

**Date: 25<sup>th</sup> August, 2025**

To,

**National Stock Exchange of India Limited (“NSE”).**

Exchange Plaza, Plot No. C/1, G- Block,

Bandra –Kurla Complex, Bandra (East),

Mumbai-400051

Symbol: KINGFA

**BSE Limited**

Corporate Relationship Department

1st Floor, New Trading Ring,

Rotunda Building, P.J. Towers,

Dalal Street, Fort, Mumbai – 400001.

Scrip Code: 524019

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) – Notice of Extraordinary General Meeting (EGM) of Members.**

Dear Sirs,

Pursuant to Regulation 30 of the SEBI Listing Regulations, we wish to inform you that the Extra ordinary General Meeting (“EGM”) of the **Kingfa Science & Technology (India) Limited** (‘Company’) will be held on Wednesday, 17<sup>th</sup> September, 2025 at 11:30 A.M. (IST) through Video Conferencing (‘VC’)/ Other Audio Visual Means (‘OAVM’). We are submitting herewith Notice of EGM of the Company along with explanatory statement, which is being sent through electronic mode to the Members of the Company as on 22<sup>nd</sup> August 2025.

The Company has provided the facility to vote by electronic means (remote e-voting as well as e-voting at the EGM) on the resolution as set out in the EGM Notice. The remote e-voting will commence on Sunday, 14<sup>th</sup> September, 2025 at 09:00 A.M. (IST) and ends on Tuesday, 16<sup>th</sup> September, 2025 at 05:00 P.M (IST).

The copy of the said EGM Notice is also uploaded on the website of the Company i.e. [www.kingfaindia.com](http://www.kingfaindia.com)

We request you to kindly take the same on record.

Thanking you.

Yours truly,

**For Kingfa Science & Technology (India) Limited**

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**Deepak Vyas**

**Company Secretary & Compliance officer**



**KINGFA SCIENCE & TECHNOLOGY (INDIA) LIMITED**

**CIN No:** L25209TN1983PLC010438

**Registered Office:** Dhun Building , 3<sup>rd</sup> Floor, 827, Mount Road, Madras, Tamil Nadu, India, 600002

**Fax:** 044-28580420; **Tel.:** 044-28521736; **Email:** cs@kingfaindia.com; **Website:** www.kingfaindia.com

**NOTICE**

Notice is hereby given that the Extra-Ordinary General Meeting (“EGM”) of the Members of Kingfa Science & Technology (India) Limited (the “Company”) will be held on, **Wednesday, 17<sup>th</sup> September 2025 at 11:30 a.m.** through video conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) to transact the following businesses:

**Special business:**

**1. To consider and approve, offer, issue and allotment of Equity Shares on a preferential basis:**

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the “Act”), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated (“FEMA”), and rules, circulars, notifications, regulations and guidelines issued under FEMA to the extant consolidated Foreign Direct Investment Policy, as amended and replaced from time to time (“FDI Policy”) and the Foreign Exchange Management (Non-debt Instruments) Rules, 2019, as amended, Ministry of Finance (Department of Economic Affairs) (“MoF”), Department for Promotion of Industry and Internal Trade, (“DPIIT”) to the extent applicable, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “SEBI Listing Regulations”) and Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (“SEBI Takeover Regulations”), as amended from time to time, the listing agreements entered into by the Company with the BSE Limited and the National Stock Exchange of India Limited (together, the “Stock Exchanges”) on which the Equity Shares of the Company having face value of INR10/- (Indian Rupees Ten Only) each (“Equity Shares”) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs (“MCA”), the Reserve Bank of India (“RBI”), the Securities and Exchange Board of India (“SEBI”) and/or any other competent authorities (hereinafter referred to as “Applicable Regulatory Authorities”) from time to time to the extent applicable and the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to such approvals, consents, permissions and sanctions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents, permissions and sanctions, which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall be deemed to mean and include one or more Committee(s) constituted/to be constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent and approval of the Members of the Company (“Members”) be and is hereby accorded to the Board to offer, issue and allot up to 14,40,920 (Fourteen Lakhs Forty Thousand Nine Hundred Twenty) fully paid up Equity Shares of face value of INR10/- (Indian Rupees Ten only) each for cash at a price of INR 3,470/- (Indian Rupees Three Thousand Four Hundred Seventy only) per Equity Share (including a premium of INR 3,460/- (Indian Rupees Three Thousand Four Hundred Sixty only) per Equity Share (“Preferential Allotment Price”), for an amount up to INR 499,99,92,400/- (Indian Rupees Four Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Two Thousand Four Hundred only), to the below mentioned proposed allottee(s) who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company (hereinafter referred to as “Investors” or “Proposed Allottees”) by way of preferential issue (“Preferential Issue”) in one or more tranche, on such terms and conditions as may be determined by the Board in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Proposed Investment Amount to be paid (in INR)
1.	SBI Flexicap Fund (Scheme of SBI Mutual Fund)	Non-Promoter	3,45,821	119,99,98,870
2.	SBI Automotive Opportunities Fund (Scheme of SBI Mutual Fund)	Non-Promoter	1,84,438	63,99,99,860
3.	SBI Conservative Hybrid Fund (Scheme of SBI Mutual Fund)	Non-Promoter	3,57,348	123,99,97,560
4.	Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund (Category I FPI)	Non-Promoter	2,73,775	94,99,99,250
5.	SBI Optimal Equity Fund - Long Term (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	1,00,864	34,99,98,080

