



CELEBRATING 50 YEARS OF KINETIC

KEL:SH:SE:

31 May 2024

To

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

Scrip Code: BSE-500240

Sub.: Postal Ballot notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2018 ("SEBI LODR")

Dear Sir/Madam,

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

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

It is requested to take this intimation on record and acknowledge receipt of the same.

Thanking you.

Yours faithfully,

For Kinetic Engineering Limited



Chaitanya Mundra
Company Secretary and Compliance Officer

KINETIC ENGINEERING LTD

HEAD OFFICE:
Kinetic Innovation Park
D-1 Block, 18/2 MIDC, Chinchwad,
Pune, Maharashtra 411019, India

FACTORY:
Kinetic Manufacturing Plant
Nagar-Daund Road,
Ahmednagar 414001, India

CONTACT:
+91 20 66142049
www.KineticIndia.com
CIN:L35912MH1970PLC014819

KINETIC ENGINEERING LIMITED

CIN: L35912MH1970PLC014819

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

Tel.: (Board) +91 20 661402049**E-mail:** kelinvestors@kineticindia.com

Website: www.kineticindia.com

NOTICE OF POSTALBALLOT

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

To
The Members of Kinetic Engineering Limited

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

In light of the General Circular No.11/2022 dated December 28, 2022 read with the relevant circular(s) issued during the year(s) 2020, 2021, 2022 and 2023 respectively by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and the Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India and all other applicable laws, rules and regulations (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force and as amended from time to time), that the following Resolution proposed for obtaining Shareholders approval through Postal Ballot (Remote E-Voting only). The explanatory statement setting out material facts pursuant to Section 102 and other applicable provisions of the Companies Act, 2013 is also annexed herewith. The Postal Ballot Notice will be sent by E-mail to all the Members whose E-mail ID are registered with the Company/Depository Participant/Registrar and Share Transfer Agents. The Members assent/dissent will be received only through Remote E-voting System. This Postal Ballot is accordingly initiated in compliance of above MCA Circulars.

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

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

The Scrutinizer will submit his report to the Chairman of the Company, or any other person authorized by the Board in writing, after completion of scrutiny of postal ballot (by remotee-voting) process in a fair and transparent manner. The results of the postal ballot will be announced on or before 5.00 p.m. on Tuesday, 02 July 2024 and will be displayed on the website of the Company (i.e. www.kineticindia.com) and will be intimated to BSE Ltd. where the Equity Shares of the Company are listed.

SPECIALBUSINESS:

1. ISSUE OF EQUITY SHARES ON PREFERENTIAL BASIS TO PROMOTER OF THE COMPANY.

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

“RESOLVED THAT pursuant to section 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Second Amendment Rules, 2018, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), Memorandum and Articles of Association of the Company, and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the “SEBI ICDR Regulations”) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”), as amended from time to time, the listing agreements entered into by the Company with BSE Limited on which the equity shares of the Company having face value of INR 10.00 each (“Equity Shares”) are listed, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended (the “SEBI SAST Regulations”) and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (“SEBI”), the Reserve Bank of India (“RBI”), BSE Limited (“Stock Exchange”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”), wherever applicable and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be applicable (including any alterations, modifications, corrections, changes and variations, if any, that may be stipulated while granting such approvals, permissions, sanctions and consents as the case may be required) by any other regulatory authorities which may be agreed to and/or accepted by the Board of Directors of the Company (hereinafter referred to as “Board” which term shall be deemed to include any duly constituted/to be constituted Committee of Directors thereof to exercise its powers including powers conferred under this resolution) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board in its absolute discretion, the consent of the Members of the Company be and is here by accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”) to create, offer, issue, and allot up to **11,15,000 (Eleven Lakhs Fifteen Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 187/- (INR One Hundred Eighty Seven Only) including Premium of INR 177/- (INR One Hundred Seventy Seven only)per share aggregating to INR 20,85,05,000 (INR Twenty Crore Eighty Five Lakhs Five Thousand only) to the following Proposed Allottees for cash consideration:-**

| Sr. No. | Proposed Allottee | PAN | Category | No. of Shares |
|--------------|-------------------------|------------|----------|------------------|
| 1 | Jayashree Firodia Trust | AADTJ6675K | Promoter | 4,25,000 |
| 2 | Arun Firodia Trust | AAITA0384K | Promoter | 6,90,000 |
| Total | | | | 11,15,000 |

on preferential basis, on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws and in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other applicable provisions of law as may be prevailing as on date.

