KINETIC TRUST LIMITED

34th ANNUAL REPORT FINANCIAL YEAR 2025-26

BOARD OF DIRECTORS	
Mr. Rajesh Arora	Director
Mrs. Parvinder Kaur	Director
Mr. Ashok Juneja	Independent Director
Mr. Vinay Bhatia	Independent Director
Mr. Sumit Kumar Jha	Independent Director
COMPANY SECRETARY	
Ms. Pooja Agrawal	Company secretary
CHIEF FINANCIAL OFFICER	
Mr. Ranjan Kumar	CFO
INTERNAL AUDITOR	
Ms. Pooja Agrawal	Internal Auditor
CORPORATE IDENTIFICATION NUMBER (CIN)	L67120PB1992PLC012532
WEBSITE	www.ktl.co.in
BANKERS	
State Bank of India (SBI)	ICICI BANK
AUDITORS	
STATUTORY AUDITORS	M/s Sunita Agrawal & Co B-157, Boullevard, Upper Lobby Level, Hotel Holiday Inn, Mayur Vihar, Phase-I Delhi-110091
SECRETARIAL AUDITORS	M/s C Gaur & Associates CG-331, DDA SFS Flats, Sector-22 Dwarka, New Delhi-110077

REGISTERED OFFICE	CORPORATE OFFICE
527-R, City Tower, 2nd Floor, Model Town, Ludhiana, Punjab-141002 TEL: 0161 5000524, 2428238 FAX: 0161 2430029	1406, 14th Floor Vikram Tower Rajendra Place New Delhi-110008 Tel: 66402000-4, Email: info@ktl.co.in
SHARE TRANSFERS AND OTHER COMMUNICATIONS	**INVESTOR'S GRIEVANCES**
Shares Department M/s Skyline Financial Services (P) Ltd. D-153 A 1st Floor, Okhla Industrial Area Phase - I New Delhi Tel: 011-26812682 Email: virenr@skylinerta.com	Ms. Pooja Agarwal 1406, 14th Floor Vikram Tower Rajendra Place New Delhi-110008 Tel: 66402000-4 Email: acspoojaagarwal2026@gmail.com

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FORWARD-LOOKING STATEMENT

This forward-looking statement includes comments with respect to our objectives and strategies and the results of our operations and business. This report and other statements – written and oral–that are periodically compiled and contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', 'continue' and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward-looking statements will be realized, although we believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties, numerous assumptions, and descriptions of opportunities, and inaccurate assumptions and both general and specific. Should know or unknown risks or uncertainties materialize, or should underlying assumptions prove inaccurate, our actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, change circumstances, future events, changes in the company's expectations or otherwise

KINETIC TRUST LIMITED

[Corporate Identification Number-L67120PB1992PLC012532]
Regd. Office: 527R, City Tower, Second Floor, Model Town, Ludhiana- 141002(PB) India
Corporate Office: 1406, Vikram Tower, Rajendra Place- 110008
Tel.: 66402000-4; Fax: 25860460 Email: info@ktl.co.in

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of M/s Kinetic Trust Limited will be held on Friday, 07th August, 2026 at 01:00 PM. at Flat No 4, 1st Floor, Khurana Complex, Kochar Market Chowk, Ludhiana, Punjab – 141002. The following business will be transacted at the meeting:

Ordinary Business:

Item No. 01: To Consider and Adoption of Audited Financial statements

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2026 together with the reports of the Board of Directors and Auditors thereon.

Item No. 02: To Approve the Reappointment of Director

To appoint a director in place of Mr. Rajesh Arora (DIN: 00662396) who retires by rotation at this annual general meeting and being eligible has offered himself for re-appointment

Special Business:

Item No. 03: To Regularize the Additional Director, Mr. Sumit Kumar Jha (DIN: 10547500) as a Non-Executive & Independent Director of the Company.

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with Schedule IV to the Act, the Companies (Appointment and Qualification of Directors) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s), amendment(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sumit Kumar Jha (DIN: 10547500), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from 01st May, 2026 and who holds office up to the date of this 34th Annual General Meeting in terms of Section 161 of the Act, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from the conclusion of this 34th Annual General Meeting up to the conclusion of the 39th Annual General Meeting.

"RESOLVED FURTHER THAT any Director or Key Managerial Personnel of the Company be and is hereby severally authorised to do all such acts, deeds, matters, and things as may be necessary, expedient, proper, or desirable to give effect to this resolution including but not limited to preparing and issuing the letter of appointment, convening the Annual General Meeting, and completing all regulatory filings and compliances."

Item No. 04: To increase in authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company, the consent of the Members of the company is hereby accorded to increase the Authorized Share Capital of the Company from the present ₹5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) consisting of 55,00,000 (Fifty Five Lakhs Only) Equity Shares of face value of ₹10.00/- (Rupees Ten Only) each to ₹10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10.00/- (Rupees Ten Only) each ranking pari-passu in all respects with the existing equity shares.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13, and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, consent of the members be and is hereby accorded to substitute the Capital Clause (Clause V) of the Memorandum of Association of the Company as the following Clause V.

"The Authorized Share Capital of the Company is ₹10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 (One Crore) Equity Shares of ₹10.00/- (Rupees Ten Only) each."

RESOLVED FURTHER THAT the Board of Directors/ Company Secretary of the Company be and is hereby authorized to do all acts, deeds and things which are expedient for the aforesaid resolution including filing the requisite forms, returns, applications, intimations and other documents with the Registrar of Companies ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL"), stock exchange(s) and/or such other statutory, regulatory or governmental authorities as may be required, and to appoint or authorize such persons, professionals or representatives as may be necessary in this connection, execute all documents, writings and instruments, settle any questions or difficulties that may arise, and to delegate all or any of the powers conferred herein to any Committee of the Board, Director(s), the Company Secretary or any Officer(s) of the Company, as the Board may, in its absolute discretion, deem fit, without requiring any further approval of the members of the Company."

Item No. 05: Issuance of upto 60,00,000 Warrants convertible into Equity Shares to the persons belonging to Non-Promoter category on Preferential basis

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

"RESOLVED THAT pursuant to the provisions of section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the "**Act**"), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014, and any other applicable provisions if any of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the provisions of Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI (ICDR) Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended up to date (the "**Listing Regulations**"), and subject to any other applicable rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs ("**MCA**"), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India (**"RBI"**) and/or any other competent authorities (hereinafter referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable and enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority including BSE Limited (**"BSE"**) and subject to any other alterations, modifications, conditions, corrections, changes and variations that may be decided by the Board of Director (the **"Board"**) in its absolute discretion, the consent and approval of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot from time to time, in one or more tranches 60,00,000 (Sixty Lakhs) Warrants Convertible into Equity shares on preferential basis, at a price of ₹11/- (Rupees Eleven Only) per warrant, aggregating up to ₹6,60,00,000.00/- (Rupees Six Crore Sixty Lakh Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10.00/- (Rupees Ten only), each at a premium of ₹1/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("**Warrant Holder"/ "Proposed Allottees**") belonging to Non-Promoter Category of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI (ICDR) Regulations, or other applicable laws in this respect.

The details of the proposed allottees and the maximum number of Warrants of the Company to be allotted are set forth in the table below:

S. No.	**Name of the Proposed Allottee**	**Category (Promoter Group/ Non-Promoter)**	**No. of warrants proposed to be allotted**
1.	Vipul Garg	Non-Promoter	6,00,000
2.	Nidhi Jindal	Non-Promoter	6,00,000
3.	Kushal Jain	Non-Promoter	6,00,000
4.	Kashish Garg	Non-Promoter	6,00,000
5.	Vasu Suneja	Non-Promoter	6,00,000
6.	Sanjiv Khurana	Non-Promoter	6,00,000
7.	Anuj Garg	Non-Promoter	6,00,000
8.	Shruti Garg	Non-Promoter	6,00,000
9.	Aditya Gupta	Non-Promoter	6,00,000
10.	Aanya Garg	Non-Promoter	6,00,000
		Total	**60,00,000**

RESOLVED FURTHER THAT in accordance with the provision of Chapter V of the SEBI (ICDR) Regulations the **"Relevant Date"** for the purpose of calculating the minimum issue price for the issue of warrants be and is hereby fixed as Wednesday, July 08, 2026, being 30 days prior to the date of Annual General Meeting (AGM) of the shareholders of the Company scheduled to be held, i.e., Friday, 07 August 2026.

RESOLVED FURTHER THAT the said Warrants shall be issued and allotted by the Company to the allottees within a period of 15 days from the date of passing of the special resolution provided that where the allotment of the said Warrants is pending on account of pendency of any approval for such allotment by any regulatory authority or the Central Government, the allotment shall be completed within a period of 15 days from the date of such approval.

RESOLVED FURTHER THAT without prejudice to the generality of the above, the issue of Warrants shall be subject to following terms:

(I) The Equity Shares to be so allotted on exercise of the Warrants shall be in dematerialised form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including dividend, with the existing Equity Shares of the Company. The Warrants may be exercised into Equity Shares as aforesaid by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

(II) A Warrant subscription price equivalent to 25% (i.e., the upfront amount) of the issue price will be payable at the time of subscription to the Warrants, as prescribed by Regulation 169 of the SEBI (ICDR) Regulations, which will be kept by the Company to be adjusted and appropriated against the issue price of the Equity Shares. A Warrant exercise price equivalent to 75% of the issue price of the Equity Shares shall be payable by the Warrant holder(s) at the time of exercising of Warrants.

(III) The issue of the Warrants as well as Equity Shares arising from the exercise of the Warrants shall be governed by the regulations and guidelines issued by SEBI or any other statutory authority as the case may be or any modifications thereof.

(IV) The respective Warrant Holders shall make payment of Warrant Subscription Price and Warrant Exercise Price from their own bank account into the designated bank account of the Company and in the case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

(V) In the event the Warrant holder(s) does not exercise the Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid shall stand forfeited by the Company.

(VI) The Warrants and the Equity Shares allotted pursuant to exercise of such warrants shall be subject to a lock-in for such period as specified under Chapter V of SEBI (ICDR) Regulations.

(VII) The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity shareholder of the Company.

RESOLVED FURTHER THAT the pre-preferential allotment shareholding of the Warrant holders, if any, in the Company shall also be subject to lock-in as per the provisions of the SEBI (ICDR) Regulations.

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

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the Form PAS-4 to the allottees inviting to subscribe to the Warrants in accordance with the provisions of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option in the Warrants held by the Warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors (the **"Board"**), or any member of the Board, or any Committee of Directors, or company secretary, or any person authorized by the Board, be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchanges for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies ("**ROC**"), National Securities Depository Limited ("**NSDL**"), Central Depository Services (India) Limited ("**CDSL**") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Warrants and Equity Shares (to be issued on exercise of the Warrants) with the depositories, viz., NSDL and CDSL and for the credit of such Warrants / Shares to the respective dematerialized securities account of the Warrant Holders 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 of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Warrants and Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Warrants or Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board of Directors, or any member of the Board, or Committee(s) of Directors duly constituted for this purpose, or company secretary, or any person authorized by the Board, in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects.**"**

Notes:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item No. 03, 04 and 05 of the Notice, is annexed hereto. The relevant details, pursuant to Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment/re-appointment at this Annual General Meeting ("AGM") are also annexed.
2. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
3. Members attending the AGM through Physical Mode shall be reckoned for the purpose of quorum for the AGM as per Section 103 of the Companies Act, 2013 (Act).
4. Pursuant to applicable provisions of Section 91 of the Companies Act, 2013, the Register of Members & Share Transfer Books of the company shall remain closed from 01st August, 2026 up to 07th August, 2026, both days inclusive.
5. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The said form can be downloaded from the Company's website www.ktl.co.in (under 'Investors' section). Members are requested to submit the said details to their depository participants ("DPs") in case the shares are held by them in electronic form and to Skyline Financial Services (P) Ltd. in case the shares are held by them in physical form.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with Skyline Financial Services (P) Ltd. in case the shares are held by them in physical form.
7. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to the Company's Registrars and Transfer Agents, Skyline Financial Services (P) Ltd. in case the shares are held by them in physical form.
8. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or Skyline Financial Services (P) Ltd. for assistance in this regard.
9. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Skyline Financial Services (P) Ltd. the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
10. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
11. Members seeking any information with regard to the accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the AGM.
12. Notice of the AGM along with the Annual Report 2025-2026 is being sent by electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report 2025-2026 will also be available on the Company's website viz. www.ktl.co.in.

13. Voting through electronic means

i. In compliance with the provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI Listing Regulations, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Skyline Financial Services (P) Ltd. on all the resolutions set forth in this Notice. The instructions for e-voting are given herein below.

ii. The Board of Directors has appointed Mr. Chetan Gaur, Practicing Company Secretary having Membership no as F13426 and Certificate of Practice no 19223, as the Scrutinizer to scrutinize the voting at the annual general meeting and remote e-voting process in a fair and transparent manner.

iii. The facility for voting, either through electronic voting system or poll paper, shall also be made available at the annual general meeting and the Members attending the annual general meeting, who have not already cast their vote by remote e-voting, may exercise their right to vote at the annual general meeting.

iv. The Members who have cast their vote by remote e-voting prior to the annual general meeting may also attend the annual general meeting but shall not be entitled to cast their vote again.

v. A Member can vote either by remote e-voting or at the annual general meeting. In case a Member votes by both the modes then the votes cast through remote e-voting shall prevail and the votes cast at the annual general meeting shall be considered invalid.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

The remote e-voting period begins on Tuesday, 04th August, 2026 at 09:00 A.M. and ends on Thursday, 06th August, 2026 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 31st July, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 31st July, 2026.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular 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.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding	1. 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

securities in demat mode with NSDL.	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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are 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 i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 4. Shareholders/Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play

Individual Shareholders holding securities in demat mode with CDSL	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 Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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. NSDL and CDSL.

Login type	Helpdesk details
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.com or call at 022 - 4886 7000
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

B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

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 chetan.gaur@cscgaur.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.

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.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 info@ktl.co.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@ktl.co.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A**) i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

For and on behalf of the Board of Directors

Sd/-
Rajesh Arora
Director

Place: New Delhi
Date: 10th July, 2026

EXPLANATORY STATEMENT
(PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013)

As required by Section 102 of the Companies Act, 2013 (the **"Act"**), and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **"SEBI (ICDR) Regulations"**) the following Explanatory Statement sets out all material acts relating to the business mentioned under Item No. 03, 04 & 05 of the accompanying Notice dated July 10, 2026:

Item 03: Regularization of Mr. Sumit Kumar Jha (DIN: 10547500) as a Director (Non-Executive and Independent Director).

The Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 01st May, 2026, approved the appointment of Mr. Sumit Kumar Jha (DIN: 10547500) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from 01st May, 2026, pursuant to Section 161 of the Companies Act, 2013 ("the Act"), subject to approval of the Members of the Company.

In terms of the provisions of Section 161 of the Act, Mr. Sumit Kumar Jha holds office as an Additional Director up to the date of the ensuing Annual General Meeting of the Company and is eligible for appointment as an Independent Director for a term of five (5) consecutive years, not liable to retire by rotation, subject to approval of the Members.

The Company has received from Mr. Sumit Kumar Jha:

- Consent in writing to act as Director in Form DIR-2;
- Intimation in Form DIR-8 to the effect that he is not disqualified to act as Director under Section 164 of the Act;
- A declaration confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations");
- Confirmation that he is not debarred from holding the office of Director pursuant to any order of the Securities and Exchange Board of India or any other authority.

The Board is of the opinion that Mr. Sumit Kumar Jha possesses the requisite integrity, expertise, experience, and proficiency for appointment as an Independent Director of the Company and fulfills the conditions specified under the Act and the Listing Regulations for such appointment.

The brief profile of Mr. Sumit Kumar Jha, including his nature of expertise and other disclosures as required under the Listing Regulations and Secretarial Standards, is provided in the annexure to the Notice.

Except Mr. Sumit Kumar Jha, being the appointee, none of the Directors or 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. 03 of the Notice.

The Board recommends the resolution set out at Item No. 03 for approval of the Members by way of a Special Resolution.

Brief profile of Mr. Sumit Kumar Jha is as under:

Name of the Director and DIN	Mr. Sumit Kumar Jha (DIN: 10547500)
Age	35 years
Qualifications	Mr. Sumit Kumar Jha is a qualified Company Secretary from the Institute of Company Secretaries of India.
Experience / Brief Profile/ Expertise in specific functional areas	Mr. Sumit Kumar Jha is a multidisciplinary professional having a firm grasp over Companies Act as well as SEBI (LODR) regulations along with other allied and corporate laws.