Sr. No.	Name of Proposed Allottees	Category	Maximum No. of Equity Shares to be allotted	Proposed Investment Amount to be paid (in INR)
6.	SBI Emergent India Fund (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	1,06,628	36,99,99,160
7.	Sanshi Fund -I (Scheme of Sanshi Trust, Category III AIF)	Non-Promoter	72,046	24,99,99,620
	<b>Total</b>		<b>14,40,920</b>	<b>499,99,92,400</b>

**RESOLVED FURTHER THAT** in terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is Monday, 18<sup>th</sup> August, 2025 (“**Relevant Date**”), being the date 30 days prior to the date of this Extra-Ordinary General Meeting.

**RESOLVED FURTHER THAT** subject to the receipt of such approvals as may be required under applicable law, consent of the Members is hereby accorded to record the names of the Proposed Allottees in the prescribed Form PAS-5, pursuant to sub-rule 4 of rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and for the issue of invitation to subscribe to the Equity Shares and issue a private placement offer cum application letter in Form No. PAS- 4.

**RESOLVED FURTHER THAT** without prejudice to the generality of the above resolutions, the issue of the Equity Shares shall be subject to the terms and conditions as contained in the explanatory statement under Section 102 of the Act, annexed hereto, which shall be deemed to form part hereof.

**RESOLVED FURTHER THAT** the Equity Shares being offered, issued and allotted to the Proposed Allottees by way of the Preferential Issue shall *inter alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- The Equity Shares to be offered, issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- The Equity Shares to be offered, issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The pre-preferential allotment shareholding of the Investor(s), if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- The monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this Preferential Issue be kept by the Company in a separate bank account;
- The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permission.

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

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilization of proceeds of the Preferential Issue, open one or more bank accounts in the name of the Company or otherwise, as may be necessary or expedient in connection with the Preferential Issue, apply to Stock Exchanges for obtaining of in-principle and listing approval of the Equity Shares and other activities as may be necessary for obtaining listing and trading approvals, file necessary forms with the appropriate authority or expedient in this regard and undertake all such actions and compliances as may be necessary, desirable or

expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to 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 be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more 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 in connection with any matter(s) referred to or contemplated in any of the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

**Regd. Office:**

Dhun Building, 3rd Floor, 827,  
Mount Road, Madras,  
Tamil Nadu, India, 600002

**By Order of the Board**

Sd/-  
**Deepak Vyas**  
Company Secretary

**Place:** Pune

**Date:** 22<sup>nd</sup> August 2025

**NOTES:**

1. Pursuant to the General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated 3<sup>rd</sup> October, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated 08<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Explanatory Statements pursuant to Section 102 of the Act setting out material facts concerning the business under Item No. 1 of the EGM Notice, is annexed hereto.
4. In compliance with the aforesaid MCA Circulars and SEBI Circular No SEBI/HO/CFD/CFD-PoD- 2/P/ CIR/2023/167 dated 07<sup>th</sup> October, 2023, and SEBI Circular No SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2024/133 dated 03<sup>rd</sup> October, 2024, Notice of the EGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent / Depositories. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13<sup>th</sup> April, 2020, the Notice calling the EGM has been uploaded on the website of the Company at [www.kingfaindia.com](http://www.kingfaindia.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
5. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
6. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.