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

- The Equity Shares to be allotted to the Proposed Allottee shall be under lock-in for such period as may be prescribed by the SEBI (ICDR) Regulations, 2018;
- The Equity Shares so allotted to the Proposed Allottee under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, 2018 except to the extent and in the manner permitted thereunder;
- Allotment shall only be made in dematerialized form;

- The 'Relevant Date' for the purpose of determining the minimum issue price of the Equity Shares proposed to be allotted to the above mentioned allottee is 31th May, 2024 i.e. being the date which is 30 days prior to the date of declaring results of this Postal Ballot;
- The allotment of Equity Shares is proposed to be completed within a maximum period of 15 days from the date of passing this resolution, provided that where the allotment is pending on account of pendency of any approval by any regulatory authority, or the Central Government, then the allotment shall be completed within 15 days from the date of receipt of such approval;
- The Equity Shares proposed to be issued shall rank pari passu with the existing Equity Shares of the Company in all respects and that the Equity Shares so allotted shall be entitled to the dividend declared, if any, including other corporate benefits, if any, for which the book closure or the record date falls subsequent to the allotment of Equity Shares. The issue and allotment of Equity Shares be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.

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

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

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

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

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

2. TO SALE NON-CORE ASSETS OF THE COMPANY TO MICRO AGE INSTRUMENT PRIVATE LTD.

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

"RESOLVED THAT pursuant to Section 188 and other applicable provisions, if any of the Companies Act, 2013 and relevant Rules made there under (including any statutory modification(s) or re-enactment thereof, for the time being in force), in terms of Regulation 23 of Securities and Exchanges Board of India (Listing Obligations and Disclosure

Requirements) Regulations, 2015 and other applicable provisions of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) as amended from time to time, enabling provisions of the Memorandum and Articles of Association of the Company, all other applicable laws and regulations, as amended, supplemented or re-enacted from time to time and subject to such other approvals, consents, permissions and sanctions of other authorities as may be necessary, the Members of the Company be and hereby accord their approval for the Sale Non-Core Assets and consent to the Board of Directors of the Company (which term shall be deemed to include any Committee thereof or Director(s) or Official(s) of the Company for the time being authorized by the Board to exercise the powers conferred on the Board by this Resolution) for Sale Non-Core Assets Of the Company situated at Village Burudgaon, Taluka Ahmednagar, Dist. Ahmednagar – 414001 to Micro Age Instrument Private Ltd. being 'Related Party' including and not limited to land and buildings, old plant & machineries and equipment which is no longer useful or necessary for the current business or upcoming business opportunities, for consideration amounting to Rs. 26 Crore (Rupees Twenty-Six Crore) plus transaction cost and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company.

RESOLVED FURTHER THAT the Board of Directors (hereinafter referred to as the “Board” which term shall be deemed to include any Committee thereof) be and are hereby authorized to execute all such deeds, matters and things as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues that may arise in this regard, without further referring to the Members of the Company, including without limitation, finalizing and executing necessary agreements, deeds of assignment and such other documents as may be necessary or expedient in its own discretion and in the best interest of the Company, including delegation of all or any of the powers herein conferred by this resolution, to any Director(s), or to any Committee of Directors or any other Officer(s) / Authorised Representative(s) of the Company, or to engage any advisor, consultant, agent or intermediary, as may be deemed necessary to give effect to this Resolution.”

3. APPOINTMENT OF MR. ROHIT PRAKASH BAFANA (DIN: 00590469), AS NON - EXECUTIVE INDEPENDENT DIRECTOR

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

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the 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 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) approval and recommendation of Nomination and Remuneration Committee, Mr. Rohit Prakash Bafana (DIN: 00590469), who was appointed as an Additional Director on 30 May 2024 under Section 161 of the Companies Act, 2013 and who qualifies for being so appointed, be and is hereby appointed as the Independent director of the Company, not liable to retire by rotation, to hold office for a period of 5 (five) consecutive years, i.e. upto 29 May, 2029.

RESOLVED FURTHER THAT Mr. Ajinkya Firodia, Managing Director and/or Mr. Chaitanya Mundra, Company Secretary be and are hereby severally authorized to do all such acts, deeds or things and to file such requisite forms, papers and other documents.”

