KINETIC ENGINEERING LIMITED

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Notice of Annual General Meeting

NOTICE is hereby given that the 55th (Fifty-fifth) Annual General Meeting of the members of **Kinetic Engineering Limited** will be held on **Tuesday, September 29, 2026 at 11:15 Hrs. 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 March 31, 2026 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 March 31, 2026 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 March 31, 2026 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 March 31, 2026 and the Reports of the Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.**"**

3. **To re-appoint a director in place of Dr. Arun Hastimal Firodia (DIN: 00057324) who has attained 83 years' of age and retires by rotation, being eligible, offers himself for re-appointment.**

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

   "RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Rules made thereunder and Regulation 17(1A) and other 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, Dr. Arun Hastimal Firodia (DIN: 00057324), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment, and who has attained the age of 83 years, be and is hereby re-appointed as a Chairman and Non-Executive 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. Approval for continuation of Directorship of Mr. Jinendra Hirachand Munot (DIN: 00049838) as a Non-Executive Independent Director of the Company post attaining the age of 75 Years.

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

"RESOLVED THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any amendment(s) or re-enactment thereof for the time being in force) and all other applicable provisions, if any of the Companies Act, 2013 read with the relevant rules and regulations thereunder (including any amendment(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and the Articles of Association of the Company, consent of the members be and is hereby accorded to Mr. Jinendra Hirachand Munot (DIN: 00049838), Non-executive Independent Director of the Company, to continue to hold office of the Non-executive Independent Director of the Company till his current tenure of appointment which ends on October 19, 2030 notwithstanding that Mr. Jinendra Hirachand Munot will attain the age of 75 (seventy-five) years on August 2027.

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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals, permissions and sanctions as may be necessary, the consent of the Members of the Company be and is hereby accorded to reclassify the existing Authorised Share Capital of the Company of Rs. 1,95,90,82,530/- (Rupees One Hundred Ninety-Five Crore Ninety Lakh Eighty-Two Thousand Five Hundred Thirty Only) divided into:

a) 5,30,13,932 (Five Crore Thirty Lakh Thirteen Thousand Nine Hundred Thirty-Two) Equity Shares of face value of Rs. 10 (Rupees Ten Only) each;

b) 80,000 (Eighty Thousand) 8.00% Optionally Convertible Cumulative Preference Shares of face value of Rs. 120 (Rupees One Hundred and Twenty Only) each;

c) 8,30,154 (Eight Lakh Thirty Thousand One Hundred Fifty-Four) Optionally Convertible Cumulative Preference Shares of face value of Rs. 65 (Rupees Sixty-Five Only) each;

d) 11,76,650 (Eleven Lakh Seventy-Six Thousand Six Hundred Fifty) 8.5% New Optionally Convertible Cumulative Preference Shares of face value of Rs. 65 (Rupees Sixty-Five Only) each;

e) 3,20,500 (Three Lakh Twenty Thousand Five Hundred) Redeemable Cumulative Preference Shares of face value of Rs. 156 (Rupees One Hundred Fifty-Six Only) each;

f) 1,02,000 (One Lakh Two Thousand) Optionally Convertible Cumulative Preference Shares of face value of Rs. 156 (Rupees One Hundred Fifty-Six Only) each; and

g) 12,22,99,095 (Twelve Crore Twenty-Two Lakh Ninety-Nine Thousand Ninety-Five) Preference Shares of face value of Rs. 10 (Rupees Ten Only) each,

into the following Authorised Share Capital, without altering the total Authorised Share Capital of the Company:

a) 5,30,13,932 (Five Crore Thirty Lakh Thirteen Thousand Nine Hundred Thirty-Two) Equity Shares of face value of Rs. 10 (Rupees Ten Only) each; and

b) 14,28,94,321 (Fourteen Crore Twenty-Eight Lakh Ninety-Four Thousand Three Hundred Twenty-One) Preference Shares of face value of Rs. 10 (Rupees Ten Only) each,

aggregating to Rs. 1,95,90,82,530/- (Rupees One Hundred Ninety-Five Crore Ninety Lakh Eighty-Two Thousand Five Hundred Thirty Only), by cancelling the unissued portion of the existing classes of Preference Shares and reclassifying the equivalent amount into a single class of Preference Shares of face value of Rs. 10 each.

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

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

a) 5,30,13,932 (Five Crore Thirty Lakh Thirteen Thousand Nine Hundred Thirty-Two) Equity Shares of face value of Rs. 10 (Rupees Ten Only) each; and

b) 14,28,94,321 (Fourteen Crore Twenty-Eight Lakh Ninety-Four Thousand Three Hundred Twenty-One) Preference Shares of face value of Rs. 10 (Rupees Ten Only) each.