Date of first appointment on the Board	01/05/2026
Number of Meetings of the Board attended during the year	NA
Directorships held in other companies (Except Section 8 and Foreign Companies)	NIL
Memberships/Chairmanships of Committees of other Boards	NIL
Listed entities from which the person has resigned from the directorship in the past three years	Nil
Number of shares held in the Company (Including shareholding as a beneficial owner)	NIL
Terms and conditions of re-appointment including remuneration	5 Years
Remuneration last drawn (FY 2025-26)	NIL
Nature of expertise in specific functional Areas	Corporate Laws, SEBI regulations, Financial Accounting, Taxation and strategic consulting.
Relationship with other Directors, Managers and Key Managerial Personnel of the Bank	None
The Justification for choosing the appointees for appointment of Independent directors	The Board considers that given his educational qualifications and certifications, his association would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director for a term of 5 (Five) consecutive years from 34th Annual General Meeting to 39th Annual General Meeting, not liable by rotation.

Item 04: To increase in authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company

To comply with the regulatory requirements prescribed by RBI for NBFCs, the Company proposes to undertake a preferential offer, which requires an increase in the authorized share capital through infusion of additional capital into the Company. The present Authorized Share Capital stands at ₹5,50,00,000/- (Rupees Five Crores Fifty Lakhs Only) and it is proposed to increase the same to ₹10,00,00,000/- (Rupees Ten Crore Only).

Increase in the Authorised Capital of the Company will also require consequential amendment in Clause V of the Memorandum of Association (MOA) of the Company. A copy of the Memorandum of Association of the Company duly amended will be available for inspection in the manner provided in this Notice.

Pursuant to Section 13 and 61 of the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing of ordinary resolution to that effect.

None of the Directors of the Company or Key Managerial Personnel or their respective relatives except to the extent of their shareholding in the Company, if any, are in any way, concerned or interested financially or otherwise in the resolution set out under Item No. 04 of the Notice.

The Board recommends the resolution as set out under Item No. 04 of the accompanying Notice for approval of the Members to be passed as an Ordinary Resolution.

Item 05: Issuance of upto 60,00,000 Warrants convertible into Equity Shares to the persons belonging to Non-Promoter category on Preferential basis

In accordance with section 23(1)(b), 42, 62(1)(c) of the Companies Act, 2013 (the **"Act"**), read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and any other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and in accordance with the SEBI (ICDR) Regulations and the Listing Regulations, as amended from time to time, subject to the requisite approvals, consents and permissions as may be necessary or required from regulatory or other appropriate authority, approval of shareholders of the Company by way of special resolution is required to issue warrants convertible into equity shares by way of private placement on a preferential basis to the proposed allottees.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI (ICDR) Regulations, and other relevant details in respect of the proposed Preferential Issue of Warrants Convertible into Equity Shares are as under:

a. Particulars of the Preferential Issue including date of passing of Board resolution:

The Board of Directors of the Company at their meeting held on Friday, July 10, 2026, subject to the approval of the Members of the Company and such other approvals as may be required, approved to issue and allot in one or more tranches, up to 60,00,000 (Sixty Lakhs) warrants convertible into equity shares (**"Warrants"**), at a price of ₹11/- (Rupees Eleven Only) per warrant, aggregating up to ₹6,60,00,000.00/- (Rupees Six Crore Sixty Lakh Only) ("**Total Issue Size**"), with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up equity share of the Company of face value ₹10.00/- (Rupees Ten only), each at a premium of ₹1/- per share for each Warrant within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("**Warrant Holder"/ "Proposed Allottees**") belonging to Non-Promoter Category of the Company on a preferential basis ("**Preferential Issue**"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI (ICDR) Regulations, or other applicable laws as mentioned in the resolution no. 5.

S. No.	Name of the proposed allottee	Category (Promoter Group/ Non-Promoter)	No. of warrants proposed to be allotted
1.	Vipul Garg	Non-Promoter	6,00,000
2.	Nidhi Jindal	Non-Promoter	6,00,000
3.	Kushal Jain	Non-Promoter	6,00,000
4.	Kashish Garg	Non-Promoter	6,00,000
5.	Vasu Suneja	Non-Promoter	6,00,000
6.	Sanjiv Khurana	Non-Promoter	6,00,000
7.	Anuj Garg	Non-Promoter	6,00,000
8.	Shruti Garg	Non-Promoter	6,00,000
9.	Aditya Gupta	Non-Promoter	6,00,000
10.	Aanya Garg	Non-Promoter	6,00,000
		Total	**60,00,000**

b. Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued:

The Company proposes to offer, issue and allot, in one or more tranches, up to 60,00,000 (Sixty Lakhs) warrants convertible into equity shares ("**Warrants**"), at a price of ₹11/- (Rupees Eleven Only) per warrant, aggregating up to ₹6,60,00,000.00/-

(Rupees Six Crore Sixty Lakh Only) (“**Total Issue Size**”) by way of preferential issue.

c. Objects of the Issue:

The Company has come up with the preferential issue to be most cost and time effective way for raising additional capital, the Board of Directors of the Company proposed to raise funds up to ₹6,60,00,000/- (Rupees Six Crore Sixty Lakh Only) through issue of Warrants convertible into equity shares on preferential basis to the person/entity belongs to the non-promoter category of the Company.

Further as per the notification issued by the RBI i.e. Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March, 2022, non-banking financial companies holding a certificate of registration as on October 22, 2021 issued by the Reserve Bank of India and having net owned fund of less than ₹10.00/- crore (Rupees Ten Crore Only), shall require to achieve the Net owned Fund of ₹10.00/- crore (Rupees Ten Crore Only) by March 31, 2027.

Accordingly, the Company needs to raise additional funds to achieve the Net Owned Fund of ₹10/- crores, which shall be required to maintain by the Company as per notification issued by Reserve Bank of India under Notification No. DOR.CRE.060.CGM(MM) 2022 dated 17th March 2022 and to meet out the working capital requirement, and other general corporate purposes of the Company.

Accordingly, the Company intends to utilize the proceeds raised through the Preferential Issue (“**Issue Proceeds**”) towards:

1. To augment the Net Owned Fund (“NOF”) of the Company in order to comply with the minimum NOF requirement prescribed by the Reserve Bank of India;
2. To meet the working capital requirements of the Company; and
3. For general corporate purposes.

d. Maximum number of securities to be issued and price at which securities being offered:

The Company proposes to offer, issue and allot, in one or more tranches, up to 60,00,000 (Sixty Lakhs) warrants convertible into equity shares (“**Warrants**”), at a price of ₹11/- (Rupees Eleven Only) per warrant, aggregating up to ₹6,60,00,000.00/- (Rupees Six Crore Sixty Lakh Only) (“**Total Issue Size**”) by way of Preferential Issue.

The price for the allotment of securities to be issued is based on the minimum price determined in accordance with Chapter V of SEBI (ICDR) Regulations is fixed at ₹11/- (Rupees Eleven Only) per convertible warrant.

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

The Board of the Company has fixed the Issue price of ₹ 11/- (Rupees Eleven Only) each which is above the Minimum Price as determined in compliance with the requirements of the SEBI ICDR Regulations. The minimum price in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations is ₹10.93/- per warrant.

The shares of the Company are listed at BSE Limited and are infrequently traded. Articles of Association of the Company does not provide for any particular method of determination of price, however the proposed allotment is more than 5% of the post issue fully diluted Equity Share Capital of the Company to an allottee or to allottees acting in concert therefore the price is determined in compliance with Regulation 165 read with Regulation 166A of SEBI ICDR Regulations for Preferential Issues taking into account valuation parameters including book value, comparable trading multiples and such other parameters as are customary for valuation of shares.

The valuation was performed by Mr. Manish Manwani, a Registered Valuer (Registration No. IBBI/RV/03/2021/14113) having his office located at Unit No. 125, Tower B-3, Spaze Itech Park, Sohna Road, Sector 49, Gurugram Haryana 122018 in accordance with regulation 165 and regulation 166A of SEBI (ICDR) Regulations. The certificate of Independent Valuer confirming the minimum price for preferential issue as per chapter V of SEBI (ICDR) Regulations is available for inspection at the Registered Office of the Company between 10:00 A.M. to 05:00 P.M. on all working days upto the date of AGM and uploaded on the website of the Company. The link of Valuation Report is www.ktl.co.in

f. Relevant Date

The relevant date as per Regulation 161 of SEBI (ICDR) Regulations, for determination of minimum issue price for the issue of convertible warrant is Wednesday, July 08, 2026, being 30 days prior to the date of Annual General Meeting of the shareholders of the Company scheduled to be held on, i.e., Friday, 07 August 2026.

g. The intent of the promoters, directors, key managerial personnel or senior management of the issuer to subscribe to the offer

None of the existing promoters, directors or key managerial personnel or Senior Management of the Company intends to subscribe to any of the warrants convertible into equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

h. Time frame within which the Preferential Issue shall be completed:

As required under the SEBI (ICDR) Regulations, the preferential allotment of warrants shall be completed within a period of 15 days of passing the special resolution or such extended time, as may be approved by the Regulatory Authorities, from the date of approval of the members to the preferential issue, provided that where the said allotment is pending on account of pendency of any approval for such allotment by any Regulatory Authority, the allotment shall be completed within a period of 15 days from the date of receipt of such approval.

i. The Shareholding Pattern of the issuer before and after the preferential issue:

The shareholding pattern of the Company before and after the proposed preferential issue to non-promoter category is likely to be as follows:

Category and Name of the Shareholders		Pre-Issue Shareholding#		Warrants to be allotted	Post-Issue shareholding (Post Preferential allotment)	
		No. of equity shares held	% of Shares		No. of equity shares held	% of Shares*
A	Promoter and Promoter Group Shareholding					
A1	Indian Promoter	24,00,000	71.43%	-	24,00,000	25.64%
A2	Foreign Promoter	0	0.00%	0	0	0.00%
	Sub Total A=A1+A2	**24,00,000**	**71.43%**	**0**	**24,00,000**	**25.64%**
B	Public Shareholding					
	Institutions					

B1	**Institutions (Domestic)**	0	0.00%	0	0	0.00%
B2	**Institutions (Foreign)**	0	0.00%	0	0	0.00%
B3	**Central Government/ State Government(s)/ President of India**	0	0.00%	0	0	0.00%
B4	**Non-Institutions**					
	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	8,37,862	24.94%	0	8,37,862	8.95%
	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	21,300	0.63%	60,00,000	60,21,300	64.33%
	Non-Resident Indians (NRIs)	300	0.01%	0	300	0.00%
	Bodies Corporate	85,292	2.54%	0	85,292	0.91%
	Any Other (specify)	**15,246**	**0.45%**	**0**	**15,246**	**0.16%**
	HUF	14,256	0.42%	0	14,256	0.15%
	Firm	990	0.03%	0	990	0.01%
	Sub Total B= B1+B2+B3+B4	**9,60,000**	**28.57%**	**60,00,000**	**69,60,000**	**74.36%**
	Total Shareholding(A+B)	**33,60,000**	**100%**	**60,00,000**	**93,60,000**	**100%**

 # Pre-Issue Shareholding is as per the Shareholding Pattern filed by the company for Quarter ended March 31, 2026.

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis, i.e., ₹9,36,00,000/- (Rupees Nine Crore Thirty-Six Lakhs Only) divided into 93,60,000 (Ninety-Three Lakh Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 60,00,000 Warrants to be allotted in the current preferential issue.*

j. Consequential Changes in the control and change in management.

There will not be any change in the Composition of the Board, the existing promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholding of the Promoter and Promoter Group consequent to preferential allotment.

k. The 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.

During the year, the Company has not made any allotment on preferential basis.

l. Principle terms of assets charged as securities.

Not applicable.

m. Material terms of raising such securities

The Equity shares being issued after the conversion of such convertible warrants shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

n. Lock-In Period and Transferability

The Warrants and the equity shares to be allotted pursuant to the exercise of the Warrants issued on Preferential Issue shall be subject to 'lock-in' for such period(s), as may be applicable to each of the investor(s), in accordance with the provisions of Chapter V of the SEBI (ICDR) Regulations and any other applicable law for the time being in force.

Further the entire pre-preferential allotment shareholding of the allottees, if any, shall be locked-in from the relevant date up to a period of 90 (Ninety) trading days from the date of allotment of such securities.

o. The current and proposed status of the allottee(s) post Preferential Issue namely, non-promoters:

S. No.	Name of the proposed allottee	Current Status	Post Status
1.	Vipul Garg	Non-Promoter	Non-Promoter
2.	Nidhi Jindal	Non-Promoter	Non-Promoter
3.	Kushal Jain	Non-Promoter	Non-Promoter
4.	Kashish Garg	Non-Promoter	Non-Promoter
5.	Vasu Suneja	Non-Promoter	Non-Promoter
6.	Sanjiv Khurana	Non-Promoter	Non-Promoter
7.	Anuj Garg	Non-Promoter	Non-Promoter
8.	Shruti Garg	Non-Promoter	Non-Promoter
9.	Aditya Gupta	Non-Promoter	Non-Promoter
10.	Aanya Garg	Non-Promoter	Non-Promoter

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

The allotment is proposed to be made to the proposed allottees as mentioned at point no. (q) below.

q. Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues

S. No.	Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre-Preferential		Warrants	Post Preferential	
				Shares	%		Shares	%*
1.	Vipul Garg	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
2.	Nidhi Jindal	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
3.	Kushal Jain	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
4.	Kashish Garg	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
5.	Vasu Suneja	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
6.	Sanjiv Khurana	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
7.	Anuj Garg	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
8.	Shruti Garg	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
9.	Aditya Gupta	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%
10.	Aanya Garg	Non-Promoter	Not Applicable	0	0.00%	6,00,000	6,00,000	6.41%

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis, i.e., ₹9,36,00,000/- (Rupees Nine Crore Thirty-Six Lakhs Only) divided into 93,60,000 (Ninety Three Lakh Sixty Thousand) Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 60,00,000 Warrants to be allotted in the current preferential issue.*

r. 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

S. No.	Name of the Proposed Allottee	Category	Percentage of post preferential issue*
1.	Vipul Garg	Non-Promoter	6.41%
2.	Nidhi Jindal	Non-Promoter	6.41%
3.	Kushal Jain	Non-Promoter	6.41%
4.	Kashish Garg	Non-Promoter	6.41%
5.	Vasu Suneja	Non-Promoter	6.41%
6.	Sanjiv Khurana	Non-Promoter	6.41%
7.	Anuj Garg	Non-Promoter	6.41%
8.	Shruti Garg	Non-Promoter	6.41%
9.	Aditya Gupta	Non-Promoter	6.41%
10.	Aanya Garg	Non-Promoter	6.41%

**These percentages have been calculated on the basis of post preferential share capital of the Company on fully diluted basis, i.e., ₹9,36,00,000/- (Rupees Nine Crore Thirty-Six Lakhs Only) divided into 93,60,000 (Ninety-Three Lakh Sixty Thousand)*

Equity Shares of ₹10/- (Rupees Ten Only) each after taking into consideration 60,00,000 Warrants to be allotted in the current preferential issue.

s. Justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer.

Not applicable, since the proposed allotment of warrants will be made on cash basis.

t. Amount which the company intends to raise by way of such securities:

The company intends to raise amount aggregating up to ₹6,60,00,000.00/- (Rupees Six Crore Sixty Lakh Only) ("**Total Issue Size**") through issuance of up to 60,00,000 warrants convertible into equity shares at an issue price of ₹11/- per warrant.

u. Certificate of Practicing Company Secretary

The certificate from Practicing Company Secretary pursuant to Regulation 163(2) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, certifying that the preferential issue of warrants convertible into equity shares is being made in accordance with requirements of Chapter V of SEBI (ICDR) Regulations has been obtained considering the said preferential issue. The copy of said certificate may be accessed on the Company's website www.ktl.co.in.

v. Other disclosures/Undertaking

i. The Company, its Promoters and its Directors are not categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India and have not been categorized as a fraudulent borrower.

ii. None of its directors or promoters are fugitive economic offenders as defined under the SEBI (ICDR) Regulations.

iii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

iv. The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottees, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI before an application seeking in-principle approval is made by the Company to the stock exchange(s) where its equity shares are listed;

v. The Company shall be making application seeking in-principle approval to the stock exchange(s), where its equity shares are listed, on the same day when this notice will be sent in respect of the general meeting seeking shareholders' approval by way of special resolution;

vi. The Company is in compliance with the conditions for continuous listing.

vii. Since the Equity Shares have been listed on the recognized stock exchanges for a period of more than 90 trading days prior to the Relevant Date, the Company is not required to re-compute the price in terms of Regulation 163(1)(g) and Regulation 163(1)(h) of SEBI (ICDR) Regulations.

viii. None of the allottees have sold or transferred any Equity Shares during the 90 trading days preceding the relevant date.

ix. None of the proposed allottees hold any equity shares of the company.

x. None of the allottees have previously subscribed to any shares of the Company during the last one year.

xi. The Company has complied with the applicable provisions of the Companies Act, 2013. The provisions of Section 62 of the Companies Act, 2013 (as amended from time to time) and the SEBI (ICDR) Regulations provide, inter alia, that when it is proposed to increase the issued capital of the Company by allotment of further shares, such shares are required to be first offered to the existing members of the Company for subscription unless the members decide otherwise through a Special Resolution.