Remote E-voting: The remote e-voting period commences on Sunday, 14<sup>th</sup> September, 2025 from 9:00 a.m. and ends on Tuesday, 16<sup>th</sup> September, 2025 at 5:00 p.m. During this period, the Members of the Company holding shares in physical form or in dematerialised form, as on the cut-off date, being Wednesday, 10<sup>th</sup> September, 2025, may cast their vote by electronic means in the manner and process set out herein

below. The e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

8. Facility of joining the EGM through VC/OAVM shall open 15 minutes before the scheduled time for commencement of the EGM and shall be closed after the expiry of 15 minutes after such scheduled time.
9. Those Members who are present in the Meeting through VC / OAVM and have not cast their vote on resolutions through remote e-voting, can vote through e-voting at the EGM. Members who have already cast their votes by remote e-voting are eligible to attend the EGM. However, those Members are not entitled to cast their vote again at the EGM.
10. The Board of Directors has appointed Ms. Shaswati Vaishnav, Practicing Company Secretary (ACS No. 11392 and CP No. 8675) as a scrutiniser to scrutinise the e-voting process in a fair and transparent manner.
11. 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 3 unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password' option available on <https://eservices.nSDL.com> to reset the password.
12. The Scrutiniser shall, immediately after the conclusion of voting at the EGM, first count the votes cast during the EGM, thereafter unblock the votes cast through remote e-voting and make within two working days from the conclusion of EGM, a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
13. The Results declared along with the Scrutiniser's Report(s) will be available on the website of the Company at [www.kingfaindia.com](http://www.kingfaindia.com) and on website of NSDL at <https://www.evoting.nSDL.com> and will also be communicated to the BSE Ltd. and the National Stock Exchange of India Limited within two working days from the conclusion of the EGM.

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-**

The remote e-voting period begins on Sunday 14<sup>th</sup> September, 2025 at 09:00 A.M. and ends on Tuesday 16<sup>th</sup> September, 2025 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 cut-off date i.e. Wednesday, 10<sup>th</sup> September, 2025, 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 Wednesday, 10<sup>th</sup> September, 2025.

A person who has acquired the shares and has become a Member of the Company after the dispatch of the Notice of the EGM and prior to the Cut-off date i.e. Wednesday, 10<sup>th</sup> September, 2025, shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on the date of the EGM by following the procedure mentioned hereinbelow.

**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 and joining virtual meeting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated 09<sup>th</sup> December , 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. For OTP based login you can click on <a href="https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nSDL.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. Existing <b>IDEAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDEAS</b>' 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 "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>3. If you are not registered for IDEAS e-Services, option to register is available at <a href="https://eservices.nSDL.com">https://eservices.nSDL.com</a>. Select "<b>Register Online for IDEAS Portal</b>" or click at <a href="https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</a></li> </ol>

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. 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 or joining virtual meeting &amp; voting during the meeting.</p>

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

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. 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 <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting and joining virtual meeting 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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 use 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](http://www.evoting.nsdl.com).
  - b. **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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](mailto: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 and join General Meeting on NSDL e-Voting system.**

**How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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 [shaswati.vaishnav@gmail.com](mailto:shaswati.vaishnav@gmail.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on.: 022 - 4886 7000 or send a request to Ms Pallavi at [evoting@nsdl.com](mailto: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 [cs@kingfaindia.com](mailto:cs@kingfaindia.com).
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 [cs@kingfaindia.com](mailto:cs@kingfaindia.com). 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 and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

#### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM. However, they will not be eligible to vote at the EGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM shall be the same person mentioned for Remote e-voting.

#### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM” placed under “**Join meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast three days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@kingfaindia.com](mailto:cs@kingfaindia.com). The shareholders who do not wish to speak during the EGM but have queries may send their queries in advance seven days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at [cs@kingfaindia.com](mailto:cs@kingfaindia.com). These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**Regd. Office:**