The Company shall have the power from time to time to increase or reduce its share capital and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions in accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company.

RESOLVED FURTHER THAT any one of the Directors and/or the Chief Financial Officer and/or the Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, expedient or desirable for giving effect to this resolution, including filing necessary forms with the Registrar of Companies and making such modifications or alterations as may be required by any statutory or regulatory authority.**"**

6. **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 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Rules framed thereunder, to the extent applicable, the Memorandum and Articles of Association of the Company and the Policy on Related Party Transactions of the Company, and pursuant to the approval of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to the Company to enter into and/or continue to enter into contract(s), arrangement(s), transaction(s) or agreement(s), whether by way of one or more individual transactions or a series of transactions, with Kinetic Watts and Volts Limited, a related party within the meaning of Section 2(76) of the Companies Act, 2013, for an aggregate value not exceeding ₹50 Crore (Rupees Fifty Crore Only) during the period specified in the Explanatory Statement annexed to this Notice, provided that such transactions shall be in the ordinary course of business and on an arm's length basis.

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 such modifications to the terms of the aforesaid transactions as may be permissible under applicable laws and regulations, subject to obtaining such approvals as may be required under the SEBI Listing Regulations and other applicable laws. 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**

Sd/-
Arun Hastimal Firodia
Chairman
(DIN: 00057324)

Date: August 03, 2026
Place: Pune

NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its circular no. 03/2025 dated September 22, 2025, read with general circulars dated April 08, 2020, April 13, 2020, May 05, 2020 and subsequent circulars issued in this regard (collectively referred to as "MCA Circulars"), permitted convening the annual general meeting (AGM) through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with the applicable provisions of the Companies Act, 2013 ("the Act") read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("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.

2. Since the AGM will be held through VC/OAVM, the Route Map of the venue of the AGM is not annexed to this Notice.

3. Pursuant to Section 105 of the Act and MCA circulars, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/ her behalf who may or may not be a Member of the Company. In terms of the Applicable Circulars, since this AGM is being held through VC/ OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed hereto.

4. Pursuant to Section 112 and Section 113 of the Act, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPEG Format) of its Board or governing body Resolution/ Authorisation etc., authorising its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/ Authorisation should be sent electronically through their registered email address to the Scrutinizer at Dinesh Birla csdineshbirla@gmail.com with a copy marked to sandip.pawar@in.mpms.mufg.com and kelinvestors@kineticindia.com.

5. 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.

6. 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.

7. 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.

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. In compliance with the MCA Circulars and Regulation 36(1)(a) of the Listing Regulations, Notice of the AGM along with the Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar to an Issue and Share Transfer Agent / Depositories. Further, in compliance with Regulation 36(1)(b) of the Listing Regulations, a letter providing the web link, including the exact path, where Annual Report for the financial year 2025-26 is available, is being sent to those members whose e-mail address is not registered with the Company / Registrar to an Issue and Share Transfer Agent / Depositories. Members may note that this Notice and Annual Report for the financial year 2025-26 will also be available on the Company's website at https://kineticindia.com/, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com.

10. Members holding shares in demat form, who have not registered their email address, mobile numbers including address and bank details (including any changes thereof) may please contact and validate/ update their details with the Depository Participant. Members holding shares in physical form may register/ update their email address and mobile number with the Company's RTA - MUFG Intime India Private Limited by sending an e-mail request at the email ID sandip.pawar@in.mpms.mufg.com along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual Report, AGM Notice and the e-voting instructions or alternatively sending by Form ISR–1 (available on the company website at from https://kineticindia.com/investor-service-request-forms/ to the RTA of the Company. In case of any queries, shareholder may write to sandip.pawar@in.mpms.mufg.com

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, September 26, 2026 at 09.00 Hrs. IST and ends on Monday, September 28, 2026 at 17.00 Hrs. 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 **Wednesday**, **September 23, 2026** 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 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 cdsl website www.cdslindia.com 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. 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**	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.nsdl.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 or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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 or joining virtual meeting & voting during the meeting. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their **Depository**	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

Participants (DP)	vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

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 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 evoting@nsdl.co.in 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.
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) • 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)	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. • 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.

(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 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, 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 kelinvestors@kineticindia.com. 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 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, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call 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 in its meeting held on August 03, 2026.