The Board of Directors of the Company believes that the proposed preferential issue is in the best interest of the Company and its members. The Board of Directors recommends the passing of the resolution as set out in Item No. 05 as Special Resolution for your approval.

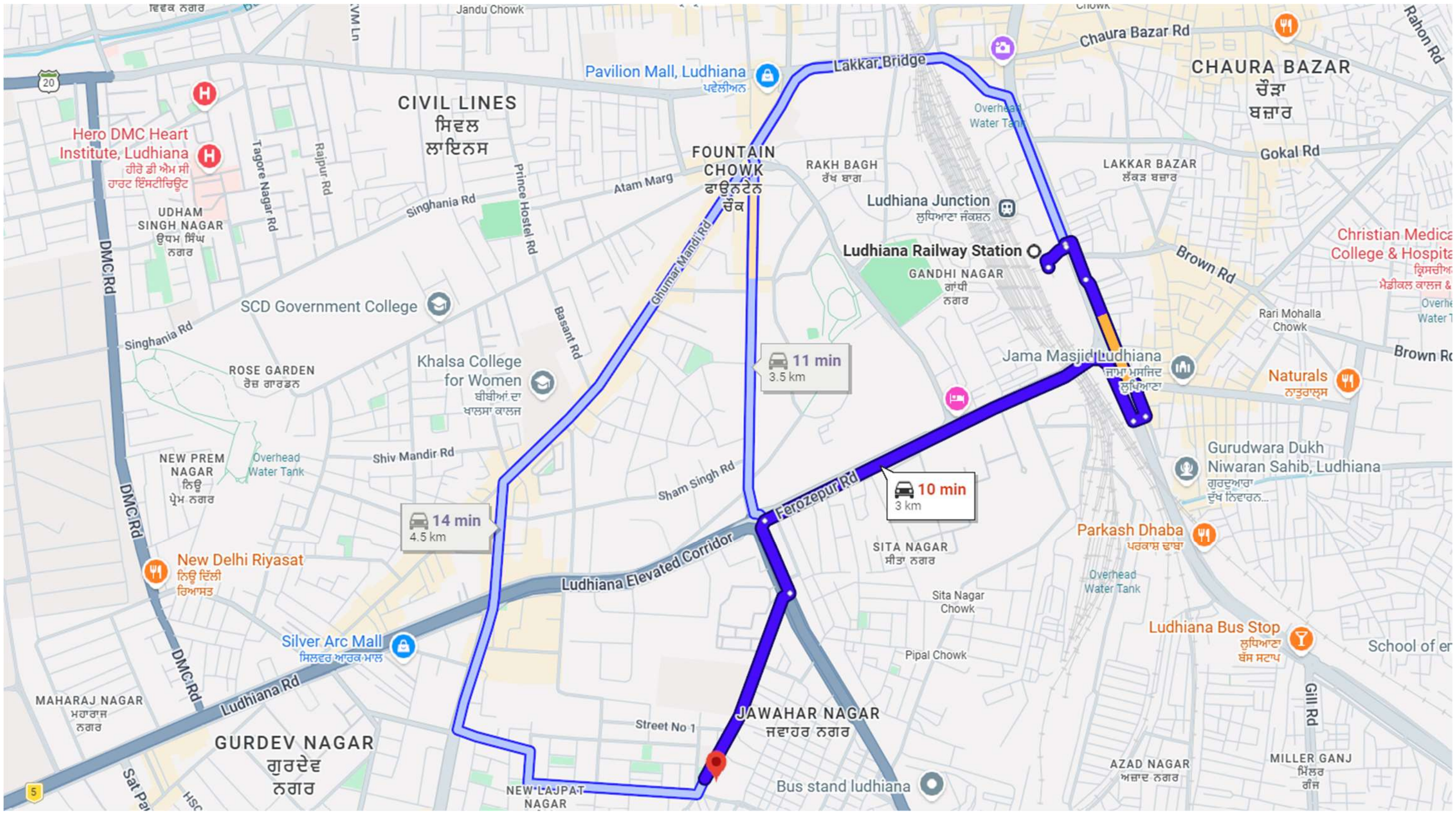
None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

For and on behalf of the Board of Directors

Sd/-
Rajesh Arora
Director

Place: New Delhi
Date: 10th July, 2026

<u>Route Map from Ludhiana Railway Station to venue of the Meeting.</u>



Form No. MGT-11
Proxy form
[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L67120PB1992PLC012532
Name of the company: Kinetic Trust Limited
Registered office: **-** 527R, City Tower 2nd Floor, Ludhiana, Punjab – 141002

Name of the Member(s): Registered Address: Email id: Folio No/Client Id: DP ID:

I/We, being the member (s) of ……………………………...shares of the above named company, hereby appoint

1. Name:
   Address:
   E-mail Id:
   Signature…………………………………………………. or failing him

2. Name:
   Address:
   E-mail Id:
   Signature…………………………………………………. or failing him

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 07^{th} day of August, 2026 at 01.00 P.M. at Flat No 4, 1st Floor, Khurana Complex, Kochar Market Chowk, Ludhiana, Punjab – 141002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolutions

1. To consider and approve Adoption of Audited Financial statements
2. To Approve the Reappointment of Directors

Special Resolutions

3. To Regularize the appointment of Additional Director, Mr. Sumit Kumar Jha (DIN: 10547500) as a Non-Executive & Independent Director of the Company
4. To increase the authorized share capital of the Company and consequential amendment in Memorandum of Association of the Company
5. To approve Issuance of upto 60,00,000 Warrants convertible into Equity Shares to the persons belonging to Non-Promoter category on Preferential basis

Signed this……………… day of………………………….…… 2026.

Affix Revenue Stamp

Signature of shareholder:

Signature of Proxy holder(s):

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

Annual General Meeting on 07th August, 2026

Full name of the members attending ____(In block capitals)

Ledger Folio No./Client ID No. ______________________ No. of shares held: ______________________________

Name of Proxy ____________________________________

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the Annual General Meeting of the M/s Kinetic Trust Limited held at Flat No 4, 1st Floor, Khurana Complex, Kochar Market Chowk, Ludhiana, Punjab – 141002 on Friday, the 07th day of August, 2026 at 01:00 P.M.

(Member's /Proxy's Signature)

Note:

1) Members are requested to bring their copies of the Notice to the meeting, since further copies may not be available.

2) The Proxy, to be effective should be deposited at the Registered Office of the Company not less than FORTY EIGHTHOURS before the commencement of the meeting.

3) A Proxy need not be a member of the Company.

4) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.

5) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.

DIRECTOR'S REPORT

DEAR SHAREHOLDERS

Your Board of Directors have pleasure in presenting 34th Annual Report of the company on the business and operations of the company along with Audited Financial Statements for the financial year ended March 31, 2026.

FINANCIAL RESULTS

The financial results of the company operations for the year under review and those of the previous years are as follows:

(Rs. In Lacs)

PARTICULARS	CURRENT YEAR	PREVIOUS YEAR
Revenue from operations	**175.12**	**118.24**
Other Income	**0.05**	**0**
Profit (Loss)/before extraordinary Items and tax	**20.93**	**24.45**
Less extraordinary items	**-**	**-**
Profit/(loss) before tax	**20.93**	**24.45**
Dividend	**-**	**-**

PERFORMANCE OF THE COMPANY

The Directors of the company shall continue their endeavor to improve the trend of growth in the coming years.

AUDITORS

As per the provisions of Section 139, 141 of the Companies Act, 2013 and rules made thereunder (hereinafter referred to as "the Act"), the Company at its 33rd Annual General Meeting ('AGM") approved the appointment of M/s. Sunita Agrawal & Co, Chartered Accountants (FRN: 515225C) as Statutory Auditor for a period of 5 years commencing from the conclusion of 33rd AGM till the conclusion of the 38th AGM to be held in the year 2030.

DIRECTORS

The Board of Directors of the Company is duly constituted as per regulation 17 of SEBI (LODR) 2015 with an exception that Mr. Hardev Singh (having DIN: 09700966) had resigned from the post of Whole Time Director with effect from 13/02/2026. This has resulted in an imbalance in the proper composition of board of directors as on 31st March 2026 as per Section 203 of the Companies Act, 2013.

The Board places on record its appreciation for the valuable contributions made by Mr. Hardev Singh during his tenure as Director of the Company.

All independent Directors have confirmed that they are complying with the requirement of Section 149(6) of the Companies Act, 2013 and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

DIRECTOR'S RESPONSIBILTY STATEMENT

Pursuant to clause (c) of the provisions of Section 134(3) of the Companies Act, 2013, the Directors hereby confirm the responsibility for the integrity and objectivity of the Profit & Loss Account for the year ended 31st March, 2026 and the Balance Sheet as at that date ("Financial Statements") and confirm that:

1. In the preparation of the annual accounts for the year ended March 31, 2026 the applicable accounting standards read with requirements set out in the Companies Act, 2013 have been followed and there are no material departures from the same.

2. We have selected such accounting policies that are reasonable, prudent and applied them consistently and made judgments and estimates so as to give a true and fair view of the state of affairs of the company as at March 31, 2026 and of the profit of the company for the year ended on that date.

3. We have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safe guarding the assets of the company and for preventing and detecting fraud and other irregularities.

4. We have prepared the annual returns of the company on a going concern basis.

5. We have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.

6. We have devised proper systems to ensure compliance of all applicable laws and that such systems were adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2025-2026.

SECRETARIAL AUDITORS' REPORT

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s C Gaur and Associates, Company Secretaries (FRN: S2017DE529000), were appointed as the Secretarial Auditors of the Company at the Annual General Meeting held in the year 2025 for a term commencing from the Financial Year 2025-26 and continuing up to the conclusion of the Annual General Meeting to be held in the year 2030.

The Secretarial Audit Report in Form MR-3 for the Financial Year 2025-26 is annexed to this Report as **Annexure-A** and forms an integral part of this Report.

Pursuant to Section 134(3)(f) of the Companies Act, 2013, the explanations/comments of the Board on the observations made by the Secretarial Auditors are as under:

S. No.	Auditor's Observation	Board's Comments
1.	The Website of the Company is not updated on some counts as per Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.	The Board notes the observation. Certain disclosures on the Company's website were not updated within the prescribed timelines under Regulation 46 of the SEBI (LODR) Regulations, 2015. The Company has since updated the requisite information and strengthened its internal monitoring mechanism to ensure timely updation of all statutory disclosures on the website going forward.
2.	There was no Company Secretary and Compliance Officer in the Company from date 12/02/2026 to 01/06/2026 and this is violation of the provisions of Section 203 of the Companies Act, 2013 read with Rule 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The vacancy in the office of the Company Secretary and Compliance Officer arose due to cessation of the previous incumbent. The Company took necessary steps to identify a suitable candidate and appointed **Ms. Pooja Agrawal** as the Company Secretary and Compliance Officer with effect from **June 1, 2026**. The Board has put in place measures to ensure timely compliance with the applicable provisions in future.
3.	BSE imposed a fine of INR 9,000/- on the Company for the delayed submission of the statement on shareholder complaints under Regulation 13(3) of the SEBI (LODR) Regulations, 2015 for the quarter ended June 2025. The Company has duly paid the said fine.	The delay in submission of the statement of investor complaints under Regulation 13(3) of the SEBI (LODR) Regulations, 2015 was inadvertent. The Company has paid the fine imposed by BSE Limited and has strengthened its compliance monitoring mechanism to ensure timely filing of all statutory submissions in future.
4.	BSE imposed a fine of INR 10,000/- on the Company for the delayed submission of prior intimation of the meeting of the Board of Directors dated 06/11/2025 under Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015. The Company has duly paid the said fine.	The delay in submitting the prior intimation of the Board Meeting under Regulation 29 of the SEBI (LODR) Regulations, 2015 was inadvertent. The Company has paid the fine levied by BSE Limited and has implemented appropriate internal controls to ensure timely compliance with the applicable regulatory requirements.
5.	Pursuant to the SEBI Master Circular dated November 11, 2024, BSE has frozen the demat accounts of the promoters due to the Company's non-payment of fines levied under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Board notes the observation. The freezing of the promoters demat accounts by BSE Limited was a consequential action under the applicable SEBI framework owing to the non-payment of fines within the stipulated time. Upon payment of the outstanding fines and completion of the requisite formalities, the Company initiated the process for revocation of the freezing in accordance with the applicable SEBI and Stock Exchange requirements.
6.	Non-compliance with Regulation 17 (1C) of SEBI (LODR) Regulations, 2015: Mr. Hardev Singh (DIN: 09700966) was appointed as an Additional Director of the Company with effect from 06/01/2025 and regularised by the shareholders in the 33rd Annual General Meeting held on 22/09/2025.	The Board notes the observation. The approval of the shareholders for the appointment of **Mr. Hardev Singh (DIN: 09700966)** as a Director was obtained at the 33rd Annual General Meeting held on September 22, 2025. The delay in obtaining shareholders approval within the timeline prescribed under Regulation 17(1C) of the SEBI (LODR) Regulations, 2015 was inadvertent. The Board has strengthened its compliance monitoring mechanism to ensure timely compliance with the applicable regulatory requirements.

REGISTRATION WITH RESERVE BANK OF INDIA AS NBFC

The company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998.

INFORMATION PURSUANT TO THE PROVISIONS OF PARA 10 OF NON- BANKING FINANCIAL COMPANIES (RBI) DIRECTIONS, 1977.

Neither the Company has accepted any Public Deposits during the year nor the Company is holding prior Public Deposits, therefore the information called for is not applicable.

CORPORATE GOVERNANCE REPORT, MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The company is committed to maintain the higher standards of corporate governance. Your directors adhered to the requirements set out in the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and have implemented all the prescribed requirements. Pursuant to Regulation 34(3) of the SEBI LODR. The Reports on Corporate Governance with auditors' certificate thereon and Management Discussion and Analysis have been incorporated in the Annual Report and form an integral part of the Board's report.

FORMAL ANNUAL EVALUATION OF THE PERFORMANCE OF THE BOARD, ITS COMMITTEES & INDIVIDUAL DIRECTORS

The Board of Directors have evaluated the performance of all Independent Directors, Non-Independent Directors and its Committees. The Board deliberated on various evaluation attributes for all directors and after due deliberations made an objective assessment and evaluated that all the directors in the Board have adequate expertise drawn from diverse industries and business and bring specific competencies relevant to the Company's business and operations. The Board found that the performance of all the Directors was quite satisfactory.

The Board also noted that the term of reference and composition of the Committees was clearly defined. The Committee performed their duties diligently and contributed effectively to the decisions of the Board.

The functioning of the Board and its committees were quite effective. The Board evaluated its performance as a whole and was satisfied with its performance and composition of Independent and Non-Independent Directors.

OTHER DISCLOSURES UNDER COMPANIES ACT, 2013

1. Number of Board Meetings

The Board met eight times during the Financial Year 2025-2026, the details of the Board Meetings and attendance of the Directors are provided in the Corporate Governance Report that forms part of this Annual Report. The Intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013. The dates are 25/04/2025; 28/05/2025; 03/07/2025;11/08/2025; 20/08/2025; 06/09/2025; 29/12/2025 and 13/02/2026.

2. Composition of Audit Committee

The details pertaining to composition of audit committee are given in the Corporate Governance Report, which forms part of this Annual Report.

3. Related Party Transactions

All the related party transactions are entered on arm's length basis and in the ordinary course of business. The Company has complied with all the applicable provisions of the Act and SEBI LODR in this regard. No contracts or arrangements have been entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act, 2013 including an arm's length transactions under third proviso.

4. Particulars of Loans, Guarantees and Investments

The particulars of loans, guarantees and investments have been disclosed in the financial statements.

5. Fixed Deposits

Company has not accepted any deposits within the meaning of Section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014.

6. Comments on Auditor's Report

There is no adverse remark or comments in Statutory Auditor's report and therefore no comments are required in the Director's report.

7. Vigil Mechanism and Whistle Blower Policy

In pursuance of Section 177(9) of the Companies Act, 2013 and the SEBI LODR, the company has in place a Vigil Mechanism/Whistle Blower Policy for Directors and employees to report genuine concern. More details pertaining to the same are given in the Corporate Governance Report.

8. Nomination & Remuneration & Evaluation Policy

In Pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI LODR, the Board of Directors have approved Nomination & Remuneration & Evaluation policy for appointment, remuneration and evaluation of the Directors, key management personnel and senior management personnel. The details of the Nomination, Remuneration Committee, Nomination & Remuneration & Evaluation Policy and annual evaluation carried out by the Board of Directors are given in the Corporate Governance Report.

