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.

<u>How to Log-in to NSDL e-Voting website?</u>

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.

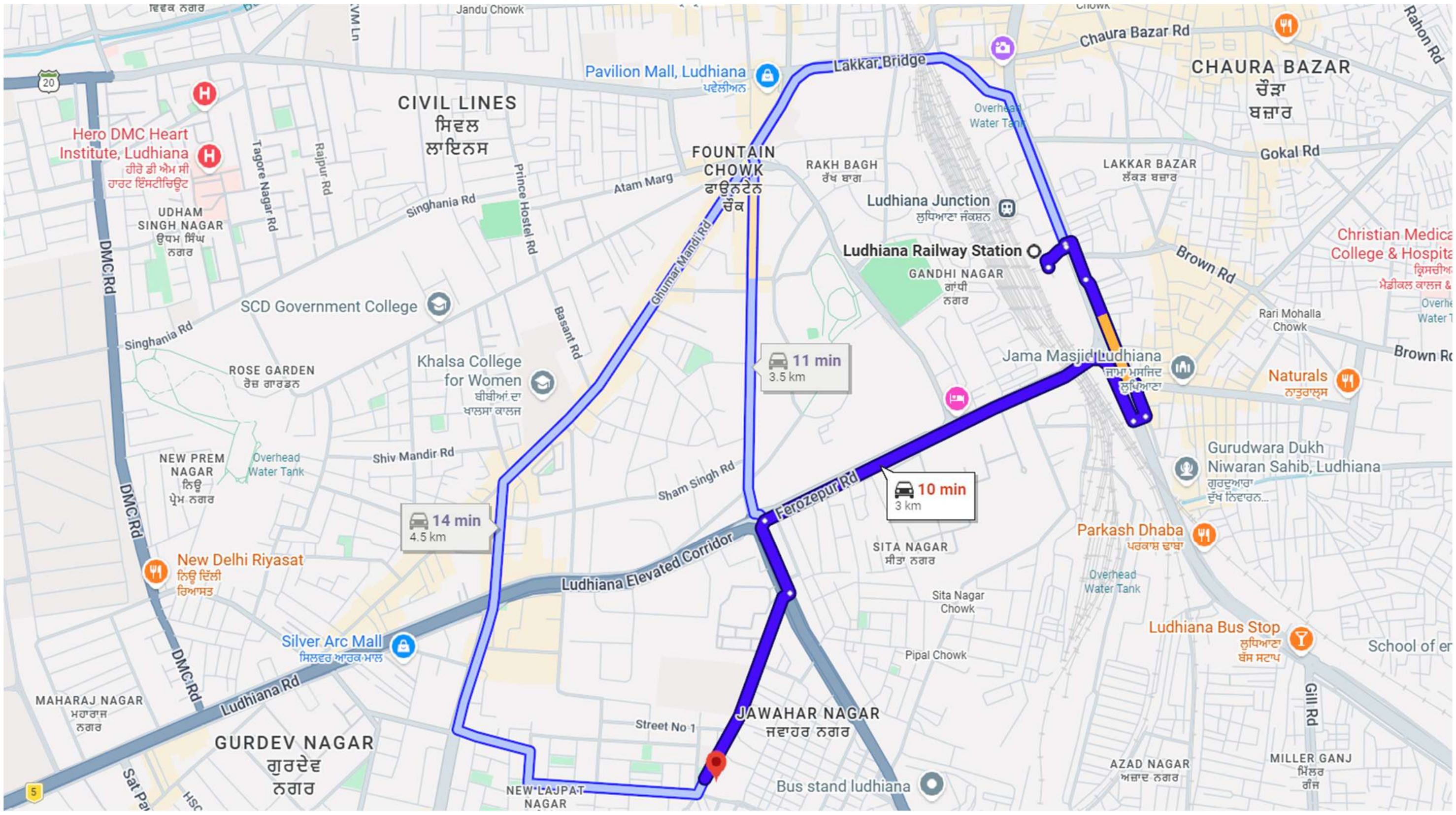
None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the accompanying Notice, except to the extent of their shareholding, if any, in the Company.

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.