(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 two working days 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, on the website of BSE Limited www.bseindia.com and also on the website of CDSL at 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**

Sd/-
Arun Hastimal Firodia
Chairman
(DIN: 00057324)

Date: August 03, 2026
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 re-appoint Dr. Arun Hastimal Firodia (DIN: 00057324), who retires by rotation and, being eligible, offers himself for re-appointment.

Pursuant to the provisions of Section 152 of the Companies Act, 2013 ("the Act"), Dr. Arun Hastimal Firodia (DIN: 00057324), Chairman and Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and, being eligible, has offered himself for re-appointment.

Further, pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of any Non-Executive Director who has attained the age of seventy-five years unless a Special Resolution is passed by the shareholders along with an explanatory statement indicating the justification for such appointment or continuation.

The Nomination and Remuneration Committee, after considering Dr. Arun Hastimal Firodia's qualifications, extensive experience, expertise, leadership qualities, industry knowledge and his significant contribution to the Board and the Company, recommended his re-appointment. The Board, based on the recommendation of the Nomination and Remuneration Committee and after evaluating his continued contribution, skills, experience, integrity, performance and strategic guidance, considered it desirable that the Company should continue to avail the benefit of his vast knowledge and experience.

Dr. Arun Hastimal Firodia has attained the age of 83 years and continues to serve as the Chairman and Non-Executive Director of the Company. A Padma Shri awardee, Distinguished Alumnus of IIT Bombay and recipient of the Massachusetts Institute of Technology (MIT) Alumnus Award, he is a highly respected industrialist and one of the pioneers of the Indian automobile industry. His exceptional leadership, strategic vision, extensive industry expertise and deep understanding of the Company's business have played a significant role in shaping the Company's long-term growth, corporate governance standards and sustainable value creation. The Board is of the view that his continued guidance, experience and stewardship will continue to be of immense value to the Company and all its stakeholders.

In view of his distinguished leadership, unparalleled experience, significant contributions to the Indian automobile industry and his continued valuable guidance to the Board, the Board considers the continuation of Dr. Arun Hastimal Firodia as a Chairman and Non-Executive Director to be in the best interests of the Company and its stakeholders. Accordingly, the Board recommends the Special Resolution set out at Item No. 3 of the Notice for approval of the Members.

Additional information relating to Dr. Arun Hastimal Firodia, as required under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, is provided in Annexure – A forming part of this Notice.

Except Dr. Arun Hastimal Firodia and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the Resolution set out at Item No. 3 of the Notice.

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	Dr. Arun Hastimal Firodia, Chairman and Non-Executive Director
Date of Birth (Age)	March 23, 1943 (83 Years)
DIN	00057324
Date of Appointment	July 01, 1987
Qualification	B. Tech, M.S. (Electrical Engg.), M.S. (Management)
Brief Profile	Dr. Arun Hastimal Firodia is the Chairman of Kinetic Engineering Limited and Founder & Chairman of the Kinetic Group. He is a distinguished industrialist with over five decades of extensive experience in the automobile and engineering industry. He holds a Bachelor's degree in Electrical Engineering from the Indian Institute of Technology (IIT), Bombay, and Master's degrees in Electrical Engineering and Management from the Massachusetts Institute of Technology (MIT), USA. Under his visionary leadership, the Kinetic Group pioneered several innovations in the Indian automotive sector, including the iconic Luna, and established strategic collaborations with leading global automobile manufacturers. He has played a significant role in the growth of the Company through his strategic guidance, industry expertise and strong leadership. In recognition of his outstanding contribution to trade and industry, Mr. Firodia was conferred the Padma Shri by the Government of India in 2012. His continued association with the Company provides valuable strategic direction and contributes significantly to the Company's long-term growth and governance.
Nature of expertise in specific functional area/skills and capabilities	Over five decades of rich experience in the automobile and engineering industry. Expertise in strategic leadership, business management, manufacturing, technology collaborations, product innovation, corporate governance, and business development. Instrumental in establishing the Kinetic Group as a leading mobility solutions provider and driving strategic partnerships with global automobile manufacturers.
Terms and Conditions of Re-Appointment	Liable to retire by rotation
Last Drawn Remuneration (F.Y. 2025-26)	NIL