9. Particular of Employees and Analysis of Remuneration.

Particular of employees and analysis of remuneration as required under Section 197(12) of the Companies Act, 2013 read with rule 5 of the Companies (Appointment and remuneration of Managerial Personnel) Rules 2014 are enclosed in Annexure- C.

10. Transfer to reserve

The Board of Directors of your company has decided not to transfer any amount to the Reserves for the financial year under review.

11. Dividend

The Board of Directors of your company, after considering holistically the relevant circumstances, has decided that it would be prudent, not to recommend any Dividend for the financial year under review.

12. Miscellaneous Disclosures

i. The details about risk management have been given in the Management discussion and analysis.
ii. There is no material change and commitments affecting the financial position of the company which has occurred between the end of the financial year and the date of the report.
iii. The company does not have any subsidiary and joint venture companies.
iv. There is no significant and material order passed during the year by the regulators, courts, tribunals which can impact the going concern status and the Company's operations in the future.
v. During the year under review, the Statutory Auditor in their report have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013.
vi. The Company has Complied with the applicable Secretarial Standards (as amended from time to time) on

meetings of the Board of Directors and Meeting of Shareholders (EGM/AGM) i.e. SS-1 and SS-2 issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

vii. During the year the company has not received any complain under the sexual harassment of women at work place (Prevention, Prohibition and Redressal), Act, 2013.

viii. During the year under review, no Corporate Insolvency Resolution Process/ proceedings were initiated by / against the company under Insolvency and Bankruptcy Code, 2016.

Corporate Social Responsibility

The Company is not required to constitute a Corporate Social Responsibility Committee as it does not fall within purview of Section 135(1) of the Companies Act, 2013 and hence it is not required to formulate policy on corporate social responsibility.

COST RECORD

As per section 148 of the Companies Act, 2013, read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to maintain cost records.

DIFFERENCE IN VALUATION

The Company has not made any one-time settlement for loans taken from the Banks or Financial Institutions, and hence the details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof is not applicable.

MATERNITY BENEFIT

The Company affirms that it has duly complied with all provisions of the Maternity Benefit Act, 1961, and has extended all statutory benefits to eligible women employees during the year.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORBTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The company is a NBFC, therefore the information with regard to conservation of energy, technology absorption as required by the Companies (Accounts) Rules, 2014 relating to conservation of energy and technological absorption do not apply and hence no disclosure is being made in this report.

FOREIGN EXCHANGE EARNINGS AND OUTGO:

Particulars	Current Year (2025-2026)	Previous Year (2024-2025)
(a) Foreign Exchange Inflow	Nil	Nil
(b) Foreign Exchange Outflow	Nil	Nil

ACKNOWLEGEMENTS

Directors wish to express their grateful appreciation for assistance and cooperation received from shareholders for

their support, faith and confidence in the company. Your directors place on records their sincere appreciation for the guidance, support and co-operation of our auditors, the legal advisors and bankers.

For and on behalf of the Board of Directors

Sd/-

Date: 10th July, 2026 **Rajesh Arora**
Place: New Delhi **Director**
DIN: 00662396

FORM NO.MR-3
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED 31st March 2026
[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
KINETIC TRUST LIMITED
(L67120PB1992PLC012532)

Reg. office:
527R, City Tower
2nd Floor, Model Town,
Ludhiana Punjab- 141002

Corp. Office:
1406, Vikram Towers,
16, Rajendra Place,
New Delhi- 110008

We have conducted the Secretarial Audit of the compliance of applicable Statutory Provisions and the adherence to good corporate practices by **KINETIC TRUST LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **KINETIC TRUST LIMITED** (the company's) books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and; authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2026 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by "the Company" for the financial year ended on 31st March 2026, to the extent applicable, according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings **(Not applicable during the year);**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

(c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable during the year);**

(e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021; **(Not applicable during the year);**

(f) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **(Not applicable during the year);**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **(Not applicable during the year);**

(h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; **(Not applicable during the year);**

(vi) The Reserve Bank of India regulations under the Reserve Bank of India Act;

(vii) Other Acts- As per the information provided by the company its officers and authorized representative, there is no other act /s applicable specifically to the Company.

We have also examined compliance with the applicable clauses of the following:

(i) Secretarial Standards issued by The Institute of Company Secretaries of India. (as amended from time to time).

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 entered into by the Company with BSE Limited.

To the best of my understanding, during the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to compliance of the following;

1. The Website of the Company is not updated on some counts as per Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015.
2. There was no Company Secretary and Compliance Officer in the Company from date 12/02/2026 to 01/06/2026 and this is violation of the provisions of Section 203 of the Companies Act, 2013 read with Rule 6 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.
3. BSE imposed a fine of **INR 9,000/-** on the Company for the delayed submission of the statement on shareholder complaints under **Regulation 13(3) of the SEBI (LODR) Regulations, 2015** for the quarter ended June 2025. The Company has duly paid the said fine.
4. BSE imposed a fine of **INR 10,000/-** on the Company for the delayed submission of prior intimation of the meeting of the Board of Directors dated 06/11/2025 under **Regulation 29(2)/29(3) of the SEBI (LODR) Regulations, 2015**. The Company has duly paid the said fine.
5. Pursuant to the SEBI Master Circular dated November 11, 2024, BSE has frozen the demat accounts of the promoters due to the Company's non-payment of fines levied under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
6. **Non-compliance with Regulation 17 (1C) of SEBI (LODR) Regulations, 2015**: Mr. Hardev Singh (DIN: 09700966) was appointed as an Additional Director of the Company with effect from 06/01/2025 and regularised by the shareholders in the 33rd Annual General Meeting held on 22/09/2025.

We further report that based on the information provided by the company, its officers and its authorized representatives during the conduct of the audit , and also on the report by respective department heads /Company Secretary /CFO , taken on record by the Board of Directors of the Company, in my opinion, adequate system and processes and control mechanism exist in the company to monitor and to ensure the compliance with applicable general laws such as labour laws and environmental laws to the extent applicable to it.

We further report, that the compliance by the company of the applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same have been subject to review by statutory financial auditor and other designated professionals.

We further report, that the Board of Directors of the Company is duly constituted as per regulation 17 of SEBI (LODR) 2015 with an exception that Mr. Hardev Singh (having DIN: 09700966) had resigned from the post of Whole Time Director with effect from 13/02/2026 and the Company had intimated BSE about the event on 13/02/2026. This has resulted in an imbalance in the proper composition of board of directors as on 31st March 2026 as per Section 203 of the Companies Act, 2013.

The changes in the composition of the Board of Directors/ KMP that took place during the period under review were as under. None of the directors were disqualified during the year.

1. Ms. Varsha Jain, Company Secretary and Compliance Officer of the Company had resigned from the Company with effect from 12/02/2026 and the Company had intimated BSE about the event on 12/02/2026.

2. Mr. Hardev Singh (having DIN: 09700966) had resigned from the post of Whole Time Director on with effect from 13/02/2026 and the Company had intimated BSE about the event on 13/02/2026.

3. Ms. Pooja Agrawal was appointed as the Company Secretary and Compliance Officer of the Company in the Board Meeting held on 01/06/2026. An outcome of the same was filed with the BSE on 01/06/2026.

The board met eight times during the year which took place on 25/04/2025; 28/05/2025; 03/07/2025;11/08/2025; 20/08/2025; 06/09/2025; 29/12/2025 and 13/02/2026. The Annual General Meeting of the Company took place on 22/09/2025. The register of Member remained closed from 16/09/2025 to 22/09/2025 (both days inclusive).

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance. In addition to this, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decisions are carried through while the dissenting members' views are captured and recorded as part of the minutes. All the meeting of the Committees took place as per the Compliance of Secretarial standards -1 as issued by the Institute of Company Secretaries of India.

There was no event of appointment/ re-appointment/ resignation of Statutory Auditors of the Listed Entity during the review period and the Listed Entity has not modified the terms of appointment of its existing Auditor. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.

We further report that there is scope to improve the systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the period under review, none of the events has taken place:

(i) Public / Right / Preferential issue of shares / debentures / sweat equity, etc.

(ii) Redemption / buy-back of securities

(iii) Merger / Amalgamation / reconstruction, etc.

(iv) Foreign technical collaborations.

This report is to be read with our letter of even date which is annexed as “**Annexure - A**” and forms an integral part of this Report.

Date: 30/06/2026

Place: New Delhi

For C Gaur and Associates

Sd/-

Chetan Gaur

Proprietor

FCS No. 13426

C P No.: 19223

UDIN: F013426H000715347

Peer Review No: 3160/2023

"ANNEXURE – A" TO THE SECRETARIAL AUDIT REPORT

To,
The Members,
KINETIC TRUST LIMITED
(L67120PB1992PLC012532)

Reg. office:
527R, City Tower
2nd Floor, Model Town,
Ludhiana Punjab- 141002

Corp. Office:
1406, Vikram Towers,
16, Rajendra Place,
New Delhi- 110008

Our report of even date is to be read along with this letter.

1. Maintenance of Secretarial records is the responsibility of the Management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the Audit practices and process as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in Secretarial records. We believe that the process and practices we have followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of corporate and other applicable laws, rules, regulations and standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Date: 30/06/2026

Place: New Delhi

For C Gaur and Associates

Sd/-

Chetan Gaur

Proprietor

FCS No. 13426

C P No.: 19223

UDIN: F013426H000715347

Peer Review No: 3160/2023

Annexure "B" to Board's Report

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 197 OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Details of employees in terms of remuneration: -

Name of Employee	Designation	Remuneration
Rajesh Arora	Director	NIL
Ashok Juneja	Independent Director	NIL
Vinay Bhatia	Independent Director	NIL
Parvinder Kaur	Director	NIL
*Hardev Singh	Whole Time Director	INR 10,000/-

***Mr. Hardev Singh has resigned w.e.f. 13th February, 2026.**

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

This Annual Report 2025-2026 of Kinetic Trust Limited is made up of the strategic report which includes Report of Board of Directors, Management Discussion and analysis; and the corporate governance report, the financial statements, notes and additional information as required under the Companies Act, 2013 ('the Act') and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

CAUTIONARY STATEMENT

Statements in this Annual Report, particularly those that relate to Management Discussion and Analysis, describing the Company's objectives, projections, estimates and expectations, may constitute 'forward-looking statements' within the meaning of applicable laws and regulations. Although the expectations are based on reasonable assumptions, the actual results might differ.

The year 2025-2026 had witnessed several past pace events, punctuated by significant and unpredictable political and economic changes. With global economic recoveries still remaining subdued, the popular disclosure over relentless news of unconventional monetary policy support has now started to pave way for a prudent physical fiscal policy in countries like USA, UK and Japan.

ENVIRONMENT AND SAFETY

The company is conscious of the need for clean and safe environment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has proper and adequate systems of internal controls commensurate with its size and nature of operations that provides reasonable assurance that all assets are safeguarded, transactions are authorized, recorded and reported properly and applicable statutes and corporate policies are duly complied with. The Internal Audit function reviews the execution of all ongoing projects involving significant expenditure to ensure that project management controls are adequate.

The Audit committee of the Board of Directors is actively engaged in reviewing and overseeing adequacy and effectiveness of internal control systems, financial disclosures and suggests improvements for strengthening them, and reviewing your Company's risk management policies, so that vision and mission of the Company can be achieved.

CAUTIONARY STATEMENT

Statement in this Management Discussion and Analysis describing the company's objective, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the company's operations, economic conditions, changes in the Government regulations, tax laws and other statutes and other incidental factors.

For and on behalf of the Board
Sd/-
Rajesh Arora
Director
DIN:00662396

CORPORATE GOVERNANCE REPORT

(Forming part of Director's Report for the year ended 31st March 2026)

In accordance with the provisions of the SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (hereinafter referred to as 'SEBI Listing Regulations, 2015'), which were made applicable with effect from 1 December 2015, given below are the corporate governance policies and practices of Kinetic Trust Ltd. ('the Company' or 'KTL') for the year 2025-26.

This Report, therefore, states compliance as per requirements of the Companies Act, 2013 and SEBI Listing Regulations, 2015, as applicable to the Company. As will be seen, the Company's corporate governance practices and disclosures have gone well beyond complying with the statutory and regulatory requirements stipulated in the applicable laws, including SEBI Listing Regulations, 2015.

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The company believes that good corporate governance is essential to achieve long term corporate goals and enhance Stakeholders value. The commitment of the Kinetic Trust Limited to the highest standards of good corporate governance practices predates SEBI and the provisions of the recent SEBI Listing Regulations, 2015. Ethical dealings, transparency, fairness, disclosure, accountability and compliance of law in all facets of operations, leading to best standards of corporate governance.

BOARD OF DIRECTORS

Composition, Category and Attendance at Meeting

The Board of Directors of the Company comprises eminent persons possessing rich and diverse experience in the fields of business, industry, finance, management and law. The Board provides strategic direction and exercises effective oversight over the management of the Company.

As on March 31, 2026, the Board comprised four Directors, including one Woman Director. The composition of the Board was in compliance with Regulation 17(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013.

However, pursuant to the resignation of Mr. Hardev Singh (DIN: 09700966) from the office of Whole-time Director, the Company ceased to be in compliance with the provisions of Section 203 of the Companies Act, 2013 relating to the appointment of whole-time Key Managerial Personnel. The Company is taking necessary steps to ensure compliance with the applicable statutory requirements at the earliest.

In keeping with the commitment of the Management to the principle of integrity and transparency in business operations for good corporate governance, the Company's policy is to have an appropriate blend of executive and independent directors to maintain the independence of the Board and to separate the Board functions of governance and management.

Composition

As on 31 March 2026, the Board of the Company consisted of Four Directors, of whom Two were Non-Executive Independent, One was Non-Executive Non-Independent and one was Non-Executive and Non-Independent Woman Director. The Board has no institutional nominee director.

Category	No. of Directors	%
Promoters/ Executive Directors/Woman Director	2	50%
Independent Non-executive Directors	2	50%

Number of Meetings of the Board

During the financial year 2025-26, the Board of Directors met eight times. The gap between any two meetings has been less than one hundred and twenty days.

DIRECTORSHIPS AND MEMBERSHIPS OF BOARD COMMITTEES

Details of directorships and memberships in various committees as held by the directors of the Company are given in Table 1.

Table 1: Number of directorships/committee positions of directors as on 31st March 2026

Name of Director	Category of Directorships	No. of Board Meetings attended	Last AGM attended	No. of other Directorships held in public companies	No. of other committee Memberships
Rajesh Arora	Non-Executive	8	Yes	-	**3**
Ashok Juneja	Chairman, Non-Executive Director, Independent	8	No	1	**3**
Vinay Bhatia	Independent Non-Executive	8	No	-	**3**
Parvinder Kaur	Non-Executive, Woman Director	8	No	-	**-**
***Hardev Singh**	Whole-time Director	7	Yes		

***Mr. Hardev Singh has resigned w.e.f. 13th February, 2026.**

REVIEW OF LEGAL COMPLIANCE REPORTS

During the year, the Board periodically reviewed compliance reports with respect to the various laws applicable to the Company, as prepared and placed before it by the Management.

CODE OF CONDUCT

Regulation 17(5) of the SEBI Listing Regulations, 2015 requires listed companies to lay down a Code of Conduct for its directors and senior management, incorporating duties of directors as laid down in the Companies Act, 2013.

As required under clause 49 of the erstwhile Listing Agreement (now corresponding to regulation 17(5) of the SEBI Listing Regulations, 2015), the Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on http://www.ktl.co.in

All Directors and Senior Management personnel have affirmed compliance with the Code for 2025-26. A declaration to this effect signed by the Director is given in this Annual Report.

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of independent directors is in accordance with the Companies Act, 2013 and regulation 25(2) of the SEBI Listing Regulations, 2015.

FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

The Company issues a formal letter of appointment to independent directors in the manner as provided in the Companies Act, 2013. As per regulation 46(2) of SEBI Listing Regulations, 2015, the terms and conditions of appointment of independent directors are placed on the Company's website www.ktl.co.in

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board of Directors upon recommendation of Nomination and Remuneration Committee has laid down the criteria for performance evaluation of the Board of the Company, its Committees and the individual Board members including Independent Directors. The performance evaluation of the Board is done by each Director and during such evaluation the Director being evaluated has not participate.

REMUNERATION POLICY

The Board, on the recommendation of the Nomination and Remuneration Committee, has framed a Remuneration Policy providing (a) criteria for determining qualifications, positive attributes and independence of directors and (b) a policy on remuneration for directors, key managerial personnel and other employees. The Remuneration Policy is placed on http://www.ktl.co.in

FAMILIARIZATION PROGRAMMES

With a view to familiarizing the independent directors with the Company's operations, as required under regulation 25(7) of the SEBI Listing Regulations, 2015, the Company has held various familiarization programs for the independent directors throughout the year on an ongoing and continuous basis.