Dhun Building, 3rd Floor, 827,  
Mount Road, Madras,  
Tamil Nadu, India, 600002

**By Order of the Board**

**Sd/-  
Deepak Vyas  
Company Secretary**

**Place:** Pune

**Date:** 22<sup>nd</sup> August, 2025

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

**Item No. 1:**

**Offer, issue and allotment of Equity Shares on Preferential Basis:**

The Board of Directors of the Company, in its meeting held on Friday, 22<sup>nd</sup> August, 2025, subject to the approval of the Members of the Company and such other approvals as may be required, approved the proposal to offer, issue and allot in one or more tranche up to 14,40,920 (Fourteen Lakhs Forty Thousand Nine Hundred Twenty) fully paid up equity shares of the Company having a face value of INR 10/- (Indian Rupees Ten only) each (“**Equity Share**”) for cash at a price of INR. 3,470/- (Indian Rupees Three Thousand Four Hundred Seventy only) per Equity Share (including a premium of INR.3,460/- (Indian Rupees Three Thousand Four Hundred Sixty only)) per Equity Share (‘**Preferential Allotment Price**’), for an amount aggregating up to INR 499,99,92,400/- (Indian Rupees Four Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Two Thousand Four Hundred only), to the below mentioned Proposed Allottees , who are not promoters and who do not belong to the promoter(s) and the promoter group of the Company (hereinafter referred to as “**Investors**” or “**Proposed Allottees**”) by way of preferential issue (“**Preferential Issue**”) on such terms and conditions as may be determined by the Board for cash consideration in accordance with the Act, SEBI ICDR Regulations and other applicable laws:

<b>Sr. No.</b>	<b>Name of Proposed Allottees</b>	<b>Category</b>	<b>Maximum No. of Equity Shares to be allotted</b>	<b>Proposed Investment Amount to be paid (in INR)</b>
1.	SBI Flexicap Fund (Scheme of SBI Mutual Fund)	Non-Promoter	3,45,821	119,99,98,870
2.	SBI Automotive Opportunities Fund (Scheme of SBI Mutual Fund)	Non-Promoter	1,84,438	63,99,99,860
3.	SBI Conservative Hybrid Fund (Scheme of SBI Mutual Fund)	Non-Promoter	3,57,348	123,99,97,560
4.	Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund (Category I FPI)	Non-Promoter	2,73,775	94,99,99,250
5.	SBI Optimal Equity Fund - Long Term (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	1,00,864	34,99,98,080
6.	SBI Emergent India Fund (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	1,06,628	36,99,99,160
7.	Sanshi Fund -I (Scheme of Sanshi Trust, Category III AIF)	Non-Promoter	72,046	24,99,99,620
<b>Total</b>			<b>14,40,920</b>	<b>499,99,92,400</b>

Since, the Company is a listed company, the proposed Preferential Issue is in terms of the provisions of the Chapter V of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “**SEBI ICDR Regulations**”), the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeover) Regulations, 2011 (“**SEBI Takeover Regulations**”) (as amended), and other applicable provisions, if any and Sections 42 and 62(1) of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 (“**Applicable Laws**”). Necessary information or details in respect of the proposed Preferential Issue of Equity Shares in terms of Chapter V of the SEBI ICDR Regulations and the

Applicable Laws are as under:

**A. Objects of the Preferential issue:**

The Board of Directors at their meeting held on Friday, 22<sup>nd</sup> August, 2025 has approved the Preferential Issue for undertaking the proposed expansion of Company's operations by enhancing its existing capacity in the following manner:

**1. Phase 2 Factory/Phase II Building Construction-at Chakan, Pune- up to INR. 187 Crore**

To construct Phase II factory building with Pilot line building is critical to increasing our production capacity in future to meet the growing market demand of our products in India and outside India. This phase II factory building will be equipped with advanced technology, sustainable practices and high quality manufacturing standards, ensuring we remain competitive in the industry.

**2. Office Administration, R&D Building – at Chakan Pune – up to INR. 44 Crore.**

To support our corporate functions and foster innovation, we planned to construct of a dedicated Office administration and research development (RD) building. It will facilitate collaboration among teams, promote business activities, and drive product development initiatives that align with market needs.

**3. Plant and Machinery – up to INR. 102 Crore**

To equip the new factory in North India at Bhiwadi, Rajasthan and enhance our existing facilities at Chakan Plant, we propose allocating INR. 102 crore for the procurement of New production lines. This investment will enhance our production capacity, will help to improve efficiency with reduced operation costs and ensure to maintain high-quality standards products. This investment in plant and machinery will lead to enhancement of existing capacity by 90,000 Metric Ton (MT).

**4. Land Acquisition for Expansion in South India – up to INR 42 Crore**

To support our growth strategy in South part of India we have planned to shift our existing plant from Pondy to Tamilnadu at Approx 20 Acre Land, at Vallam Vadagal, SIPCOT Industrial Area, Chennai, Tamil Nadu and for that we have planned to acquire land in the South India region strategic located to cater our customers need. This strategic move will enable us to better serve our customers and expand our market in South India.