NOTES:

1. The Explanatory Statement pursuant to Sections 102 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), as amended, setting out material facts relating to the Resolutions proposed to be passed is annexed hereto.
2. As per Circulars issued by the Ministry of Corporate Affairs (MCA Circulars) and SEBI Circular, the Company has sent this Postal Ballot Notice only through e-mail to all the Members. whose names appear in the Register of Members/ List of Beneficial Owners as received from RTA / Depositories as on Friday, 24 May 2024 (the 'cut-off date') and who have registered their e-mail address with the Company/Depository Participants.
3. Members holding shares in physical form and who have not yet registered their e-mail address are requested to register the same with the Company by sending an e-mail to investors@kineticindia.com. Members holding shares in electronic form are requested to get their e-mail address registered with their respective depository participant. Thereafter, the Company would endeavor to send the Postal Ballot Notice to such Members to enable them to cast their vote through e-voting.
4. The Postal Ballot Notice is also being uploaded on the Company's website www.kineticindia.com and on the website of Central Depository Services (India) Limited (CDSL) www.evotingindia.com.
5. In terms of the MCA Circulars, the Company will send this Postal Ballot Notice in electronic form only. The hard copy of this Notice along with postal ballot forms and pre-paid business envelope will not be sent to the Members for the postal ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, the communication of the assent or dissent of the Members would take place through e-voting only.
6. The Company has engaged CDSL, for facilitating voting through electronic means, as authorized agency.
7. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to investors@kineticindia.com.
8. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday, 24 May 2024
9. Person, whose name is recorded in the register of Members or in the register of beneficial owners as on the cut-off date, i.e. Friday, 24 May 2024 only shall be entitled to avail the facility of e-voting.
10. The e-voting period will commence on Saturday, 01 June 2024 at 09:00 a.m. (IST) and will end on Sunday, 30 June 2024 at 05:00 p.m. (IST) (both days inclusive). During this period, Members of the Company holding shares as on cut-off date either in physical form or in dematerialized form may cast their votes electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, the Member cannot change it subsequently or cast the vote again.
11. Based on the consent received from Mr. Dinesh Birla, Company Secretary in Practice, (Membership Number F7658), Board has appointed him as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
12. The Scrutinizer shall, not later than two days from the end of remote e-voting, prepare a scrutinizer's report of the total votes cast in favor or against, if any. The Scrutinizer will submit his final report to the Chairman to declare the result of the voting forthwith.
13. Institutional / Corporate Shareholders (i.e. other than HUF, NRI etc.) intending to vote on the postal ballot through their authorized representatives are requested to send a scanned copy of certified true copy of the Board Resolution to the Company authorizing their representative to vote on their behalf electronically, to our RTA at

pune@linkintime.co.in, to the Company at investors@kineticindia.com, to the Scrutinizer by e-mail to csdineshbirla@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

14. Resolution(s) passed by the Members through Postal Ballot are deemed to have been passed effectively at a general meeting.
15. The results declared along with the Scrutinizer's Report will be posted on the Company's website www.kineticindia.com and on the website of CDSL at www.evotingindia.com. The results shall simultaneously be communicated to the Stock Exchange.
16. The resolutions, if passed by the requisite majority shall be deemed to have been passed on Sunday, 30 June 2024 i.e., the last date specified for receipt of votes through the e-voting process.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

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

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

(i) The voting period begins on Saturday, 01 June 2024 at 09:00 a.m. (IST) and will end on Sunday, 30 June 2024 at 05:00 p.m. (IST) (both days inclusive). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 24 May 2024 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

(iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

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

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

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

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

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

| Type of shareholders | Login Method |
|---|--|
| <p>Individual Shareholders holding securities in Demat mode with CDSL Depository</p> | <ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers. |
| <p>Individual Shareholders holding securities in demat mode with NSDL Depository</p> | <ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is |

| | |
|--|---|
| | available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |
| Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP) | You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. |

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

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

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

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

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

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

- (ii) After entering these details appropriately, click on “SUBMIT” tab.
- (iii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (iv) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (v) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (vi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (vii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (viii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (ix) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (x) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xi) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xii) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

(xiii) **Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; kelinvestors@kineticindia.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

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

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

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

GENERAL GUIDELINES FOR SHAREHOLDERS

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to csdineshbirla@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evotingindia.com to reset the password.