The details of such familiarization programs are placed on http://www.ktl.co.in

WHISTLE BLOWER POLICY/VIGIL MECHANISM

Pursuant to section 177(9) of the Companies Act, 2013 and clause 49 of the erstwhile Listing Agreement (now corresponding to regulation 22 of the SEBI Listing Regulations, 2015).

The Whistle Blower Policy/Vigil mechanism provides a mechanism for the director/employee to report, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. The Company affirms that no employee has been denied access to the Audit Committee.

The directors in all cases and employees in appropriate or exceptional cases will have direct access to the Chairman of the Audit Committee. The said Policy is placed on the Company's website www.ktl.co.in

RELATED PARTY TRANSACTIONS

All related party transactions (RPTs), which were entered into by the Company during the year under review, were on arms' length basis and in the ordinary course of business and did not attract provisions of section 188 of the Companies Act, 2013 and were also not material RPTs under regulation 23 of the SEBI Listing Regulations, 2015.

During the year 2025-26, as required under section 177 of the Companies Act, 2013 and regulation 23 of the SEBI Listing Regulations, 2015, all RPTs were placed before Audit Committee for approval.

A statement showing the disclosure of transactions with related parties as required under Accounting Standard18 is set out separately in this Annual Report.

There were no material transactions entered into with related parties, during the year under review, which may have had any potential conflict with the interests of the Company.

A Policy on materiality of RPTs and also on dealing with RPTs has been formulated by the Board and is placed on http://www.ktl.co.in

DISCLOSURES

Suitable disclosures have been made in the financial statements, together with the Management's explanation in the event of any treatment being different from that prescribed in the Accounting Standards.

COMMITTEE OF THE BOARD

AUDIT COMMITTEE

Constitution and composition

All members of the Audit Committee are independent, non-executive directors and are 'financially literate' as required by regulation 18(1)(c) of the SEBI Listing Regulations, 2015. Moreover, the Chairman and members of the Audit Committee have 'accounting or related financial management expertise'.

Meetings, attendance and topics discussed

During 2025-26, the Audit Committee met four times. The meetings were scheduled well in advance and not more than one hundred and twenty days elapsed between any two meetings.

In addition to the members of the Audit Committee, these meetings were attended by the heads of finance and internal audit functions of the Company and those executives who were considered necessary for providing inputs to the Committee.

Table 2: Composition of the Audit Committee and attendance record of members for 2025-26

Name of Director	Designation	Nature of Directorship	No. of Audit Committee meetings attended
Ashok Juneja	Chairman	Chairman, Non-Executive Director, Independent	4/4
Rajesh Arora	Member	Non- Executive, Non-Independent	4/4
Vinay Bhatia	Member	Non-Executive, Independent	4/4

NOMINATION & REMUNERATION COMMITTEE:

The appointment and remuneration committee has been duly constituted. However, the Directors are not paid any remuneration as on date. The company has formed the committee under the provisions of section 178 of the Companies Act, 2013 and Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI LODR.

Table 3: Composition of the Nomination and Remuneration Committee and attendance record of members for 2025-26.

Name of Director	Designation	Nature of Directorship	No. of Nomination & Remuneration meetings attended
Vinay Bhatia	Chairman	Independent, Non-executive	1/1
Rajesh Arora	Member	Non-Executive, Non-Independent	1/1
Ashok Juneja	Member	Non-Executive, Independent Director	1/1

SHAREHOLDERS/INVESTORS GRIEVANCE COMMITTEE

The Company has a shareholder's/investors grievance committee of directors to look into the redressal of complaints of investors such as transfer or credit of shares, non-receipt of dividend /notices / annual reports, etc. The nomenclature of the said committee was changed to stakeholders' relationship committee in the light of provisions of the Act and revised clause 49 of the Listing Agreement.

I Meeting of the stakeholders' relationship committee was held during the year on August 11, 2026
II The Stakeholders' Relationship Committee is duly constituted.
III Name, designation and address of Compliance Officer:

Ms. Pooja Agarwal, Company Secretary and Compliance Officer
1406, 14th Floor, Vikram Tower, Rajendra Place, New Delhi-110008

Table 4: Composition of the Stake Holders Relationship Committee and attendance record of members for 2025-26 is as under:

Name of Director	Designation	Nature of Directorship	No. of Stakeholder Relationship Committee meetings attended
Vinay Bhatia	Chairman	Independent, Non-Executive	1/1
Rajesh Arora	Member	Non-Executive, Non-Independent	1/1
Ashok Juneja	Member	Non-Executive Independent	1/1

DISCLOSURES

The company has provided consultancy services to its associate firm. The company has not entered into any other transaction of material nature with the promoters, the Directors or the management, their subsidiaries or relatives, etc., that may have any potential conflict with the interests of the company.

The company has complied with the requirements of the stock exchanges, SEBI and other statutory authorities on all matters related to capital markets during the last three years. There were no penalties imposed nor any strictures passed on the company by the stock exchanges, SEBI or any other statutory authority relating to the above.

GENERAL BODY MEETING

Location and Time of General Body Meeting:

The details of location, date and time of AGMs held during last three years are given as under:

Financial Year	Date	TIME	VENUE
2022-23	16.09.2023	12.30 P.M	Through Audio-Video Conferencing
2023-24	30.09.2024	12.00 P.M	Through Audio-Video Conferencing
2024-25	22.09.2025	12:00 P.M	Through Audio-Video Conferencing

a. Special Resolutions:
Details of special resolution passed by the Company in any of its previous three AGMs:

Financial Year	Date	TIME	Details of special resolutions(s) passed at the Annual General Meetings
2022-23	16.09.2023	12.30 P.M	No special resolutions were passed
2023-24	30.09.2024	12.00 P.M.	No special resolutions were passed
2024-25	22.09.2025	12:00 P.M	There were 2 Special Resolution passed at the AGM

b. Postal Ballot:
No Postal Ballot was conducted during the year 2025-26.

MEANS OF COMMUNICATION

The un-audited quarterly results are published in the newspapers and are not being sent to each household of shareholders and are displayed at the website of the Company. The results are usually published in the following newspapers:

1. Business Standard Hindi
2. Business Standard English

The Limited Review Reports of the financial results for the respective quarters were obtained from the statutory Auditors of the Company and also filed with the Stock Exchange(s).

GENERAL SHAREHOLDER INFORMATION

(a) Forthcoming Annual General Meeting:

Date	07.08.2026
Time	01:00 P.M.

Venue	Flat No 4, 1st Floor, Khurana Complex, Kochar Market Chowk, Ludhiana, Punjab – 141002

(b) Financial Year

The Company's financial year is from 1st April to 31st March.

(c) Date of Book Closure & Dividend payment Date:

The Book Closure will be from 01st August, 2026 up to 07th August, 2026 (both days inclusive). The company has not declared any dividend.

(d) Listing on Stock Exchange:

The Equity shares of the Company are listed on:

- Bombay Stock Exchange Ltd.

(e) Registrar and Transfer Agents:

M/s Skyline Financial Services Private Limited is the Registrar and Share Transfer Agent (RTA) of the Company. The Shareholders/ Investors are requested to contract for all correspondence/ queries at the following address:

Unit: **M/s Skyline Financial Services Private Limited**
Address: **D-153 A Ist Floor, Okhla Industrial Area, Phase – I, New Delhi**
Tel. No.: **011-26812682**
Email: **virenr@skylinerta.com**

(f) Listing Fees as applicable have been paid.

(g) Address for Correspondence:

(i) All work related to Shares Registry, both in physical and electronic form, is handled by the Company's Registrar & Transfer Agent at the following address:

M/s Skyline Financial Services Private Limited
D-153 A Ist Floor, Okhla Industrial Area, New Delhi

Ms. Pooja Agarwal is the Compliance Officer of the Company and Investors' complaint may also be addressed to her at the following address:

M/s Kinetic Trust Limited, 1406, 14th Floor, Vikram Tower, Rajendra Place, New Delhi-110008

(h) Distribution of Shareholding as on 31st March, 2026:

Shareholding position as on 31st March 2026

Particulars	HOLDERS	SHARES
PHYSICAL	700	7,31,725
NSDL	132	24,52,478
CDSL	335	1,75,797
Total	**1167**	**33,60,000**

(i) Directors Seeking Re-appointment: Mr. Rajesh Arora

Mr. Rajesh Arora was appointed as director of the company on 12th August, 1992. He is one of the key promoters of the company.

Directorship in other Companies: - NIL

OTHER REQUIREMENTS UNDER SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

(a) Non-Executive Chairman's Office & Tenure of Independent Directors

The Chairman of the Board and all Independent Directors are appointed/re-appointed in accordance with guidelines determined by the Board from time to time. The Board of Directors elects Non-Executive Chairman among them for every meeting. Hence the provision of Non-Executive Director's office is not applicable to the Company.

An independent director shall hold office for a term up to five consecutive years on the Board of a company and shall be eligible for reappointment for another term of up to five consecutive years on passing of a special resolution by the company.

Provided that a person who has already served as an independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of his present term, for one more term of up to five years only. `

Provided further that an independent director, who completes his above-mentioned term shall be eligible for appointment as independent director in the company only after the expiration of three years of ceasing to be an independent director in the company.

(b) Shareholders' Rights

The Quarterly, Half-Yearly and Annual Financial Results of the Company are published in English language in newspapers having nation-wide circulation and also in regional language newspaper of the region where registered office of the Company is situated.

(c) Whistle-Blower Policy

The Company intends to promote a policy for employees to have an open access to the respective Functional Heads, Chief Executives and/or Managing Director so as to ensure ethical and fair conduct of the business of the Company.

CODE OF CONDUCT

The Board has laid down a Code of Conduct which is applicable to all its Directors and other Management Personnel of the Company.

RISK MANAGEMENT

The company has laid down procedures to inform board members about the risk assessment and minimization procedures. The board annually discusses the significant business risks identified by the management and the mitigation process being taken up. Further, a risk management committee comprising senior management is in place for review of risk management on a periodical basis, the summary of decisions of which shall be reviewed by the business committee on a periodical basis. A detailed note on the risk identification and mitigation is included in management discussion & analysis, annexed to the director's report.

CEO/ CFO CERTIFICATION

As required by 17(3) of the SEBI LODR, the Certificate duly signed by the Director and the Head Finance and Accounts of the Company, was placed before the Board of Directors at its meeting held on 10th July, 2026.The same is being included in this annual report.

For and on behalf of the Board

Sd/-
Rajesh Arora
Director
DIN: 0066839

Date: 10.07.2026
Place: New Delhi

DECLARATION OF CODE OF CONDUCT

To,
The Members
Kinetic Trust Limited

This is to confirm that the board has laid down a Code of Conduct for all board members and senior management of the company. It is further confirmed that all directors and senior management personnel of the company have affirmed compliance with the Code of Conduct of the company for the year ended 31st March, 2026, as envisaged in clause 49 of the Listing Agreement with stock exchanges (now corresponding to regulation 17(5) of the SEBI Listing Regulations, 2015).

Date: 10.07.2026
Place: New Delhi

For Kinetic Trust Limited

Sd/-
Rajesh Arora
Director
DIN: 00662396

CEO/CFO CERTIFICATION
(Under Regulation 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors
KINETIC TRUST LIMITED
527R, City Tower, 2nd Floor,
Ludhiana, Punjab 141002

I certify that:–

a) I have reviewed the financial statements and the cash flow statement for the year 2025-2026 and that to the best of my knowledge and belief:
   - These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   - These statements together present a true and fair view of the Bank's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

b) There are, to the best of my knowledge and belief, no transactions entered into by the Bank during the year 2025-2026 which are fraudulent, illegal or violative of the Bank's code of conduct;

c) I accept responsibility for establishing and maintaining internal controls and that I have evaluated the effectiveness of the internal control systems of the Bank and I have disclosed to the auditors, deficiencies in the design or operation of the internal control, if any, of which I am aware of and the steps I have taken or propose to take to rectify these deficiencies.

d) I have indicated to the Auditors:
   - Significant changes in internal control over the financial reporting during the year 2025-2026:
   - Significant changes in accounting policies during the year 2025-2026 and that the same have been disclosed in notes to the financial statements; and
   - There are no instances of significant fraud of which I have become aware and the involvement therein of the management or an employee having a significant role in the Bank's internal control system over the financial reporting

For Kinetic Trust Limited

Sd/-
Ranjan Kumar
(Chief Financial Officer)

Date: 10.07.2026
Place: Delhi

Re: Auditor's Certificate on Corporate Governance

We have examined the compliance of conditions of corporate governance by Kinetic Trust Limited for the year ended 31st March 2026, as stipulated in Regulations 34(3) of the SEBI (Listing Obligations & Disclosure Requirements).

The compliance of conditions of corporate governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Directors and the management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI LODR.

We state that there are no investors grievances pending for a period exceeding one month against the company as per the records maintained by the shareholder's/ Investor's grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

For C Gaur &Associates
Company Secretaries

Sd/-
Chetan Gaur
(Proprietor)
Membership No: F13426
COP No: 19223
UDIN: F013426H000727920

Date: 02.07.2026
Place: Delhi

INDEPENDENT AUDITOR'S REPORT

To
The Members
M/s KINETIC TRUST LIMITED

Report on the Audit of Standalone Financial Statements

Opinion

We have audited the accompanying Financial Statements of **M/s KINETIC TRUST LIMITED,** which comprise the Balance Sheet as at **31st March 2026,** the Statement of Profit & Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Cash Flow Statement for the period then ended and a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, and its Profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing specified under section 143(10) of the Act (SAs). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the independence requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. However, there are no key audit matters to be reported separately for the current period.

Information Other than the Standalone Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the

Management Discussion and Analysis, Board's Report including Annexures to Board's Report, Business Responsibility Report, Corporate Governance and Shareholder's Information, but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors is responsible for overseeing the Company's financial reporting process.

Auditor's Responsibility for the audit of Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in

(i) planning the scope of our audit work and in evaluating the results of our work; and

(ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on other Legal & Regulatory requirements

1) As required by the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Companies Act, 2013, and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give in the **Annexure –A**, a statement to the matter specified in paragraph 3 and 4 of the said order, to the extent applicable.

2) As required by Section 143 (3) of the Act, we report that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   (c) The Standalone Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   (e) On the basis of the written representations received from the directors as on 31st March, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2026 from being appointed as a director in terms of Section 164 (2) of the Act.

   (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting and

   (g) With respect to the other matters to be included in the Auditor's Report in requirements of section 197(16) of the Act, as amended:

   In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the company to its directors during the year is in accordance with the provisions of section 197 of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us: -

(i) The Company does not have any pending litigations which would impact its financial position.

(ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

(iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

(iv) (i) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the company to or in any other person(s) or entity(, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

(ii) Management has represented, that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the company from any person(s) or entity (including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

(iii) Nothing has come to our notice that has caused us to believe that the representations made by management under sub-clause (i) and (ii) contain any material mis-statement.

(v) No dividend has been declared or paid by the company during the year is therefore compliance check with section 123 of the Companies Act, 2013 is not applicable.

(vi) Based on our examination, which included test checks, the company has used in accounting software for maintaining its books of account for the year ended March 31^{st} 2026 and which have feature of recording audit trail (edit log) facility during the year.

3) As required by the Non–Banking Financial Companies Auditor's Report (Reserve Bank) directions and on the basis of such checks of the books and records of the company as we considered appropriate and according to the information and explanations given to us, we give our observations as under: -

a)

(i) The Company is registered as NBFC with the Reserve Bank of India as required U/S 45-A of the Reserve Bank of India Act, 1934 and the Certificate of the registration has been granted.

(ii) The company is entitled to hold COR issued by Bank in terms its assets and income patterns as on 31 March of the applicable year.

(iii) This company is classified as Loan Company; therefore, this clause is not applicable to the company.

(iv) This company is not classified as NBFC – Micro Finance Institutions, therefore this clause is not applicable to the company.

The company has Net Owned Fund (NOF) of Rs. 4.16 Crores as on 31.03.2026. The company is under the takeover process due to which company can't increase its share capital until the takeover process is complete. Therefore, the company could not maintain the required minimum NOF of 5 Crores by 31.03.2026 as laid down in Master Direction of the Bank in respect of NBFC-ND. The company has already communicated the said facts to the RBI and SEBI.

(v) As the Company is not accepting/holding public deposits, clause 'B' of paragraph 3 of the NBFC Auditor's Report (Reserve Bank) Directions, 2008 is not applicable to this company.

b)

(i) The Board of Directors has passed a resolution for the non-acceptance of any public deposits.

(ii) The Company has not accepted any public deposits during the relevant year.