**5. General Corporate Purpose- up to INR 124.99 Crore**

We propose to deploy the balance proceeds of the Preferential Issue aggregating up to INR 124,99,92,400 towards general corporate purposes, subject to such utilisation not exceeding 25% of the consideration received for allotment of Equity Shares. The general corporate purposes for which we propose to utilize the proceeds of the Preferential Issue includes meeting day to day expenses which includes amongst other things includes, short-term working capital requirements, meeting any expense of the Company, including meeting any shortfall in capital expenditure to be incurred, salaries and wages, administration, insurance, repairs and maintenance, payment of taxes and duties, servicing of borrowings including payment of interest, brand building and other marketing expenses, meeting expenses incurred in the ordinary course of business and towards any exigencies, and any other purpose as considered expedient and as approved periodically by our Board or a duly constituted committee thereof, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.

The issue proceeds of the Preferential Issue of Equity Shares are proposed to be utilized in the following manner:

Sr. No.	Particulars	Estimated amount of deployment (INR Upto)	Tentative timelines For utilization of Issue Proceeds from the date of receipt of funds
1	Acquisition of Land admeasuring Approx. 20 acre at Vallam Vadagal, SIPCOT Industrail Are, Chennai, Tamil Nadu	42,00,00,000	Prior to June 2027
2	Construction of factory building and Pilot line building at Chakan, Pune	187,00,00,000	Prior to June 2027
3	Construction of dedicated Office administration and research development (RD) building at Chakan Pune.	44,00,00,000	Prior to June 2027
4	Purchase of Machinery and other Equipment's in relation to new factory at Bhiwadi, Rajasthan and existing plant at Chakan, Pune.	102,00,00,000	Prior to June 2027
5	General Corporate Purposes	124,99,92,400	Prior to June 2027
	<b>Total</b>	<b>499,99,92,400</b>	

In terms of NSE notice no. NSE/CML/2022/56 and BSE notice no. 20221213-47, dated 13th December, 2022, the amount specified for the above-mentioned object of issue size may deviate +/- 10% depending upon future circumstances, as the objects are based on the Management estimates and other commercial and technical factors.

Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the issue proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining issue proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned investments/expenditure and funding requirements and increasing or decreasing the investments/expenditure for a particular purpose from the planned investments/expenditure as may be determined by the Board, subject to compliance with applicable laws.

#### **Interim Use of Issue Proceeds**

Our Company, in accordance with the provisions of applicable laws and regulations, and policies formulated by our Board from time to time, will have the flexibility to deploy the issue proceeds. Pending complete utilization of the issue proceeds for the Objects described above, our Company intends to, inter alia, invest the issue proceeds in money market instruments including money market mutual funds, fixed deposits in scheduled commercial banks, securities issued by government of India or any other investments as permitted under applicable laws

#### **B. Monitoring of utilization of funds**

- a) Given that the issue size exceeds INR 100 Crore (Indian Rupees One Hundred Crore only), in terms of Regulation 162A of the SEBI ICDR Regulations, the Company has appointed CARE Ratings Limited a SEBI registered Credit Rating Agency as the monitoring agency to monitor the use of the proceeds of the Preferential Issue (“**Monitoring Agency**”).
- b) The Monitoring Agency shall submit its report to the Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% (One Hundred Percent) of the issue proceeds have been utilized. The Board and the management of the Company shall provide their comments on the findings of the Monitoring Agency in the format specified in Schedule XI of the SEBI ICDR Regulations. The Company shall, within 45 (forty-five) days from the end of each quarter, upload the report of the Monitoring Agency on its website and also submit the same to the Stock Exchanges

#### **C. Particulars of the offer including date of passing of the Board resolution, kind of securities offered, total/maximum number of securities to be issued and the Issue Price:**

The Board of Directors in its meeting held on Friday, 22<sup>nd</sup> August, 2025 had approved the issue and allot in one or more tranche up to 14,40,920 (Fourteen Lakhs Forty Thousand Nine Hundred Twenty) fully paid up Equity Shares of the Company for cash at a price of INR.3,470/- (Indian Rupees Three Thousand Four Hundred Seventy only) per Equity Share (including a premium of INR.3,460/- (Indian Rupees Three Thousand Four Hundred Sixty only) per Equity Share, for an amount up to INR 499,99,92,400/- (Indian Rupees Four Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Two Thousand Four Hundred only).

