relationship between Mr. Munot and other directors or Key Managerial Personnel (KMP) of the Company.
names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Being an Independent Director of the Company, ethical and high standards of conduct is of utmost importance which enables directors to provide the challenge and rigor required to help the Board achieve a comprehensive understanding of information and options, as well as high standards of decision-making. Keeping in view the above requirement, Board is in the view that Mr. Munot will contribute to the Company which will ultimately benefit the Company at a large.

**Item No. 6: To approve the re-appointment of Mr. Venkataiah Madipalli (DIN: 00041420) as a Non-Executive Independent Director.**

Mr. Venkataiah Madipalli was appointed as an Independent Director of the Company for a period of 5 (five) consecutive years up to 9<sup>th</sup> February, 2026. On the basis of the report of performance evaluation Nomination & Remuneration Committee (NRC) has recommended the re-appointment of Mr. Venkataiah Madipalli with effect from the conclusion of this AGM as an Independent Director, for a second term of 5 (five) years. NRC has considered his diverse skills, leadership capabilities, vast experience, his contribution towards the growth of the Company and other requisite parameters. In view of the above, NRC and Board are of the view that the continued association of Mr. Madipalli as an Independent Director, on the Board of the Company, would be of immense benefits to the Company. Based on the recommendation of NRC, the Board pursuant to the provisions of Sections 149, 150, 152 of the Act, and the Articles of Association of the Company, has recommended the re-appointment of Mr. Madipalli as an Independent Director, not liable to retire by rotation, on the Board of the Company, to hold office for a second term of 5 (Five) consecutive years commencing from 10<sup>th</sup> February, 2026 to 9<sup>th</sup> February, 2031.

Mr. Madipalli is not disqualified from being appointed as director in terms of Section 164 of the Act and have

given his consent to act as director. The Company has also received declarations from him that he meets the criteria of independence as prescribed under Section 149(6) of the Act and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations')

In the opinion of the Board, Mr. Madipalli fulfill the conditions for re-appointment as an Independent Director as specified in the Act and the SEBI Listing Regulations and he is independent of the management. Details of Mr. Madipalli, pursuant to the provisions of (i) SEBI Listing Regulations and (ii) Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in '**Annexure C**' to the Notice.

Mr. Madipalli along with his relative(s) is interested in the resolution set out at Item No. 6 of the notice with regard to his re-appointment. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out in Item No. 6 of this Notice.

This statement may also be regarded as an appropriate disclosure under the Act and the SEBI Listing Regulations. Basis the rationale and justification provided above the Board recommends the Special Resolution as set out at Item No. 6 of the Notice for approval of Members.

## Annexure C

Information provided pursuant to requirements given under Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard on the General Meetings in respect of individuals proposed to be appointed/ re-appointed as director(s):

Name of the Director	Mr. Venkataiah Madipalli
Date of Birth (Age)	8 <sup>th</sup> August, 1942 (83 years)
DIN	00041420
Date of Appointment	10/02/2021
Qualification	M.I.E. in Mechanical Engineering
Directorship as on 31 <sup>st</sup> March, 2025	Kinetic Engineering Ltd.
Chairmanship/Membership of Committees of other Companies as on 31 <sup>st</sup> March, 2025	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	37 Equity Shares
A brief resume of the director & nature of expertise in specific functional areas	<p>Mr. Venkataiah Madipalli is a seasoned Professional Engineer with over 45 years of extensive experience in the automotive industry. He holds an M.I.E. in Mechanical Engineering from The Institute of Engineers of India.</p> <p>Throughout his career, Mr. Madipalli has contributed significantly to the development and growth of engineering operations across various capacities, bringing in-depth technical knowledge, leadership, and strategic insight to every role he has undertaken. His VAST expertise and commitment to engineering excellence make him a valuable asset to the company's board.</p>



disclosure of relationships between directors inter-se;	There is no inter-se relationship between Mr. Madipalli and other directors or Key Managerial Personnel (KMP) of the Company.
Names of listed entities in which the person also holds the directorship and the membership of Committees of the board along with listed entities from which the person has resigned in the past three years.	Nil
In case of independent directors, the skills and capabilities required for the role and the manner in which the proposed person meets such requirements.	Being an Independent Director of the Company, ethical and high standards of conduct is of utmost importance which enables directors to provide the challenge and rigor required to help the Board achieve a comprehensive understanding of information and options, as well as high standards of decision-making. Keeping in view the above requirement, Board is in the view that Mr. Madipalli will contribute to the Company which will ultimately benefit the Company at a large.