(iii) The Company has complied with the prudential norms relating to income recognition, accounting standards, assets classification and provisioning for bad & doubtful debts as applicable to it.

(iv) As the Company is not a "Systematically Important Non-Deposit Taking NBFC", Sub-clause 'IV' of paragraph C of the NBFC Auditor's Report (Reserve Bank) Directions, 2008 is not applicable to this company.

c) The company has not received any specific direction from banks, clause 'D' of the paragraph 3 of NBFC Auditor's Report (Reserve Bank) Directions, 1998 is not applicable to the company.

For Sunita Agrawal & Co
Chartered Accountants
FRN: 515225C

Sd/-
Sunita Agrawal
M. No.:095196
UDIN: 26095196BDASQQ3545

Place: New Delhi
Date: 01.05.2026

ANNEXURE – A, TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF "KINETIC TRUST LIMITED - REPORT UNDER THE COMPANIES (AUDITOR'S REPORT) ORDER, 2020.

In terms of the information and explanations sought by us and given by the company and the books and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that: -

1)

a) The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.

c) According to information & explanation given to us and on the basis of our examination of the records of the company, the title of immovable property of the company are in the name of the company.

2) The company is NBFC, primarily in financial services. Accordingly, the company holds investment in securities and no discrepancies were found by the management of the company.

3) As explained to us, the company had not granted loans and advances, to companies, firms, Limited Liability Partnerships covered in the register maintained under section 189 of the Act, however during the year no such loans granted to any companies, firms, Limited Liability Partnerships.

a) The terms & conditions of grant of such loan are not prejudicial to the interests of the company.

b) As per the information and explanation provided to us the repayment or receipts of principal and interest are regular, wherever applicable.

d) No amount overdue for more than ninety days during the year.

e) In our opinion and according to the information and explanations given to us, no such loan & advance fallen due during the year has been extended or renewed to settle the overdue of existing loans given to parties.

4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the acts with respect to the loans, investments, guarantees and security during the year under reference and no fresh investment made during the year.

5) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits in contravention of Directives issued by

Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and the rules framed there under, wherever applicable.

6) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for the products manufactured by it (and/ or services provided by it). Accordingly, clause 3(vi) of the Order is not applicable.

7)

a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted / accrued in the books of account in respect of undisputed statutory dues including provident fund, investor education protection fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, cess and other statutory dues have been regularly deposited during the year by the Company with the appropriate authorities.

   According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax, sales tax, custom duty, excise duty, cess and other statutory dues were in arrears, as at 31st March 2026 for a period of more than six months from the date they became payable.

b) According to the information and explanations given to us, there are no material dues of income tax, service tax, sales tax, custom duty, excise duty, cess and other statutory dues which have not been deposited with the appropriate authorities on account of any dispute.

8) According to the information and explanations given to us and on the basis of our examination of the records of the company, the company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income-tax Act, 1961 as income during the year.

9) The Company has not defaulted in repayment of any loans or borrowings from any financial institution, banks, government or debenture holders during the year.

10) (a) The Company did not raise any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year. Accordingly, paragraph 3 (x) of the Order is not applicable.

   (b) According to the information and explanations give to us and based on our examination of the records of the Company, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.

11) Based upon the audit procedures performed and according to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the course of our audit, that causes the financial statements to be materially misstated.

12) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13) According to the information and explanations given to us and based upon the audit procedures performed and according to the information and explanations given to us, all transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the financial statements etc. as required by the applicable Indian accounting standards.

14) According to the information and explanations given to us and based upon the audit procedures performed, the company have an internal audit system considering the size and nature of its business of the company.

15) According to the information and explanations give to us and based on our examination of the records of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

16) The company is already registered under section 45-IA of the Reserve Bank of India Act, 1934.

17) According to the information and explanations given to us and based on our examination of the records of the Company, the company has not incurred cash losses in the financial year and in the immediately preceding financial year.

18) According to the information and explanations given to us and based on our examination of the records of the company, there is no change in the auditor during the year.

19) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

20) In our opinion and according to the information and explanations given to us, it is observed that the company does not comply with the eligibility criteria of section 135 of The Companies Act, 2013 regarding Corporate Social Responsibility.

For Sunita Agrawal & Co
Chartered Accountants
FRN: 515225C

Sd/-
Sunita Agrawal
M. No.:095196
UDIN: 26095196BDASQQ3545

Place: New Delhi
Date: 01.05.2026

ANNEXURE – B, TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE STANDALONE FINANCIAL STATEMENTS OF "KINETIC TRUST LIMITED".

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

"We have audited the internal financial controls over financial reporting of "KINETIC TRUST LIMITED" as of 31st March 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date."

Management's Responsibility for Internal Financial Controls
The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility
Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting of the company.

Meaning of Internal Financial Controls over Financial Reporting
A company's internal financial control over financial reporting is a process designed

to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting
Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion
In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2026, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Sunita Agrawal & Co
Chartered Accountants
FRN: 515225C

Sd/-
Sunita Agrawal
M. No.:095196
UDIN: 26095196BDASQQ3545

Place: New Delhi
Date: 01.05.2026

KINETIC TRUST LIMITED
BALANCE SHEET AS AT 31.03.2026

(Currency : Indian Rupees)
Amounts in Lakhs

	Particulars	Note No.	As at 31.03.2026		As at 31.03.2025
A	**Assets**				
(1)	**Financial Assets**				
(a)	Cash & Cash Equivalents	**3**	68.11		0.41
(b)	Bank Balance other than (a) above				
(c)	Derivative financial Instruments				
(d)	Receivables				
	(i) Trade Receivables	**4**	-		110.90
	(ii) Other Receivables		-		-
(c)	Loans	**5**	3,474.43		1,805.17
(d)	Investments	**6**	80.00		80.00
(g)	Other Financial assets	**7**			
(2)	**Non-Financial Assets**				
(a)	Inventories		-		-
(b)	Current Tax Assets (Net)		-		-
(c)	Deffered Tax Assets (Net)	**8**	-		-
(d)	Investment Property		-		-
(e)	Biological assets other than bearer plants		-		-
(f)	Property, Plant & Equipments	**9**	24.30		24.30
(g)	Capital Work - In - Progress		-		-
(h)	Intangible assets under development		-		-
(i)	Goodwill		-		-
(j)	Other Intangible assets		-		-
(k)	Other Non-Financial Assets	**10**	24.10		18.41
	Total Assets		**3,670.94**		**2,039.19**
B	**Liabilities and Equity**				
	Liabilities				
(1)	**Financial Liabilities**				
(a)	**Derivative Financial Instruments**				
(b)	**Payables**				
	(I) Trade Payables	**11**			
	(i) dues of micro and small enterprises		-		-
	(ii) dues of creditors other than micro and small enterprises		12.70		11.64
	(II) Other Payables	**12**			
	(i) dues of micro and small enterprises		-		-
	(ii) dues of creditors other than micro and small enterprises		14.87		80.97
(c)	Debt Securities				
(d)	Borrowings (Other than Debt Securities)	**13**	2,859.58		1,530.04
(e)	Deposits				
(f)	Sub-ordinated Liabilities				
(g)	Other financial liabilities				
(2)	**Non Financial Liabilities**				
(a)	Current Tax Liabilities (Net)	**14**	6.16		6.23
(b)	Provisions	**15**	13.69		7.64
(c)	Deferred Tax Liabilities (Net)	**8**	0.39		0.38
(d)	Other Non-Financial Liabilities	**16**	346.50		-
(3)	**Equity**				
(a)	Equity Share Capital	**17**	336.00		336.00
(b)	Other Equity				
	(i) Revaluation Reserve		1.29		1.29
	(ii) Statutory Reserve		13.89		10.94
	(iii) Retained Earnings		65.86		54.05
	Total Liabilities and Equity		**3,670.94**		**2,039.19**

Notes referred to above and notes attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.

For Sunita Agrawal & Co.
Chartered Accountants
FRN:-515225C

FOR KINETIC TRUST LIMITED

Sd/-
Sunita Agrawal
Partner
M.No.- 095196
UDIN : 26095196BDASQQ3545

Sd/-
RAJESH ARORA
DIRECTOR
DIN- 00662396

Sd/-
PARVINDER KAUR
DIRECTOR
DIN- 10205674

Sd/-
Ranjan Kumar
CFO

Date:- 01.05.2026
Place : New Delhi

v

STATEMENT OF PROFIT AND LOSS
FOR THE YEAR PERIOD ENDED ON 31.03.2026

(Currency : Indian Rupees)
Amounts in Lakhs

Sr. No.	Particulars	Note No.	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
	Revenue from Operations				
(i)	Interest Income	18	175.12		118.24
(ii)	Sale of service		0.05		-
I	**Total Revenue from operations**		**175.17**		**118.24**
II	**Other Income**	19	-		-
III	**Total Income (I+II)**		**175.17**		**118.24**
	Expenses:				
	Finance Costs	20	127.56		71.97
	Contingent Provision against Standered Assets		6.05		2.81
	Employee Benefits Expenses	21	8.95		6.88
	Depreciation and Amortization Expenses	22	-		-
	Other Expenses	23	11.68		12.12
IV	**Total Expenses (IV)**		**154.24**		**93.79**
V	**Profit/(Loss) Before Exceptional and Extraordinary Items and Tax**	(III-IV)	20.93		24.45
VI	Exceptional & Exceptional Items				
VII	**Profit/(Loss) Before Tax**		20.93		24.45
VIII	**Tax Expense:**				
	(1) Current Tax		6.16		6.23
	(2) Deferred Tax		0.01		0.01
	Total Tax Expense		6.17		6.24
IX	**Profit/(Loss) for the Period (VII-VIII)**		**14.76**		**18.21**
X	**Other Comprehensive Income**				
	A (i) Items that will not be reclassified to profit or losss		-		-
	(ii) Income Tax relating to Items that will not be reclassified to Profit or Loss		-		-
	B (i) Items that will be reclassified to Profit or Loss		-		-
	(ii) Income Tax relating to items that will be reclassified to Profit or Loss		-		-
	Total Other Comprehensive Income For The Period		-		-
XI	**Total Comprehensive Income For The Period (IX+X) (Comprising Profit /(loss) and Other Comprehensive Income for the period)**		**14.76**		**18.21**
XIV	**Earning per equity share**	**24**			
	Basic Earning Per Share of FV of Rs 10, Rs 10 Paid Up		0.44		0.54
	Basic Earning Per Equity Share (Excluding Exceptional Items)		0.44		0.54
	Diluted Earning Per Share of FV of Rs 10, Rs 10 Paid Up .		0.44		0.54

Notes referred to above and notes attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.

FOR KINETIC TRUST LIMITED

For Sunita Agrawal & Co.
Chartered Accountants
FRN:-515225C

Sd/-
Sunita Agrawal
Partner
M.No.- 095196
UDIN : 26095196BDASQQ3545

Sd/-
RAJESH ARORA
DIRECTOR
DIN- 00662396

Sd/-
PARVINDER KAUR
DIRECTOR
DIN- 10205674

Sd/-
RANJAN KUMAR
CFO

-
-
-

Date:- 01.05.2026
Place : New Delhi

Statement of Changes in Equity for the year ended 31st March 2026

(A) Equity Share Capital

Amounts in Lakhs

(I) Current Reporting Period

Balance at the begning of the current reporting period	Change in Equity share capital due to prior period error	Restated balance at the begning of the current reporting period	Changes in equity share capital during the current year	Balance at the end of the current reporting period
336.00	-	336.00	-	336.00

(I) Previous Reporting Period

Balance at the begning of the previous reporting period	Change in Equity share capital due to prior period error	Restated balance at the begning of the previous reporting period	Changes in equity share capital during the previous year	Balance at the end of the previous reporting period
336.00	-	336.00	-	336.00

(B) Other Equity

(I) Current Reporting Period

Amount in Rupees

Pariculars	Balance at the begning of the current reporting period	Change in accounting policy or prior period error	Restated balance at the begning of the current reporting period	Total Comprehencive Income for the current year	Dividends	Transfer to / (from) retained earnings	Any other change	Balance at the end of the Current reporting period
Share application money pending allotment	-	-	-	-	-	-	-	-
Equity component of compound financial instruments	-	-	-	-	-	-	-	-
Reserves and surplus			-					-
Capital reserve	-	-	-	-	-	-	-	-
Securities Premium	-	-	-	-	-	-	-	-
Statutory Reserves	10.94	-	10.94	-	-	2.95		13.89
Other reserves	1.29	-	1.29	-	-	-	-	1.29
Retained earnings	54.05	-	54.05	14.76	-	(2.95)	-	65.86
Total Reserves and surplus	**66.29**	**-**	**66.29**	**14.76**	**-**	**-**	**-**	**81.04**
Debt instruments through other comprehensive income	-	-	-	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Effective portion of cashflow hedges	-	-	-	-	-	-	-	-
Revaluation surplus	-	-	-	-	-	-	-	-
Exchange differences on translating the financial statement of a foreign operation	-	-	-	-	-	-	-	-
Other item of Other Comprehensive Income	-	-	-	-	-	-	-	-
Money received against share warrants			-	-	-	-	-	-
Total	**66.29**	**-**	**66.29**	**14.76**	**-**	**-**	**-**	**81.04**

(I) Previous Reporting Period

Pariculars	Balance at the begning of the previous reporting period	Change in accounting policy or prior period error	Restated balance at the begning of the previous reporting period	Total Comprehencive Income for the previous year	Dividends	Transfer to retained earnings	Any other change	Balance at the end of the previous reporting period
Share application money pending allotment	-	-	-	-	-	-	-	-
Equity component of compound financial instruments	-	-	-	-	-	-	-	-
Reserves and surplus			-	-	-	-	-	-
Capital reserve	-	-	-	-	-	-	-	-
Securities Premium	-	-	-	-	-	-	-	-
Statutory Reserves	7.30		7.30	-	-	3.64	-	10.94
Other reserves	1.29	-	1.29	-	-	-	-	1.29
Retained earnings	39.49	-	39.49	18.21	-	(3.64)	-	54.05
Total Reserves and surplus	**48.08**	**-**	**48.08**	**18.21**	**-**	**-**	**-**	**66.29**
Debt instruments through other comprehensive income	-	-	-	-	-	-	-	-
Equity instruments through other comprehensive income	-	-	-	-	-	-	-	-
Effective portion of cashflow hedges	-	-	-	-	-	-	-	-
Revaluation surplus	-	-	-	-	-	-	-	-
Exchange differences on translating the financial statement of a foreign operation	-	-	-	-	-	-	-	-
Other item of Other Comprehensive Income	-	-	-	-	-	-	-	-
Money received against share warrants			-	-	-	-	-	-
Total	**48.08**	**-**	**48.08**	**18.21**	**-**	**-**	**-**	**66.29**

For Sunita Agrawal & Co.
Chartered Accountants
FRN:-515225C

FOR KINETIC TRUST LIMITED

Sd/-
Sunita Agrawal
Partner
M.No.- 095196
UDIN : 26095196BDASQQ3545

Sd/-
PARVINDER KAUR
DIRECTOR
DIN- 10205674

Sd/-
RAJESH ARORA
DIRECTOR
DIN- 00662396

Sd/-
Ranjan Kumar
CFO

Date:- 01.05.2026
Place : New Delhi

KINETIC TRUST LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED ON 31.03.2026

(Currency : Indian Rupees)

Amounts in Lakhs

	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
A.	**CASH FLOW FROM OPERATING ACTIVITIES**			
	Profit before Tax	20.93		24.45
	Add Back			
	Provision Against Standard Assets	6.05		2.81
	Depreciation	-		-
		26.98		27.26
	Deduct:			
	Other Interest Income	-		-
		-		-
	Operating Profit before working capital changes	26.98		27.26
	Changes in Working Capital			
	(Increase)/Decrease in Trade and Other Receivable	110.90		(69.48)
	(Increase)/Decrease in Other Non- Fincial Liabilities	346.50		
	Increase/ (Decrease) in Current Liabilty and Provisions	(65.04)		78.61
	Increase/ (Decrease) in Current Tax Liabilty	(0.06)		5.46
	(Increase)/Decrease in Non Financial Assets	(5.69)		(8.84)
		386.60		5.75
	Cash Generated from Operations	413.58		33.02
	Deduct:			
	Current Tax	6.16		6.23
	NET CASH INFLOW FROM OPERATING ACTIVITIES ----'A'	**407.42**		**26.79**
B.	**CASH FLOW FROM INVESTING ACTIVITIES**			
	Inflow			
	Sale Consideration of Investment	-		-
	Interest Income	-		-
		-		-
	Outflow			
	Purchase of Fixed Assets	-		-
	Increase Investment	-		-
	Increase in Loans	1,669.26		639.11
		1,669.26		639.11
	NET CASH USED IN INVESTING ACTIVITIES ----'B'	**(1,669.26)**		**(639.11)**
C.	**CASH FLOW FROM FINANCING ACTIVITIES**			
	Inflow			
	Increase in Borrowings	1,329.54		429.46
		1,329.54		429.46
	Outflow			
	Decrease in Borrowings	-		-
		-		-
	NET CASH FROM FINANCING ACTIVITIES ----'C'	**1,329.54**		**429.46**
	NET INCREASE/(DECREASE) IN CASH OR CASH EQUIVALENTS (A+B+C)	**67.70**		**(182.86)**
	Cash/Cash Equivalents at commencement of the year	0.41		183.28
	Cash/Cash Equivalents at the end of the year	68.11		0.41

As per our Report of even date attached to the Balance Sheet.