Details of remuneration sought to be paid	NIL
Memberships of Committees in other Listed Companies	NIL
Listed entities from which Dr. Arun Hastimal Firodia has resigned as Director in past 3 years	NIL
Number of Board meetings attended for F.Y. 2025-26	Attended all eight (8) meetings held during the financial year 2025-26.
Chairperson/Membership of the Committee(s) of the Board of Directors of the Company.	NIL
No. of Shares held in the Company	1,82,963
Inter-se relationship with other Director and Key Managerial Personnel	Dr. Arun Hastimal Firodia is the father of Mr. Ajinkya Arun Firodia and the spouse of Dr. Jayshree Arun Firodia.
No. of Shares held: (a) Own	1,82,963
(b) For other persons on a beneficial basis	Nil
Confirmation in compliance with SEBI Letter dated June 14, 2018 read along with Exchange Circular dated June 20, 2018 (Affirmation that the person proposed to be appointed as Director is not debarred from holding the office by virtue of any SEBI Order or any other authority).	Dr. Arun Hastimal Firodia is not debarred from holding the office of Director on account of any order of SEBI or any other such authority.

Item No. 4: Approval for continuation of Directorship of Mr. Jinendra Hirachand Munot (DIN: 00049838) as a Non-Executive Independent Director of the Company post attaining the age of 75 Years.

Mr. Jinendra Hirachand Munot (DIN: 00049838) was re-appointed as a Non-Executive Independent Director of the Company for a second term of five consecutive years commencing from October 20, 2025 up to October 19, 2030, by the Members of the Company.

During the aforesaid tenure, Mr. Munot will attain the age of 75 (Seventy-Five) years in August 2027. Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), no listed entity shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 years unless a Special Resolution is passed by the Members approving such appointment or continuation, along with an explanatory statement indicating the justification for such appointment or continuation.

The Nomination and Remuneration Committee, after taking into consideration the outcome of the annual performance evaluation carried out by the Board, his continued adherence to the criteria of independence prescribed under the Companies Act, 2013 and the SEBI Listing Regulations, his active participation in the deliberations of the Board and Committees, his valuable guidance, strategic insights, governance expertise and significant contribution towards strengthening the corporate governance framework of the Company, recommended to the Board the continuation of Mr. Munot as a Non-

Executive Independent Director of the Company beyond the age of 75 years till the completion of his present term of office on October 19, 2030.

The Board has carried out the annual evaluation of the performance of Individual Directors, the Board and its Committees in accordance with the provisions of the Companies Act, 2013 and the SEBI Listing Regulations. Based on the outcome of such evaluation and the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that Mr. Munot possesses rich experience, sound business acumen, professional integrity, independence of judgement and expertise in corporate governance and strategic matters, all of which continue to add significant value to the deliberations and functioning of the Board. The Board believes that his continued association would be beneficial to the Company and its stakeholders.

The Board further confirms that Mr. Munot continues to satisfy the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI Listing Regulations and that he is not disqualified from acting as a Director in terms of Section 164 of the Companies Act, 2013.

Accordingly, pursuant to Regulation 17(1A) of the SEBI Listing Regulations, approval of the Members by way of a Special Resolution is sought for continuation of Mr. Jinendra Hirachand Munot as a Non-Executive Independent Director of the Company till the expiry of his current term of office ending on October 19, 2030, notwithstanding that he will attain the age of 75 years during his tenure.

The brief profile and other details of Mr. Jinendra Hirachand Munot, as required under the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in the Annexure B to this Notice.

Except Mr. Jinendra Hirachand Munot and his relatives, to the extent of their shareholding interest, if any, none of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Further, the Board is of the opinion that Mr. Munot possesses the skills, expertise and competencies identified by the Board, including industry knowledge, technical and engineering expertise, strategic decision-making and governance experience, and that his continued association would contribute to the effective functioning of the Board.

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, recommends the Special Resolution set out at Item No. 4 of the Notice for approval of the 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)	August 04, 1952 (74 years)
DIN	00049838
Date of Appointment and reappointment	20/10/2020 and 20/10/2025
Qualification	B.E. (Mech.), MS (Mech.)

Brief Profile & nature of expertise in specific functional areas	Mr. Jinendra Munot is a seasoned professional engineer with over 47 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. 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.
Directorship in other listed Companies as on March 31, 2026	Nil
Chairmanship/Membership of Committees of other listed Companies as on March 31, 2026	Nil
Shareholding of non-executive directors in the listed entity, including shareholding as a beneficial owner	28,712 Equity Shares*
Number of Board meetings attended for F.Y. 2025-26	Attended 6 Meetings out of eight (8) meetings held during the financial year 2025-26.
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.
Confirmation in compliance with SEBI Letter dated June 14, 2018 read along with Exchange Circular	Mr. Jinendra Munot is not debarred from holding the office of Director on account of any order of SEBI or any other such authority.

dated June 20, 2018 (Affirmation that the person proposed to be appointed as Director is not debarred from holding the office by virtue of any SEBI Order or any other authority).	