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

Item No. 1

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

The Special Resolutions under Item No 1 is proposed for Members approval. The Board has resolved to create, offer, issue, and allot up to **11,15,000 (Eleven Lakhs Fifteen Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 187/- (INR One Hundred Eighty Seven Only) including Premium of INR 177/- (INR One Hundred Seventy Seven only) per share aggregating to INR 20,85,05,000 (INR Twenty Crore Eighty Five Lakhs Five Thousand only) to the following Proposed Allottees for cash consideration: -**

| Sr. No. | Name of the proposed allottee | PAN | Category | Number of Equity Shares to be issued / allotted | Amount |
|--------------|-------------------------------|------------|----------|---|---------------------|
| 1 | Jayashree Firodia Trust | AADTJ6675K | Promoter | 4,25,000 | 7,94,75,000 |
| 2 | Arun Firodia Trust | AAITA0384K | Promoter | 6,90,000 | 12,90,30,000 |
| Total | | | | 11,15,000 | 20,85,05,000 |

on preferential basis, in such manner and on such terms and conditions as prescribed under SEBI (ICDR) Regulations, 2018 and in compliance with Sections 23(1)(b), 42 and 62(1)(c) and other applicable provisions of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) second amendment Rules, 2018 and the Companies (Share Capital and Debentures) Rules, 2014.

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

1. Object of the preferential Issue:

The object of the proposed Preferential Issue is redemption of existing preference shares amounting to Rs. 19.63 Crore and general corporate purpose of the company.

2. Maximum number of specified securities to be issued:

The Board of Directors at its meeting held on 30 May, 2024 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **11,15,000 (Eleven Lakhs Fifteen Thousand) Equity Shares of the face value of INR 10.00 each (INR Ten Only) fully paid up at an Issue Price of INR 187/- (INR One Hundred Eighty Seven Only) including Premium of INR 177/- (INR One Hundred Seventy Seven only) per share aggregating to INR 20,85,05,000 (INR Twenty Crore Eighty Five Lakhs Five Thousand only)**

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

The price of equity shares to be issued is fixed at INR 187/- (INR One Hundred Eighty Seven Only) per equity share of INR 10.00 (Face Value) each for preferential issue. The shares of the Company are frequently traded on the BSE Limited, hence the price is determined in compliance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

A certificate from Independent Valuer confirming the minimum price for preferential issue as per preferential issue guidelines of SEBI (ICDR) Regulations, 2018 along with the calculation thereof is obtained and the same is available for inspection at the Registered Office of the Company.

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

| Sr. No. | Name of the proposed allottee | Number of Equity Shares |
|---------|-------------------------------|-------------------------|
| 1 | Jayashree Firodia Trust | 4,25,000 |
| 2 | Arun Firodia Trust | 6,90,000 |

The Relevant Date on the basis of which the price of the Equity Shares will be calculated is 31 May, 2024 i.e. working day immediately preceding the date 30 days prior to the date of declaration of the results of the Postal Ballot process.

The current and proposed status of the allottee(s) post the preferential issues is the same as promoter and the maximum number of specified securities to be issued is 11,15,000

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

The Equity Shares shall be issued to Jayashree Firodia Trust and and Arun Firodia Trust. Both the Trust has indicated an intention to subscribe the Preferential Issue for an amount of **INR 20,85,05,000 (INR Twenty Crore Eighty Five Lakhs Five Thousand only)** None of the other Directors or Key Managerial Personnel or senior management of the Company intend to subscribe to any of the Equity Shares proposed to be issued under the Preferential Issue.

5. The percentage of post preferential issue capital that may be held by the allottee(s) and change in control, if any, in the issuer consequent to the preferential issue (Identity of the Proposed Allottee(s) and the Percentage of Post Preferential Issue Capital):

The details of the proposed allottee and the percentage of post preferential issue shall be: -

| Sr. No. | Name of Applicant along with PAN & address | Pre-Preferential Holding-before allotment of Equity | | Post-Preferential Holding-after allotment of Equity | |
|---------|--|---|------|---|------|
| | | No. of shares | % | No. of shares | % |
| 1 | Jayashree Firodia Trust PAN: AADTJ6675K Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India | 10,28,267 | 4.64 | 14,53,267 | 6.24 |
| 2 | Arun Firodia Trust PAN: AAITA0384K Address: 20, Swagat, Off Senapati Bapat Road, Pankuwar Firodia Path, Pune 411016 Maharashtra India | - | - | 6,90,000 | 2.96 |