For Sunita Agrawal & Co. | **FOR KINETIC TRUST LIMITED**
Chartered Accountants
FRN:-515225C

Sd/-	**Sd/-**	**Sd/-**
Sunita Agrawal	**RAJESH ARORA**	**PARVINDER KAUR**
Partner	**DIRECTOR**	**DIRECTOR**
M.No.- 095196	**DIN- 00662396**	**DIN- 10205674**
UDIN : 26095196BDASQQ3545		
Date:- 01.05.2026	-	**Sd/-**
Place : New Delhi	-	**RANJAN KUMAR**
	-	**CFO**

KINETIC TRUST LIMITED

Corporate Information:

Kinetic Trust Limited ("the Company") is a listed public company incorporated on 12th August, 1992 in India and regulated by the Reserve Bank of India (RBI) as Loan Company - Not accepting public deposit – Non-Banking Finance Company (LC-ND-NBFC) engaged in corporate loan financing. Apart from NBFC business the company also provides various services like consultancy services, advisory services etc. for its clients.

Pursuant to the announcement of Scale Based Regulation (SBR): As per the Revised Regulatory Framework for NBFCs on 22 October 2021 to be effective from 01 October 2022, Kinetic Trust Limited is classified under category of **Base Layer** i.e. **NBFC-BL**.

NOTE: - 1 SIGNIFICANT ACCOUNTING POLICIES

1. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Accounting Standard (Ind AS), under the historical cost convention on the accrual basis, and the provisions of the Companies Act, 2013 ("the Act") (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. USE OF ESTIMATES

IND AS enjoins management to make estimates and assumptions related to financial statements, cost incurred in the transaction including same to complete the transaction and revenue that affect reported amount of assets, liabilities, revenue, expenses and contingent liabilities pertaining to the year. Actual result may differ from such estimates. Any revision in accounting estimates is recognized prospectively in the period of change and material revision, including its impact on financial statements, is reported in the notes to accounts in the year of incorporation of revision. Revisions to Accounting estimates are recognized in the period in which the estimates are revised and any future periods effected pursuant to such revision.

ACCOUNTING CONVENTION: The Financial statements have been prepared in accordance with the historical cost convention and generally accepted accounting principles. A summary of the important accounting policies, which have been followed consistently, is set out below.

PROPERTY, PLANT & EQUIPMENT: Property, Plant & Equipment are stated at cost of acquisition inclusive of freight & incidental expenses less depreciation thereof.

DEPRECIATION: Depreciation on owned Assets has been charged on straight line method as per life and in the manner prescribed in Schedule-II of the Companies Act 2013. No Depreciation has been charged on additions of ₹ 22.12 lacs, on account of revaluation of the office premises during the year 1993-94. During the FY 2021-22, Management of the Company has decided to not to charge the depreciation on the building from the current financial year.

INVESTMENTS: Investments are valued at cost.

(e) REVENUE RECOGNITION:
(i) Income from consultancy and advisory services is accounted for on accrual basis.

(ii) In respect of other heads of income except dividends, the company follows the practice of accounting such income on accrual basis.

(iii) Sales and Purchase of the company consist of the sale and purchase of shares in the secondary market and has been accounted for on accrual basis.

(iv) All the expenses have been accounted for on mercantile basis.

PROVISION FOR TAXATION: Provision for Taxation is computed as per total income returnable under the Income Tax Act, 1961.

DEFERRED TAX: Deferred Tax Liability is provided pursuant to Indian Accounting Standard [IND AS-12 "Income Taxes"]. Deferred Tax Asset and Deferred Tax Liability are calculated by applying tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred Tax Assets arising mainly on account of brought forward losses and unabsorbed depreciation under tax laws, are recognized, only if there is virtual certainty of its realization, supported by convincing evidence. Deferred Tax Assets on account of other timing differences are recognized only to the extent there is reasonable certainty of its realization.

OTHER ACCOUNTING POLICIES: These are consistent with the generally accepted accounting policies.

3. PROPERTY, PLANTS AND EQUIPMENTS

Property, Plant and Equipment are stated at cost less accumulated depreciation and accumulated losses, if any. Cost includes expenses directly attributable to bringing the Asset to their location and conditions necessary for it to be capable of operating in the manner intended by the management. Subsequent costs are included in the asset's carrying amount or recognized as separate asset, as appropriate, only when it is probable that is future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Internally manufactured property, plant and equipment are capitalized at factory cost, including excise duty, wherever applicable.

Assets in the course of construction are capitalized in capital work in progress account. At the point when an asset is capable of operating in the manner intended by the management, the cost of erection/ construction is transferred to the appropriate category of property, plant and equipment cost (net of income and including pre-operative cost / expenses) associated with the commissioning of an asset are capitalized until the period of commissioning has been completed and the asset is ready of its intended use. Property, Plant and Equipment are eliminated from financial statement, either on disposal or when retired from active use. Losses arising in the case of retirement of Property, plant and equipment and gains or losses arising from disposal of property, plant and equipment are recognized in Statement of Profit and Loss in the year of occurrence.

On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognized as at 1st April, 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

Depreciation methods, estimated useful lives and residual value. Deprecation is calculated using the Straight-Line Method (SLM) to allocate as per the rate provided in the Schedule II to Companies Act, 2013 having regard to carrying amount of Property, Plant & Equipment as on 01.04.2014, residual value (as prescribed) and remaining useful lives of these assets.

Depreciation on Property, plant and equipment, purchased during current financial year, is provided on SLM Method as per Schedule-II of Companies Act, 2013 having regard to original cost, residual value (as prescribed) and prescribed useful lives of these assets. Intangible Assets if any have been amortized on the basis of SLM Method over the useful life.

The assets residual values, useful lives and methods of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate. Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the statement of profit and loss within other gains / (losses).

Depreciation on impaired assets is provided on the basis of their residual useful life.

4 INVESTMENTS PROPERTY

Property that is held for long-term rentals yields or for capital appreciation or both, and that is not occupied by the Company, is classified as investment property. Investment property is measured initially at its cost, including related transaction costs and where applicable borrowing costs. Subsequent expenditure is capitalized to the asset's carrying amount only when it is probable that future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are expensed when incurred. When part of an investment property is replaced, the carrying amount of the replaced part is derecognized. Investment properties are depreciated using the SLM Method over their estimated useful lives. The useful live has been determined based on technical evaluation performed by the management's expert. The Residual Life, useful lives and depreciation method of investment properties are reviewed, and adjusted on Prospective basis as appropriate, at each financial year end. The effects of any revision are included in the Statement of Profit and Loss when the changes arise.

However, on transition to Ind AS, the Company has no any Investment Property.

5. INTANGIBLE ASSETS: Intangible Assets have been amortized on the basis of SLM Method over the useful life. Intangible Property, Plant & Equipment relating to computer software has been taken under the block computer and related equipment during earlier years and has not been classified under the head intangible Property, Plant & Equipment.

a) Intangible Assets are initially recognized at:

In case the assets are acquired separately then at cost.
In case the assets are acquired in a business combination then at fair value.
In case the assets are internally generated then at capitalized development cost subject to satisfaction of criteria of recognition (identify ability, control and future economic benefit) laid down from clause 11 to17 of IND AS 38.

Following initial recognition, intangible assets are carried at cost less any accumulated amortization and accumulated impairment loss. Research costs are recognized as expense in the period in which it is incurred.

b) Intangible assets with finite useful life are assessed for impairment whenever there is an indication that the intangible assets may be impaired. Intangible assets with infinite useful life including goodwill are tested for impairment annually.

c) Intangible assets with finite useful life are amortized over the useful economic life on a SLM basis. In case of Patents and Trade Marks the useful life is taken to be 10 years and in case of Software, the useful life is taken as 5 years.

6. IMPAIRMENT OF ASSETS.

Company comes in operation from the financial year 1992-93 and in the view of management of the company, no impairment of assets is required.

IMPAIRMENT OF NON-FINANCIAL ASSETS

a) An asset is deemed impairable when recoverable value is less than it's carrying cost and the difference between the two represents provisioning exigency.

b) Recoverable value is the higher of the 'Value in Use' and fair value as reduced by cost of disposal.

c) Test of impairment of PPE, investment in subsidiaries / associates / joint venture and goodwill are undertaken under Cash Generating Unit (CGU) concept. For Intangible Assets and Investment Properties it is undertaken in asset specific context.

d) Test of impairment of assets are generally undertaken based on indication of impairment, if any, from external and internal sources of information outlined in para 12 of Ind AS-36. Non-financial assets other than goodwill that suffered impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

NOTE: - 2 NOTES ON ACCOUNTS ATTACHED TO AND FORMING PART OF THE BALANCE SHEET AS ON 31-03-2026

1. The previous year figures have been regrouped/ rearranged wherever necessary to make them comparable with the figures of current year.

	Particulars	Current Year	Previous Year
2.	Directors Emoluments:		
	Salary (Director)	Nil	Nil
	Sitting Fee	0.10	0.10
3.	Provision for taxation	6.16	6.22
4.	Dividend	Nil	Nil
5.	Foreign Exchange- Inflow	Nil	Nil
	Outflow	Nil	Nil
6.	Director Traveling (Local)	Nil	Nil
	(Foreign)	Nil	Nil
7	Quoted Investments (₹ In Lacs)		
	-As per Balance Sheet	80.00	80.00

-Market Value as on B/S date Nil Nil

8. Related Party Disclosure:
Related party disclosure as required by Ind AS -24 “Related Party Disclosures” are given below:

Directors: -
Mr. Hardev Singh (WTD) Appointed as on 06.01.2025 to 13.02.2026)
Mr. Rajesh Arora
Mr. Ashok Kumar Juneja
Mr. Vinay Bhatia
Mrs. Parvinder Kaur
Mr. Ranjan Kumar (CFO)
Ms. Varsha Jain – (from 06.11.2024 to 12.02.2026)

Associates Company/ Firm: -
M/s Arora & Bansal
M/s Apra securities Pvt. Ltd
M/s A J Capital Pvt. Ltd
M/s Excellent Investment services Pvt. Ltd.
M/s Kamvin Chits Pvt. Ltd.
M/s Vinrit Chits Pvt. Ltd.
M/s Isle Resorts Pvt. Ltd.

Transaction with Related Party:

Amounts in Lakhs

Name	Nature of Transaction	Transaction During the year	As on 31-03-2026 (₹)	As on 31-03-2025 (₹)
Kin soft Solutions P. Ltd.	Trade Receivable Written off	0.10/-	NIL	0.10/-
Arora & Bansal	Payments Received	4.00	NIL	0.55/-
	Payment made Balance w/o	4.00 0.55		
Kinsoft Solutions P. Ltd.	Loan & Advance Written off	0.33/-	NIL	0.33/-
Matrix E Services Pvt. Ltd.	Payment Made	NIL	NIL	NIL
	Payment Received	NIL		NIL
Vinod Bansal	Balance written off.	1.09/-		1.09/-
	Payment Made	NIL	NIL	NIL
Rajesh Arora	Loans Repaid	NIL	NIL	Nil
Ranjan Kumar	Salary	6.50/-	0.50	0.50
Company Secretary	Salary	2.20/-	NIL	Nil

9. The Company is registered with the Reserve Bank of India as a NBFC within the provisions of the NBFC (Reserve Bank of India) Directions, 1998.

10. In the opinion of the management of the company the aggregate value of current assets, loans & advances if realized in the ordinary course of the business shall not be less than the amount at which these are stated in the Balance Sheet and the provision for all known liabilities are adequate.

11. **Deferred Tax**

Deferred tax has been calculated in accordance with the provisions of Indian Accounting Standard (IND AS- 12 "Income Tax"). The details are as under:

Amounts in Lakhs

Particulars	**As at 31-03-2026 (₹)**	**As at 31-03-2025 (₹)**
(A) Deferred Tax Liability on account of Depreciation Misc. Expenditure	 **0.39/-** **Nil**	 **0.38/-** **Nil**
Total (A)	**0.38/-**	**0.36/-**
(B) Deferred Tax Asset on account of Accumulated Losses Misc. Expenditure Provisions	 Nil Nil NIL	 Nil Nil NIL
Total (B)	**0.00/-**	**0.00/-**
Net Deferred Tax Liabilities / (Assets) (A-B)	**0.39/-**	**0.38/-**

Deferred Tax Asset (Net) amounting to ₹ 0.01/- has been credited to Profit and Loss Account for the year-ended 31-03-2026.

12. **Segmental Reporting**

Indian Accounting Standard –108 'Operating Segments', the company has one segment only therefore the segment reporting is not applicable to the company.

13. **Micro, Small and Medium Enterprises**

The Company has not received any information from its suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act 2006, which came into effect from 2nd October, 2006 and hence disclosure, if any, relating to amounts unpaid as on 31st March, 2026 together with interest paid or payable as required under the Act, have not been given.

14. The category of the company is Non-Banking Financial Company-Base Level (NBFC-BL), hence CRAR & concentration norms as prescribed by RBI are not applicable to the company.

15. Net Owned Fund (NOF) of the company is ₹ 415.75/- which is as per the requirement in the guidelines issued by RBI on 10th Nov, 2014. The company is under the takeover process due to which company can't increase its share capital until the takeover process is complete. Therefore, the company could not maintain the required minimum NOF of 5 Crores by 31.03.2026

as laid down in Master Direction of the Bank in respect of NBFC-ND. The company has already communicated the said facts to the RBI and SEBI.

16. Leverage ratio of 7 is applicable to the company being a NBFC-BL (below asset size of ₹ 1000 crores) as per the guidelines issued by RBI. The company is in compliance with the norms throughout the period under report and has not contravened this norm at any time during the financial year 2025-26.

17. There is change in the management or constitution of the company during the financial year 2025-26. After demise of Mr. Sanjeev Arora, Mr. Hardev Singh was appointed as Whole Time Director of the company. During the year, Director Mr. Hardev Singh and company secretary Ms. Varsha Jain has resigned the company.

18. The company is not rated by any approved credit rating agency till date. Being a NBFC-BL credit rating is not applicable to the company.

19. Previous Years figures have been regrouped and/or rearranged wherever found necessary to conform to this year's classification.