**Item No. 7: To appoint Mr. Dinesh Birla, Proprietor of M/s. Dinesh Birla & Associates Practicing Company Secretaries, as Secretarial Auditors of the Company.**

In terms of the provisions of Section 204 and other applicable provisions, if any, of the Act, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with the provisions of Regulation 24A and other applicable provisions, if any, of the SEBI Listing Regulations, every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditors who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors, for a period of five (5) consecutive years.

Accordingly, based on the recommendations of the Audit Committee, the Board of Directors, at its meeting held on 28<sup>th</sup> July, 2025 subject to the approval of member of the Company, approved the appointment of Mr. Dinesh Birla (FCS: 7658, CP No.: 13029) Proprietor of M/s. Dinesh Birla & Associates, Practicing Company Secretaries, Pune as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold the office of the Secretarial Auditors, effective from the conclusion of this meeting until the conclusion of the AGM to be held in the calendar year 2030.

M/s. Dinesh Birla & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfil the criteria as specified in clause (a) of Regulation 24A(1A) of SEBI Listing Regulations including the test of independence and have further confirmed that they have not incurred any of disqualifications as specified by the Securities and Exchange Board of India. M/s. Dinesh Birla & Associates are primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations, including carrying out Secretarial Audit, Due Diligence Audit and Compliance Audit for various reputed companies. M/s. Dinesh Birla & Associates, Practicing Company Secretaries

is peer reviewed and quality reviewed by the Institute of Companies Secretaries of India.

The Proposed remuneration to be paid to M/s. Dinesh Birla & Associates, for the financial year 2025-26 is ₹2,50,000/- (Rupees Two Lacs and Fifty Thousand only) plus out of pocket expenses and applicable taxes. For the subsequent years, the Board of Directors will decide the remuneration based on recommendation of the Audit Committee. There is no material change in the fees payable to M/s. Dinesh Birla & Associates, from that paid to the previous Secretarial Auditors. Accordingly, consent of the members is sought for approval of the aforesaid appointment of the Secretarial Auditors.

None of the Directors and/ or Key Managerial Personnel of the Company and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. Basis the rationale and justification provided above the Board recommends Ordinary Resolution as set out at Item No. 7 of the Notice for approval of Members.

**Item No. 8: To approve material related party transaction(s) between the Company and Kinetic Watts and Volts Ltd.**

Pursuant to the Provisions of Section 188 of the Companies Act, 2013 ("the Act"), the Companies (Meetings of Board and its Powers) Rules, 2014, the Related Party Transactions as mentioned in clause (a) to (g) of the said section require a Company to obtain approval of the Board of Directors and subsequently the Shareholders of the Company by way of an Ordinary resolution in case the value of the Related party transactions exceeds the stipulated thresholds prescribed in Rule 15 of the said Rules and transactions other than in Ordinary course of business and on arm's length basis.

Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations") provides that all material related party transactions and subsequent material modifications as

defined by the audit committee under sub-regulation (2) of Regulation 23 shall require prior approval of the shareholders through resolution and no related party shall vote to approve such resolutions whether the entity is a related party to the particular transaction or not. A transaction with a related party shall be considered material, if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds ₹1,000 crores or 10% of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower.

The details of the aforesaid transactions are captured under **“Annexure D”** of this AGM Notice which are in the ordinary course of business and on arm’s length basis and are in accordance with Related Party Transactions Policy of the Company. These transactions are undertaken for smooth business operations and overall growth of the business of the Company.

The value of such transaction(s) (individually or taken together with previous transactions) for the proposed item no. 8, during the tenure of the resolution, may exceed ₹1,000 crores or 10% of the annual consolidated turnover of the Company as per the last audited financial statements of

the Company, whichever is lower, and hence, approval of the shareholders of the Company by way of an ordinary resolution mentioned at Item No. 8 are being sought.