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

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

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

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

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

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

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

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

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

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

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

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

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

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

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

13. Certificate of practicing company secretary:

The certificate from M/s Dinesh Birla & Associates, practicing company secretary, certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. (IST) to 4:00 p.m. (IST) during the period of Remote E- voting under Postal Ballot. The company also hosted the certificate on its website www.kineticindia.com and following link <https://www.kineticindia.com/investors.html>

14. Shareholding pattern of the issuer before and after the preferential issue:

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

| Sr. No. | Category | Pre Issue of Equity Shares | | Post Issue of Equity Shares | |
|----------|----------------------------|----------------------------|--------------------|-----------------------------|--------------------|
| | | No. of Shares Held | % of Share Holding | No. of Shares Held | % of Share Holding |
| A | Promoters Holding – | | | | |
| | 1. Indian | | | | |
| | Individual | 66,01,425 | 29.79 | 66,01,425 | 28.36 |
| | Jayashree Firodia Trust | 10,28,267 | 4.64 | 14,53,267 | 6.24 |
| | Arun Firodia Trust | - | - | 6,90,000 | 2.96 |

| | | | | | |
|----------|--------------------------------|--------------------|---------------|--------------------|---------------|
| | Body Corporate | 55,22,993 | 24.92 | 55,22,993 | 23.73 |
| | Sub Total | 1,31,52,685 | 59.35 | 1,42,67,685 | 61.30 |
| | 2. Foreign Promoters | - | - | - | - |
| | Sub Total (A) | 1,31,52,685 | 59.35 | 1,42,67,685 | 61.30 |
| B | Non-Promoters Holding – | | | | |
| | 1. Institutional investors | 3525 | 0.02 | 3525 | 0.02 |
| | 2. Non-Institution | | | | |
| | Corporate Bodies | 30,58,091 | 13.80 | 30,58,091 | 13.14 |
| | Directors | 33,737 | 0.15 | 33,737 | 0.14 |
| | Indian Public | 54,53,528 | 24.61 | 54,53,528 | 23.42 |
| | Others (Including NRIs) | 4,59,934 | 2.08 | 4,59,934 | 1.98 |
| | Sub Total (B) | 90,08,815 | 40.65 | 90,08,815 | 38.70 |
| | Grand Total (A+B) | 2,21,61,500 | 100.00 | 2,32,76,500 | 100.00 |

15. Lock-in Period:

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

16. Undertakings:

The Company hereby undertakes that,

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

In accordance with the SEBI ICDR Regulations,

- (i) All the Equity Shares held by the proposed allottees in the Company are in dematerialized form only;
- (ii) Except inter-se transfer within the promoter group, no person belonging to the promoters / promoter group have sold / transferred any Equity Shares of the Company during 90 trading days preceding the Relevant Date;
- (iii) The entire pre-preferential holding of the proposed allottee will be under lock in for a period commencing from the Relevant Date up to a period 90 trading days from the date of trading approval granted by the stock exchange;
- (iv) No person belonging to the promoters / promoter group has previously subscribed to any equity shares / warrants of the Company but failed to exercise them; and
- (v) The shares of the Company are frequently traded on the BSE Limited, hence the price is determined in compliance with Regulation 164 of SEBI (ICDR) Regulations, 2018.

17. Other disclosures:

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

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under Item No. 1 of the accompanying Notice for approval of the Members of the Company.

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

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

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

Item No. 2

To Sale Non-Core Assets of the Company to Micro Age Instrument Private 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 a 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.

Section 188(1) (b) of the Companies Act, 2013 ("Act") read with Rule 15(3)(a)(ii) of the Companies (Meetings of Board and its Powers) Rules, 2014 require that any transaction entered into between related parties for selling or otherwise disposing of, or buying property of any kind, where the amount involved is equal to or exceeds 10% of the net worth of the company, is to be approved by the members of the company by way of passing an Ordinary resolution (Prior approval) except where the proposed related party transactions are in the Ordinary course of business and at arm's length basis.

Further, Regulation 23 (4) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the 'Listing Regulations') mandates approval of the Members through resolution passed at General Meeting for all Material related party transactions, even if they are entered into in the ordinary course of business and on arm's length basis.