20. The company has no subsidiaries.

21. The balances of sundry debtors, creditors and loans and advances are subject to confirmation.

KINETIC TRUST LIMITED
BALANCE SHEET AS ON 31.03.2026

(Currency : Indian Rupees)
Amounts in Lakhs

Note : 3 Cash & Cash Equivalents

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
1	**Cash-in-Hand**		
	Cash Balance	0.03	0.23
	Sub Total (A)	**0.03**	**0.23**
2	**Bank Balance - Scheduled Bank**	68.09	0.18
	Sub Total (B)	**68.09**	**0.18**
3	**Cheques on Hand**	-	-
	Total in Rs.[A + B + C]	**68.11**	**0.41**

Note : 4 Trade Receivables

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
1	**Outstanding for more than six months**		
	Unsecured, Considered Good :	-	10.00
2	**Outstanding for Less Than Six Months**	-	100.90
	Total in Rs.	**-**	**110.90**

Note : 4a Ageing of Trades Receivable as on 31st March, 2026

Sr. No.	Particulars	Outstanding for following periods from due date of payment.					Total
		Less than 6 months	6 months - 1 year	1-2 Year	2-3 Year	More Than 3 Year	
(i)	Undisputed - Considered Good	-	-	-	-	-	-
(ii)	Undisputed - Considered Doubtfull	-			-	-	-
(iii)	Disputed - Considered Good	-		-	-	-	-
(iv)	Disputed - Considered Doubtfull	-		-	-	-	-

Note : 4b Ageing of Trades Receivable as on March 31, 2025

Sr. No.	Particulars	Outstanding for following periods from due date of payment.					Total
		Less than 6 months	6 months - 1 year	1-2 Year	2-3 Year	More Than 3 Year	
(i)	Undisputed - Considered Good	33.96	-	7.36	-	0.10	41.42
(ii)	Undisputed - Considered Doubtfull	-		-	-	-	-
(iii)	Disputed - Considered Good	-		-	-	-	-
(iv)	Disputed - Considered Doubtfull	-		-	-	-	-

Note : 5 Loans

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
I)	**Security Deposit**		
	Unsecured, Considered Good :	51.58	5.18
II)	**Loans & Advances**		
	Unsecured, Considered Good	3,422.85	1,799.99
III)	**Others Loans and Advances**	-	-
	Total in Rs.	**3,474.43**	**1,805.17**

Note : 6 Investment

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
1	**Investment in Equity Instrument**		
	Unquoted Investment	80.00	80.00
	Total in Rs.	**80.00**	**80.00**

Note : 7 Other Financial Assets

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
	Advance against Property	-	-
	Total in Rs.	**-**	**-**

Note- 8 Deffered Tax Asset (Net)

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
	Deffered Tax Assets		
	Deffered Tax Assets due to Depreciation	-	-
	Deffered Tax Assets due to Business Loss	-	-
	Deffered Tax Assets due to OCI	-	-
	Deffered Tax Assets due to Revenue Exp.	-	-
	Gross Deffered Tax Assets	**-**	**-**
	Deffered Tax Liabilities		
	Deffered Tax Liabilites due to Depreciation	0.39	0.38
	Deffered Tax Liabilities due to Business Loss	-	-
	Deffered Tax Liabilities due to OCI	-	-
	Gross Deffered Tax Liabilities	**0.39**	**0.38**
	Net Closing Deffered Tax Asset/(Liability)	**(0.39)**	**(0.38)**
	Less:- Opening Net Deffered Tax Assets/(Liability)	(0.38)	(0.37)
	Deferred Tax (Income)/Exp. During The Year	**(0.01)**	**(0.01)**

Note : 10 Other Non-Financial Assets

Sr. No	Particulars	As at 31.03.2026	As at 31.03.2025
1	Tax Deducted at Source	17.87	11.93
2	Income Tax Refundable	-	1.26
3	GST Input Receivable	6.23	5.22
4	Deffered Expenses	-	-
	Total in Rs.	**24.10**	**18.41**

KINETIC TRUST LIMITED
BALANCE SHEET AS ON 31.03.2026

NOTE - 9 PROPERTY, PLANT & EQUIPMENTS AND INTANGIBLE ASSETS

(Currency : Indian Rupees)
Amounts in Lakhs

S. No.	*Particulars*	*Gross block*				*Accumulated depreciation and impairment*				*Net Block*	
		As at 01.04.2025	*Additions*	*Disposals during the year*	*As at 31.03.2026*	*As at 01.04.2025*	*Addition for the year*	*Deduction for the year*	*As at 31.03.2026*	*As at 31.03.2026*	*As at 01.04.2025*
I	**TANGIBLE ASSETS**										
	Office Building-1406 Vikram Tower	28.68			28.68	4.41			4.41	24.27	24.27
	Plant & Equipment	3.66			3.66	3.64	-		3.64	0.03	0.03
	TOTAL (A)	**32.35**	**-**	**-**	**32.35**	**8.05**	**-**	**-**	**8.05**	**24.30**	**24.30**
	INTANGIBLE ASSETS				-			-	-	-	-
	TOTAL (B)	-	-	-	-	-	-	-	-	-	-
	CAPITAL WORK-IN-PROGESS				-	-		-	-	-	-
	TOTAL (C)	-	-	-	-	-	-	-	-	-	-
	TOTAL (A+B+C)	**32.35**	**-**	**-**	**32.35**	**8.05**	**-**	**-**	**8.05**	**24.30**	**24.30**
	TOTAL Previous Year (A+B+C)	**32.35**	**-**	**-**	**32.35**	**8.05**	**-**	**-**	**8.05**	**24.30**	**24.30**

The Cost of Office Building includes Rs. 22,12,000/- on account of revaluation of office premises at 1406, Vikram Tower, Rajendra Place, New Delhi. Management of the company has decided not to charge the depreciation on the original cost of such premises also.

KINETIC TRUST LIMITED
BALANCE SHEET AS ON 31.03.2026

(Currency : Indian Rupees)

Note : 11 Trades Payable *Amounts in Lakhs*

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
1	Due to micro enterprises and small enterprises	-		-
2	Due to other than micro enterprises and small enterprises	12.70		11.64
	Total in Rs.	12.70		11.64

Note : 11A. Ageing of Trades Payable as on March 31, 2026

Sr. No.	Particulars	Outstanding for following periods from due date of payment.				Total
		Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Year	
(i)	MSME					-
(ii)	Others	1.06	1.06	1.06	9.52	12.70
(iii)	Disputed due - MSME	-	-	-	-	-
(iv)	Disputed due - Others	-	-	-	-	-

Note : 11B. Ageing of Trades Payable as on March 31, 2025

Sr. No.	Particulars	Outstanding for following periods from due date of payment.				Total
		Less than 1 Year	1-2 Year	2-3 Year	More Than 3 Year	
(i)	MSME					-
(ii)	Others	-	0.99	7.13	1.40	9.52
(iii)	Disputed due - MSME	-	-	-	-	-
(iv)	Disputed due - Others	-	-	-	-	-

Note : 12 Other Payables

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
	Due to micro enterprises and small enterprises	-		-
		-		-
	Due to other than micro enterprises and small enterprises			
1	Audit Fee payable	-		-
2	TDS Payable	12.85		7.22
3	Vinod Bansal	-		1.09
4	Other Expenses Payable	2.02		72.66
5	Rajesh Arora	-		-
		14.87		80.97
	Total in Rs.	**14.87**		**80.97**

Note : 13 Borrowings (Other than Debt Securities)

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
1	Unsecured Loans	2,859.58		1,530.04
3	Advances ESCROW	-		-
	Total in Rs.	**2,859.58**		**1,530.04**

Note : 14 Current Tax Liabilities (Net)

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
1	**Others**			
	Provision for Income Tax	6.16		6.23
2	Provision for Income Tax Liability	-		
	Total in Rs.	**6.16**		**6.23**

Note : 15 Provisions

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
1	**Others**			
	Provision Against Standared Assets	13.69		7.64
		-		-
	Total in Rs.	**13.69**		**7.64**

Note : 16 Other Non-Financial Liabilities

Sr. No	Particulars	As at 31.03.2026		As at 31.03.2025
1	GST Payable	-		-
2	Trade Payable	-		-
3	Advance againt Property	346.50		
	Total in Rs.	**346.50**		**-**

KINETIC TRUST LIMITED
STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED ON 31.03.2026

Note -17 Equity Share Capital
(A) Equity Share Capital **(Currency : Indian Rupees)**
(i) Detail of Share Capital **Amounts in Lakhs**

Sr. No.	Particulars	As at 31.03.2026			As at 31.03.2025	
		Number of shares	Amount		Number of shares	Amount
1	Authorised Equity shares of Rs. 10 each with voting rights	55,00,000	550		35,00,000	350
2	Issued Equity shares of Rs. 10 each with voting rights	33,60,000	336		33,60,000	336
3	Subscribed and fully paid up Equity shares of Rs. 10 each with voting rights	33,60,000	336		33,60,000	336

(ii) Reconciliation of number of shares outstanding at the beginning and at the end of the reporting year

Sr. No.	Particulars		As at 31.03.2026			As at 31.03.2025	
	Equity Shares		No. of Shares	Amount. (Rs)		No. of Shares	Amount. (Rs)
	Shares outstanding at the beginning of the year		33,60,000	336		33,60,000	336
	Add : Issued during the year for cash		-	-		-	-
	Less:- Buy Back or any other changes		-	-		-	-
	Shares outstanding at the end of the year		**33,60,000**	**336**		**33,60,000**	**336**

(iii) Details of shares held by each shareholder more than 5%:

Sr. No.	Class of shares / Name of shareholder		As at 31.03.2026			As at 31.03.2025	
			Number of shares held	% holding in that class of shares		Number of shares held	% holding in that class of shares
	Equity shares with voting rights						
(i)	Master Flow Pvt. Ltd.		2,74,000	8.15%		2,74,000	8.15%
(ii)	Sarbjit Singh		5,45,600	16.24%		5,45,600	16.24%
(iii)	Ranjan Kumar		5,17,000	15.39%		5,17,000	15.39%
(iv)	Dinesh Chandra Arya		3,40,000	10.12%		3,40,000	10.12%
(v)	Vikram Gupta		3,30,000	9.82%		3,30,000	9.82%
(vi)	Anil Singh		2,90,100	8.63%		2,90,100	8.63%
			22,96,700	**68.35%**		**22,96,700**	**68.35%**

(iii) Details of shares held by promotors shareholding :

Sr. No.	Class of shares / Name of shareholder		As at 31.03.2026		As at 31.03.2025		% Changes in that Class of Shares Held
			Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares	
	Equity shares with voting rights						
(i)	Master Flow Pvt. Ltd.		2,74,000	8.15%	2,74,000	8.15%	0.00%
(ii)	Sarbjit Singh		5,45,600	16.24%	5,45,600	16.24%	0.00%
(iii)	Ranjan Kumar		5,17,000	15.39%	5,17,000	15.39%	0.00%
(iv)	Dinesh Chandra Arya		3,40,000	10.12%	3,40,000	10.12%	0.00%
(v)	Vikram Gupta		3,30,000	9.82%	3,30,000	9.82%	0.00%
(vi)	Anil Singh		2,90,100	8.63%	2,90,100	8.63%	0.00%
(vii)	Rajesh Arora		52,925	1.58%	52,925	1.58%	0.00%
(viii)	Vinod Bansal		50,325	1.50%	50,325	1.50%	0.00%
(ix)	Sangita Bansal		50	0.00%	50	0.00%	0.00%
			24,00,000	**71.43%**	**24,00,000**	**68.35%**	**0.00%**

B. Other Equity

	Particulars	Share Application Money Pending Allotment	RESERVES AND SURPLUS				Total
			Revaluation Reserve Reserve	Security Premium Reserves	Statutory Reserve	Retained Earnings	
	As at 31.03.2024	-	**1.29**	-	**7.30**	**39.49**	**48.08**
	Profit for the year					**18.21**	**18.21**
	Transfer from Retained Earning				3.64		**3.64**
	Transfer To Statutory Reserve					(3.64)	**(3.64)**
	As at 31.03.2025	-	**1.29**	-	**10.94**	**54.05**	**66.29**
	Profit for the year				-	**14.76**	**14.76**
	Transfer from Retained Earning				2.95		-
	Transfer To Statutory Reserve					(2.95)	-
	As at 31.03.2026	-	**1.29**	-	**13.89**	**65.86**	**81.04**

KINETIC TRUST LIMITED
BALANCE SHEET AS ON 31.03.2026

(Currency : Indian Rupees)
Amounts in Lakhs

Note : 18 Revenue from Operations

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
	FEES AND SERVICE CHARGES			
1	Interest Income (NBFC)	175.12		118.24
2	Professonal & Consultancy Fees	0.05		-
	Total in Rs.	**175.17**		**118.24**

Note : 19 Other Business Income

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
	Interest in Income Tax	-		
1	Remission of Liability	-		-
2	Misc Income	-		-
	Total in Rs.	**-**		**-**

Note : 20 Financial Cost

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
1	Interest Exp.	127.56		71.97
2	Other Interest Exp.	-		
	Total in Rs.	**127.56**		**71.97**

Note : 21 Employement Benefit Expenses

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
1	Salary	8.70		6.63
2	Staff Welfare	-		-
3	Bonus to Staff	0.25		0.25
	Total in Rs.	**8.95**		**6.88**

Note : 22 Depreciation & Amortised Cost

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
1	Depreciation	-		-
	Total in Rs.	**-**		**-**

Note : 23 Other Expenses

Sr. No	Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
1	Advertisement & Publicity	0.16		0.27
1	Bank Charges	0.05		0.07
2	Legal & Professional	1.86		2.69
3	Statutory Audit Fee	0.50		0.50
4	Electricity Expense	0.06		0.33
5	Listing Fee	3.25		3.25
6	Property Tax	-		0.24
7	Office Maintenance	0.91		1.83
8	Office Rent	2.46		0.66
9	Internet expenses	0.09		0.07
10	Balance Writen off	-		0.05
11	Travelling and Conveyance	0.09		0.08
12	Postage, Couier and Telegram	-		-
13	Expense Written off	0.12		-
14	Director Sitting fee	0.10		2.00
15	Filing Fees	1.55		0.09
16	Interest /penalty	0.10		
17	Misc Exp	0.39		
	Total in Rs.	**11.68**		**12.12**

Note-24 Earnings Per Equity Share

Particulars	For the Period Ended 31.03.2026		For the Period Ended 31.03.2025
Net Profit for The Year	14.76		18.21
Weighted average number of equity shares outstanding during the year	33,60,000		33,60,000
Basic Earnings Per Share (In Rs.)	**0.44**		**0.54**
BASIC EARNINGS PER EQUITY SHARE (EXCLUDING EXTRAORDINARY ITEMS)			
Net Profit For the Year (Excluding Extraordinary Items)	14.76		18.21
Weighted average number of equity shares outstanding during the year	33,60,000		33,60,000
Basic Earnings Per Share (Excl. Extraordinary Items) (In Rs.)	**0.44**		**0.54**
DILUTED EARNINGS PER EQUITY SHARE			
Net profit for the year	14.76		18.21
Weighted average number of equity shares outstanding during the year	33,60,000		33,60,000
Diluted Earning Per Share (In Rs.)	**0.44**		**0.54**

KINETIC TRUST LIMITED

Notes Forming Part of the Balance Sheet as at 31.03.2026

Note-25 - Additional Regulatory Informations

(i) The company do not hold any immovable property during the year.
(ii) Company has not revalued its property/intangible assets.
(iii) No loans or advances are given to any promotor, directors, KMP and related party which is repayable on demand or without specifying any term or period of repayment.
(iv) Thre is no Capital Work-in-Progress. Disclosure regarding the CWIP is not applicable.
(v) Thre is no Intangible Assets under Developments. Disclosure regarding the same is not applicable.
(vi) No Benami Property is held by Company.
(vii) The company has no borrowing from bank or financial institution. There is no any submission regarding the same is applicable.
(viii) Company is not declared by any lender as wilful defauters.
(ix) During the year company has not done any transaction with struckoff company/companies.
(x) During the year neither new charge was created nor satisfied.
(xi) Company has complied with provisions of layers of companies rule.
(xii) Ratios are disclosed in Note No. 25.
(xiii) Compliance with any approved scheme of Arrangements is not applicable.
(xiv) Utilization of Borrowed funds and share Premium: Company has not given or availed loan or advance to any intermediaries. No Dsclosure is required for the same.
(xv) Corporate Social Responsibility: Company is not covered under section 135 of Companies Act.
(xvi) Crypto currency or virtual currency disclosure: Company has neither traded nor invested in any Crypto currency or virtual currency.
(xvii) There is no any trnsaction which required to be recorded in the books of account, which has been surrended before Income Tax Authorities.

Note - 26 Analytical Ratios as per Ministry of Corporate Affairs ("MCA") notification dated 24th March 2021:

Sr. No.	Ratios	Numerator	Denominator	Current Period	Previous Period	% Variance	Reason for variance (if above 25%)
(a)	Capital to risk weighted assets ratio	Total Capital Funds(Tier I + Tier II)	Total Risk Weighted Assets	0.121	0.205	-40.99%	NA
(b)	Tier I CRAR	Capital Funds TierI	Total Risk Weighted Assets	0.117	0.201	-41.78%	NA
(c)	Tier II CRAR	Capital Funds TierII	Total Risk Weighted Assets	0.004	0.004	0.60%	NA
(d)	Liquidity Coverage Ratio	Total HQLA (Maintained)	Total Net Cash Outflows	(1.01)	0.00	-44849.70%	Refer Footnote

Footnote :- Change in Liquidity Coverage Ratio by more then 25% as compared to previous Year is due to decrease in Net cash inflow during the year as compare to last year from the borrowers and other parties.

Notes referred to above and notes attached there to form an integral part of Balance Sheet
This is the Balance Sheet referred to in our Report of even date.

For Sunita Agrawal & Co.
Chartered Accountants
FRN:-515225C

FOR KINETIC TRUST LIMITED

Sd/-
Sunita Agrawal
Partner
M.No.- 095196
UDIN : 26095196BDASQQ3545

Sd/-
RAJESH ARORA
DIRECTOR
DIN- 00662396

Sd/-
PARVINDER KAUR
DIRECTOR
DIN- 10205674

Sd/-
Ranjan Kumar
CFO

Date:- 01.05.2026
Place : New Delhi

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-
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Thank You

Thank you for being part of our journey.

We extend our sincere gratitude to our employees, customers, partners, stakeholders, and supporters for your continued trust, collaboration, and commitment throughout the year. Your confidence and contributions have been instrumental in our achievements and progress.

As we reflect on the past year, we look forward to building an even stronger future together—driven by innovation, integrity, and shared success.

Thank you for your continued support.

Together, we move forward.