#### **D. Amount which the Company intends to raise by way of such securities:**

The Company intends to raise up to INR 4,99,99,92,400/- (Indian Rupees Four Hundred Ninety Nine Crore Ninety Nine Lakhs Ninety Two Thousand Four Hundred only) by way of issuance of up to 14,40,920 (Fourteen Lakhs Forty Thousand Nine Hundred Twenty) fully paid up Equity Shares.

#### **E. Issue Price:**

The Company proposes to offer, issue and allot up to 14,40,920 (Fourteen Lakhs Forty Thousand Nine Hundred Twenty) fully paid up Equity Shares at an issue price of INR 3,470/- (Indian Rupees Three Thousand Four Hundred Seventy only) (including a premium of INR3,460/- (Indian Rupees Three Thousand Four Hundred Sixty only) each per Equity Share which is not less than the floor price determined in accordance with Chapter V of SEBI ICDR Regulations. Please refer to Point No. ‘G’ below in respect of the basis of determining the price of the Preferential Issue

#### **F. Relevant Date:**

In terms of Regulation 161 of the SEBI ICDR Regulations, the relevant date for determining the floor price for this Preferential Allotment of Equity Shares is Monday, 18<sup>th</sup> August, 2025 being the date 30 days prior to the date of this Extra-Ordinary General Meeting i.e. Wednesday, 17<sup>th</sup> September, 2025.

#### **G. Basis on which the price would be arrived at:**

The Equity Shares of the Company are listed on Stock Exchanges, viz., BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) and are frequently traded in accordance with SEBI ICDR Regulations. NSE, being the Stock Exchange with higher trading volumes for the preceding 90 trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations. The price per Equity Share has been arrived at in accordance with the pricing guidelines prescribed under Chapter V of the SEBI ICDR Regulations, which shall be higher of:

- a) The 90 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is INR 3,349.40/- (Indian Rupees Three Thousand Three Hundred Forty Nine and Forty Paise only) per Equity Share; or
- b) The 10 trading days volume weighted average price of the Equity Shares of the Company quoted on the NSE, preceding the Relevant Date, is INR 3,464.77/- (Indian Rupees Three Thousand Four Hundred Sixty Four and Seventy Seven Paise only) per Equity Share; or
- c) Price determined through the valuation report from an independent registered valuer; or

In this regard, in terms of Regulation 166A of the SEBI ICDR Regulations the Company has obtained a valuation report from Mr. Vishal Rahul Kumar Laheri, an Independent Registered Valuer – Securities and Financial Assets, having Registration No. IBBI/RV/05/2019/11283 (Address 801, Nirmal Nest, Vayudeva Mandir Compound, Devidas Road, Borivali West, Mumbai City, Maharashtra - 400103), according to which fair value per Equity Share is INR 3252.18 (Indian Rupees Three Thousand Two Hundred Fifty Two and Eighteen Paise only) per Equity Share. The Valuation Report has been hosted on the website of the Company at <https://www.kingfaindia.com/kyc/Vreport.pdf>.

- d) Further, Regulation 164 states that if the Articles of Association of the Company provides for a method of determination which results in Floor Price higher than determined under the SEBI ICDR Regulations, then the same also need to be considered. Determination of price as per the Articles of Association of the Company is not applicable, since the Articles of Association of the Company does not contain any article pertaining to the determination of a Floor Price/ Minimum Price of the shares issued on preferential basis.

Hence, the floor price in terms of Regulation 164 read with Regulation 166A of the SEBI ICDR Regulations shall be INR 3,464.77 /- (Indian Rupees Three Thousand Four Hundred Sixty-Four and Seventy-Seven Paise only) per Equity Share.

Accordingly, the Company has decided to issue the Equity Shares proposed to be allotted on preferential basis to the Proposed Allottees at INR 3,470/- (Indian Rupees Three Thousand Four Hundred Seventy only) per Equity Share being higher than the floor price computed in accordance with Chapter V of the SEBI ICDR Regulations.

The issue price shall be subject to appropriate adjustments in the cases specified under Regulation 166 of the SEBI ICDR Regulations.

**H. Intention of the Promoters, Directors, Key Managerial Personnel or Senior Management of the issuer to subscribe to the offer:**

None of the Promoters /Promoter Group/ Directors, Key Managerial Personnel or Senior Management of the Company intend to subscribe the Equity Shares pursuant to the aforementioned preferential issue. Further, no contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of the objects.