M/s. Micro Age Instrument Private Ltd. is a 'Related Party' within the meaning of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The proposed transaction with M/s. Micro Age Instrument Private Ltd. would be in the nature of a related party transaction under section 188 (1)(b) of the Act read with the Rules framed thereunder. The third proviso to section 188(1) of the Act states that the aforementioned provision shall not apply to any transaction entered into by a company in its ordinary business, on an arm's length basis.

Since the proposed transaction meets the thresholds prescribed under Section 188(1) (b) of the Act read with Rules framed thereunder and could be construed as being outside the ordinary course of business approval of the Members of the company under section 188 of the Act is being sought by way of Ordinary resolution. Also, it is estimated that the proposed transaction will exceed 10% of the Annual consolidated turnover of the Company as per the last Audited financial statements of the Company and may exceed the materiality threshold as prescribed under Regulation 23 of the Listing Regulations Hence, the approval under Regulation 23 of the Listing Regulations, by way of Resolution at a General Meeting is being sought from the Members.

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

| | |
|--|---|
| (a) Name of the related party | Micro Age Instrument Private Ltd |
| (b) Name of the Director or Key Managerial Personnel who is related, if any | Mr. Ajinkya A. Firodia, Mr. Arun H. Firodia, Dr. Jayashree A. Firodia and Ms. Sulajja Firodia Motwani, may be deemed to be interested in the resolution. Except them, none of the Directors, Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the above said resolution. |
| (c) Nature of relationship | Arun Firodia Trust holds 96.03% of the paid-up equity share capital of Micro Age Instrument Private Ltd. Mrs. Jayashree Firodia and Mr. Ajinkya Firodia are the Trustees and Mr. Arun Firodia is ultimate beneficial owner of the said trust. Further Mrs. Jayashree Firodia individually hold 3.85% of the paid-up equity share capital of Micro Age Instrument Private Ltd. Micro Age Instrument Private Ltd holds 24.92% of the paid-up equity share capital of Kinetic Engineering Ltd. |
| (d) Nature, material terms, monetary value and particulars of the contract or arrangements; | The Non-Core assets of the Company will be transferred to Micro Age Instrument Private Ltd, for a consideration of Rs. 26 Crore (Rupees Twenty-Six Crore) plus transaction cost and on such terms and conditions as the Board of Directors of the Company consider beneficial to the Company. |
| (e) Any other information relevant or important for the members to take a decision on the proposed resolution. | All important or relevant information have been provided in the foregoing paragraphs of the explanatory statement. |

Details of the proposed transaction between the Company and Micro Age Instrument Private Ltd including the information pursuant to SEBI master circular number SEBI/HO/CFD/PoD2/ CIR/P/2023/120, dated 11 July 2023, are set out below -

| Sr. | 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), Type, | Kinetic Engineering Ltd. and Micro Age Instrument Private Ltd are the related party and Micro Age Instrument Private Ltd holds 24.92% of the paid-up equity share capital of Kinetic Engineering Ltd. |

| | | |
|---|--|--|
| | material terms and particulars, Tenure, Value of the proposed transaction; | Mr. Ajinkya A. Firodia, Mr. Arun H. Firodia, Dr. Jayashree A. Firodia and Ms. Sulajja Firodia Motwani, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions. For detail please refer to the background to this table. |
| 2 | Justification for why the proposed transaction is in the interest of the listed entity | The Board approved the sale of non-core assets of the company at fair value through due process. In this context, the management, after evaluating the feasibility of various options, has decided to sell the non-core assets of the company to Micro Age Instrument Private Ltd. |
| 3 | Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary | Not applicable |
| 4 | A statement that the valuation or other external report, if any | The proposed transaction mentioned in this proposal have been evaluated by a reputed external independent consulting firm. |
| 5 | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis; | Not available |
| 6 | Any other information that may be relevant. | All material facts with respect to the proposed RPT form part of this explanatory statement pursuant to Section 102(1) of the Companies Act, 2013. |

The transfer of Non-Core assets shall be effective from the date decided by the Board in this regard, subject to receipt of necessary approvals wherever applicable.

Description of Asset –

| Sr. | Description | Survey No | Area in Acres | Area in Sq. ft. |
|-----|---------------------------|-----------------|---------------|-----------------|
| 1 | Test Track | 127/4 | 6.03 | 2,62,510 |
| 2 | Adj to Test Track | 126/1A & 126/1B | 4.55 | 1,98,080 |
| 3 | In front of the factory | 155/2 | 2.82 | 1,22,766 |
| 4 | Adjacent to Nagar Factory | 140/1C & 140/1D | 1.24 | 53,982 |

The resolution in the accompanying notice at item no. 2 is proposed to seek Members' approval through Ordinary resolution. The Board is of the opinion that the aforesaid Resolution is in the best interest of the Company and hence recommends the Ordinary Resolution for your approval.