* holds 23,576 shares through Jinendra Hirachand Munot HUF

Item No. 5: Reclassification of Authorised Share Capital and consequent Alteration of Memorandum of Association.

The existing Authorised Share Capital of the Company is Rs. 1,95,90,82,530/- (Rupees One Hundred Ninety-Five Crore Ninety Lakh Eighty-Two Thousand Five Hundred Thirty Only) comprising Equity Shares and multiple classes of Preference Shares having different face values and terms.

With a view to rationalising and simplifying the capital structure of the Company, the Board of Directors, at its meeting held on August 03, 2026, approved the proposal to reclassify the existing authorised Preference Share Capital by consolidating the various classes of authorised Preference Shares into a single class of Preference Shares of face value of Rs. 10/- each, while keeping the authorised Equity Share Capital unchanged.

Accordingly, it is proposed to reclassify the existing Authorised Share Capital of the Company from:

- 5,30,13,932 Equity Shares of Rs. 10/- each; and
- Various classes of authorised Preference Shares, namely:
    - 80,000 8.00% Optionally Convertible Cumulative Preference Shares of Rs. 120/- each;
    - 8,30,154 Optionally Convertible Cumulative Preference Shares of Rs. 65/- each;
    - 11,76,650 8.5% New Optionally Convertible Cumulative Preference Shares of Rs. 65/- each;
    - 3,20,500 Redeemable Cumulative Preference Shares of Rs. 156/- each;
    - 1,02,000 Optionally Convertible Cumulative Preference Shares of Rs. 156/- each; and
    - 12,22,99,095 Preference Shares of Rs. 10/- each,

into:

- 5,30,13,932 Equity Shares of Rs. 10/- each; and
- 14,28,94,321 Preference Shares of Rs. 10/- each,

without any change in the aggregate Authorised Share Capital of the Company, which shall continue to remain Rs. 1,95,90,82,530/-.

The proposed reclassification relates only to the unissued portion of the existing authorised classes of Preference Share Capital and does not affect any issued, subscribed or paid-up share capital of the Company. There is no increase or reduction in the aggregate Authorised Share Capital of the Company, and the authorised Equity Share Capital remains unchanged.

Consequent upon the aforesaid reclassification, Clause V of the Memorandum of Association of the Company is proposed to be amended to reflect the revised Authorised Share Capital.

In terms of Sections 13, 61 and 64 of the Companies Act, 2013, alteration of the Authorised Share Capital and amendment of the Memorandum of Association require the approval of the Members by way of a Special Resolution.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval of the Members.

None of the Directors, Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their respective shareholding, if any, in the Company.

Item No. 6: 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 Rs. 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 C" 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. 6, during the tenure of the resolution, may exceed Rs. 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. 6 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 May 29, 2026, 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. 6 of this Notice for approval by the Members by way of an ordinary resolution. It is in the above context that the Resolutions No. 6 proposed for the approval of the Shareholders of the Company.

Dr. Arun Hastimal Firodia, Mrs. Jayashree Arun Firodia and Mr. Ajinkya Arun Firodia may be deemed to be interested, financially or otherwise, in the resolution as set out at Item No. 6 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 C

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, Dr. 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 (Rs.) - Not exceeding Rs. 50 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for FY 2026-27. 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 Regulations 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 (H) - Not exceeding Rs. 50 crores (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) for FY 2026-27.
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 32% of the annual consolidated turnover of the Company for FY2025-26.
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	The Company has made an investment of ₹47.00 Crore in Kinetic Watts and Volts Limited, its subsidiary, by subscribing to 4,70,00,000 Equity Shares of the face value of ₹10/- each at par, pursuant to the Rights Issue made by the subsidiary. The said Equity Shares were issued and allotted to the Company in six tranches as follows: • 50,00,000 Equity Shares on April 09, 2025; • 1,00,00,000 Equity Shares on May 24, 2025; • 1,00,00,000 Equity Shares on August 24, 2025; • 90,00,000 Equity Shares on November 06, 2025; • 30,00,000 Equity Shares on February 23, 2026; and • 1,00,00,000 Equity Shares on March 31, 2026. The investment was made by the Company by subscribing to the aforesaid Rights Issue of its subsidiary.
	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 expansions.
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.
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**

Sd/-
Arun Hastimal Firodia
Chairman
(DIN: 00057324)

Date: August 03, 2026
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.*