**I. Name of the Proposed Allottees, class and percentage of post Preferential Issue capital that may be held by them:**

The Equity Shares shall be issued and allotted to the investors as detailed hereinbelow. The Company has obtained the PAN of all the Proposed Allottees:

Name of the Proposed Allottees	Class	Pre-Issue Shareholding		Post-Issue Shareholding	
		No. of equity shares	% of shareholding	No. of equity shares	% of shareholding
SBI Flexicap Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Nil	N.A.	3,45,821	2.55
SBI Automotive Opportunities Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Nil	N.A.	1,84,438	1.36
SBI Conservative Hybrid Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Nil	N.A.	3,57,348	2.64
Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund (Category I FPI)	Non-Promoter	Nil	N.A.	2,73,775	2.02
SBI Optimal Equity Fund - Long Term (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	Nil	N.A.	1,00,864	0.74
SBI Emergent India Fund (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	Nil	N.A.	1,06,628	0.79
Sanshi Fund -I (Scheme of Sanshi Trust, Category III AIF)	Non-Promoter	Nil	N.A.	72,046	0.53

**J. Shareholding Pattern before and after the proposed preferential issue:**

Sr. No.	Category	#Pre-Issue		*Post Issue	
		No of Equity Shares Held	% of Shareholding	No. of Equity Shares Held	% of Shareholding
<b>A</b>	<b>Promoter Holding</b>				
<b>1</b>	<b>Indian</b>				
	Individuals/PAC	0	0	0	0
	Bodies Corporate	0	0	0	0
	Any Other	0	0	0	0
	<b>Sub Total A 1</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>2</b>	<b>Foreign Promoter</b>				
	Individuals/NRI/Foreign individuals/PAC	0	0	0	0
	Bodies Corporate	90,82,214	74.99	90,82,214	67.02
	<b>Sub Total A 2</b>	<b>90,82,214</b>	<b>74.99</b>	<b>90,82,214</b>	<b>67.02</b>
	<b>Total Promoters Group</b> A= A1+A2	<b>90,82,214</b>	<b>74.99</b>	<b>90,82,214</b>	<b>67.02</b>
<b>B</b>	<b>Public/Non-Promoters' Shareholding</b>				
<b>1</b>	<b>Institutional Investors (Domestic)</b>				
	Mutual Funds/Banks/FI	6	0.00	8,87,613	<b>6.55</b>
	FII's/PIs	-	-		
	Alternate Investment Funds	17,860	0.15	2,97,398	<b>2.19</b>
	<b>Sub Total B 1</b>	<b>17,866</b>	<b>0.15</b>	<b>11,85,011</b>	<b>8.74</b>
<b>2</b>	<b>Institutional Investors (Foreign)</b>				
	FPIs (category 1)	2,766	0.02	2,76,541	<b>2.04</b>
	FPIs (category 2)	<b>7,65,100</b>	<b>6.32</b>	7,65,100	<b>5.65</b>
	<b>Sub Total B 2</b>	<b>7,67,866</b>	<b>6.34</b>	<b>10,41,641</b>	<b>7.69</b>
<b>3</b>	<b>Non-Institutions</b>				
	Individual share capital Up to INR 2 Lacs	12,02,467	9.93	12,02,467	8.87
	Individual share capital in excess of INR 2 Lacs	6,60,462	5.45	6,60,462	4.87
	<b>Non-Resident Indian (NRI)</b>	1,04,679	0.86	1,04,679	0.77
	Bodies Corporate	1,03,149	0.85	1,03,149	0.76
	Foreign Nationals	-	-	-	-
	Others (HUF, LLP, The Court Receiver High Court and Trusts, Clearing Members, Unclaimed or Suspense or Escrow Account)	1,14,586	0.95	1,14,586	0.85
	Directors and their relatives (excluding independent directors and nominee directors)	255	0.00	255	0.00
	Investor Education and Protection Fund (IEPF)	56,917	0.47	56,917	0.42
	<b>Sub Total B 3</b>	<b>22,42,515</b>	<b>18.52</b>	<b>22,42,515</b>	<b>16.55</b>
	<b>Total Public Share holding B-B1+B2+B3</b>	<b>30,28,247</b>	<b>25.01</b>	<b>44,69,167</b>	<b>32.98</b>
	<b>GRAND TOTAL A+B</b>	<b>1,21,10,461</b>	<b>100.00</b>	<b>1,35,51,381</b>	<b>100.00</b>

# Pre-issue shareholding pattern as on 30.06.2025.

\*The post issue paid-up capital of the Company is subject to alterations on account of (i) subscription of entire equity shares mentioned resolution No.1; consequently, the post-issue shareholding percentage mentioned above may stand altered.