Mr. Ajinkya A. Firodia, Mr. Arun H. Firodia, Dr. Jayashree A. Firodia and Ms. Sulajja Firodia Motwani, to the extent of their shareholding, if any, may be deemed to be concerned or interested, in the said transactions.

Item No. 3

Appointment of Mr. Rohit Prakash Bafana (DIN: 00590469) as Non - Executive Independent Director

The Board, at its meeting held on 30 May 2024, appointed Mr. Rohit Prakash Bafana (DIN: 00590469) as Independent Director (additional) of the Company with effect from 27 May 2024, pursuant to Section 161 of the Companies Act,

2013. The Company has also received (i) consent in writing from Mr. Rohit Bafana to act as Director in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014 ('Appointment Rules'), (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mr. Rohit Bafana to the effect that they are not disqualified under sub-section (2) of Section 164 of the Act, and (iii) a declaration to the effect that they meet the criteria of independence as provided in subsection (6) of Section 149 of the Act.

In the opinion of the Board, Mr. Rohit Prakash Bafana fulfills the conditions for independence specified in the Act, the Rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. A copy of the draft letters for their appointment as an Independent Director setting out the terms and conditions are available for inspection, without any fee, by the members at the Company's registered office during normal business hours on working days.

The brief resume of said Directors as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended is set out in this Notice as Annexure B.

The resolution seeks the approval of members for the appointment of Mr. Rohit Prakash Bafana as an Independent Director of the Company up to 30 May, 2029 pursuant to Sections 149, 152 and other applicable provisions of the Act and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof) and he shall not be liable to retire by rotation.

No director, key managerial personnel or their relatives except Mr. Rohit Prakash Bafana to whom the resolution relates, is interested in or concerned with the resolution in Item no. 3.

Your Board recommends the resolution set forth in Item no. 3 for the approval of the members by Special Resolution.

| Details of Director seeking appointment/ re-appointment at the Annual General Meeting [In pursuance of Corporate Governance provision of Listing Regulations, 2015] | |
|--|---|
| Name of the Director | Mr. Rohit Prakash Bafana |
| Date of Birth (Age) | 30-04-1980 (44 Years) |
| DIN | 00590469 |
| Date of Appointment | 30.5.2024 |
| Qualification | Bachelor of Engineering, (University of Pune) Maharashtra Institute of Technology, Pune, and Master of Science, University of Pittsburgh, Pennsylvania, USA |
| Experience (including expertise in specific functional area) / Brief Resume) | Mr. Bafana is currently Managing Director of United Chem Energy Trading Pvt. Ltd., a trading company dealing in imports and distribution of Biodiesel & allied Fuel oils. |
| Terms and Conditions of Appointment | As per the resolution set out at Item No. 3 of this Postal Ballot Notice read with statement pursuant to Section 102 of the Act. |
| Remuneration proposed to be paid | He shall be paid remuneration by way of fee for attending meetings of the Board or Committees thereof or for any other meetings as may be decided by the Board of Directors, reimbursement of expenses for participating in the Board and other meetings. |
| Relationship with other Directors / Key Managerial Personnel | Not related to any Director / Key Managerial Personnel of the Company or its subsidiaries or associate companies. |

| | |
|---|---|
| Directorships of other Boards as on date of Postal Ballot Notice | <ol style="list-style-type: none">1. Familycare Clinic Private Ltd.2. Bluebird Real Estate Pvt. Ltd.3. United Chem - Energy Trading Pvt. Ltd4. FCN Diagnostics Pvt. Ltd5. Kinetic Watts and Volts Limited |
| Chairmanship/Membership of Committees of other Companies as on date of Postal Ballot Notice | <p>Kinetic Watts and Volts Limited</p> <ul style="list-style-type: none">• Audit Committee• Nomination & Remuneration Committee |
| Shareholding in the Company | 5,000 |

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

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

Pune, 31 May, 2024

Registered Office:

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

Chinchwad, Pune - 411019 MH India

Tel.: (Board)+91 20 661402049

E-mail: kelinvestors@kineticindia.com

Website: www.kineticindia.com