The Audit Committee of the Company consisting only of Independent Directors, and the Board of Directors, have, based on relevant details provided by the management, held on 13<sup>th</sup> May 2025, reviewed and approved the said transaction(s), while noting that such transactions shall be on arms’ length basis and in the ordinary course of business and are in accordance with Related Party Transactions Policy of the Company.

The Board accordingly recommends the resolutions set out at Item No. 8 of this Notice for approval by the Members by way of an ordinary resolution. It is in the above context that the Resolutions No. 8 proposed for the approval of the Shareholders of the Company.

Mr. Arun Hastimal Firodia, Mrs. Jayashree Arun Firodia, Mrs. Sulajja Firodia Motwani and Mr. Ajinkya Arun Firodia may be deemed to be interested, financially or otherwise, in the resolution as set out at Item No. 8 of the Notice. Except these, none of the other Directors and Key Managerial Personnel are deemed to be concerned or interested, financially or otherwise in the proposed Ordinary Resolution.

## Annexure D

The disclosures under Rule 15(3) (ii) of the Companies (Meetings of Board and its Powers) Rules, 2014, as amended as enumerated herewith

Name of the related party	Kinetic Watts and Volts Limited
Name of the Director or Key Managerial Personnel who is related, if any	Mr. Ajinkya Arun Firodia, Mr. Arun Hastimal Firodia and Mrs. Jayashree Arun Firodia 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.
Nature of Relationship	Kinetic Watts and Volts Limited is Direct Subsidiary of the Company & hence a Related Party.
Nature, material terms, monetary value and particulars of the contract or arrangements;	Value of the transaction (₹) - Not exceeding ₹24.50 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for FY 2025-26. The transactions involves:  Sale, Purchase, Supply of goods / materials, Availing/rendering of services, Receipt & Payment of Interest on Loans & Advances, Investments, borrowings, lending, and other recurring transactions for furtherance of business.
Any other information relevant or important for the members to take a decision on the proposed resolution.	All-important or relevant information has been provided in the foregoing paragraphs of the explanatory statement.

The details of transactions as required under Regulation 23(4) of the Listing Regulations read with Section III-B of the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 ("SEBI Master Circular") are set forth below:

Sr. No.	Particulars	Details
1.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise)	Kinetic Watts and Volts Limited (Material Subsidiary Company)
2.	Name of Director(s) or Key Managerial Personnel who is related, if any	Mr. Ajinkya Arun Firodia, Mr. Arun Hastimal Firodia and Mrs. Jayashree Arun Firodia may be deemed to be interested.
3.	Type, tenure, material terms and particulars.	Sale, Purchase, Supply of goods /materials, Availing/ rendering of services, Receipt & Payment of Interest on Loans & Advances, Investments, borrowings, lending, and other recurring transactions for furtherance of business.
4.	Value of the transaction	Value of the transaction (₹) - Not exceeding ₹24.50 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for FY 2025-26. The transactions involves.
5.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided)	The transaction value at 4 above represents 16% of the annual consolidated turnover of the Company for FY2023-24.
6.	Details of the transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary	Not Applicable.
	i) Details of the source of funds in connection with the proposed transaction.	Own Funds.
	ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments • nature of indebtedness; • cost of funds; and • tenure;	Not Applicable.
	iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and	Not Applicable.
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	KWVL will use the funds for its growth strategy and business expansion.
7.	Justification as to why the RPT is in the interest of the listed entity.	These transactions are undertaken in the ordinary course of business and on an arm's length basis, enabling operational efficiency, cost optimization, and effective utilization of resources. They provide financial flexibility, strengthen business synergies, and support timely execution of operations, thereby contributing to the company's growth, profitability, and long-term stakeholder value, and are thus in the best interest of the listed entity. Accordingly the transactions are in the interest of both the parties.

Sr. No.	Particulars	Details
8.	Any valuation or other external party report relied upon by the listed entity in relation to the transactions	Not Applicable.
9.	Any other information that may be relevant	All-important or relevant information has been provided in the foregoing paragraphs of the explanatory statement.

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

S/d  
**Arun Hastimal Firodia**  
Chairman  
(DIN: 00057324)

Date: 4<sup>th</sup> August, 2025  
Place: Pune

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