**K. Proposed time within which the allotment shall be completed:**

In accordance with Regulation 170 of the SEBI ICDR Regulations, the Company shall complete the allotment of Equity Shares as aforesaid on or before the expiry of 15 days from the date of passing of the special resolution by the Shareholders granting consent for preferential issue or in the event allotment of equity shares would require any approval(s) from any regulatory authority or the Central Government, within 15 days from the date of such approval(s), or such other period as specified by the regulatory authority(ies) or the Stock Exchanges., as the case may be.

**L. The name of the proposed allottees, the identities of the persons who are the ultimate beneficial owners of the shares and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them:**

Sr. No	Details of the proposed Allottee	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-issue Shareholding	% to Pre issue Capital	No of Equity Shares proposed to be allotted	Post-issue Shareholding	% to post issue capital
1.	SBI Flexicap Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Not Applicable as it is a Scheme of SBI Mutual Fund pursuant to the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations	Nil	N.A.	3,45,821	3,45,821	2.55
2.	SBI Automotive Opportunities Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Not Applicable as it is a Scheme of SBI Mutual Fund pursuant to the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations	Nil	N.A.	1,84,438	1,84,438	1.36
3.	SBI Conservative Hybrid Fund (Scheme of SBI Mutual Fund)	Non-Promoter	Not Applicable as it is a Scheme of SBI Mutual Fund pursuant to the proviso to Regulation 163(1)(f) of the SEBI ICDR Regulations	Nil	N.A.	3,57,348	3,57,348	2.64
4.	Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund (Category I FPI)	Non-Promoter	Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund is a SEBI Registered Category I FPI with registration no. INJFP024324.  SBI Funds Management Limited is the Sub Investment Manager to Custody Bank of Japan Ltd RE RB Amundi India Small Cap Equity Mother Fund.  SBI Funds Management Limited is subsidiary of State Bank of India, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE062A01020).	Nil	N.A.	2,73,775	2,73,775	2.02

Sr. No	Details of the proposed Allottee	Category/ Class of proposed Allottee	Ultimate Beneficial Owner of the proposed Allottee	Pre-issue Shareholding	% to Pre issue Capital	No of Equity Shares proposed to be allotted	Post-issue Shareholding	% to post issue capital
5.	SBI Optimal Equity Fund - Long Term (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	<p>SBI Optimal Equity Fund - Long Term is a Scheme of SBI Alternative Equity Fund, a SEBI Registered Category III AIF with registration no. IN/AIF3/15-16/0177.</p> <p>SBI Funds Management Limited is the Investment Manager to SBI Alternative Equity Fund.</p> <p>SBI Funds Management Limited is subsidiary of State Bank of India, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE062A01020).</p> <p>None of the investor in SBI Optimal Equity Fund holds more than 10% of the units of the said Fund.</p>	Nil	N.A.	1,00,864	1,00,864	0.74
6.	SBI Emergent India Fund (Scheme of SBI Alternative Equity Fund, Category III AIF)	Non-Promoter	<p>SBI Emergent India Fund is a Scheme of SBI Alternative Equity Fund, a SEBI Registered Category III AIF with registration no. IN/AIF3/15-16/0177.</p> <p>SBI Funds Management Limited is the Investment Manager to SBI Alternative Equity Fund.</p> <p>SBI Funds Management Limited is subsidiary of State Bank of India, a company listed on BSE Limited and the National Stock Exchange of India Limited (ISIN: INE062A01020).</p> <p>None of the investor in the SBI Emergent India Fund holds more than 10% of the units of the said Fund.</p>	Nil	N.A.	1,06,628	1,06,628	0.79
7.	Sanshi Fund -I (Scheme of Sanshi Trust, Category III AIF)	Non-Promoter	<p>Sanshi Fund -I is a Scheme of Sanshi Trust, a SEBI Registered Category III AIF with registration no. IN/AIF3/24-25/1632.</p> <p>Divyanshi Asset Management LLP is the Investment Manager. The designated partners of Divyanshi Asset Management LLP are as follows :</p> <ol style="list-style-type: none"> <li>Chintan Hemant Desai (DPIN 10758109)</li> <li>Saranya Mukul Agrawal (DPIN 09682018)</li> </ol> <p>The following persons are holding more than 10% of the units of the Sanshi Fund -I</p> <ol style="list-style-type: none"> <li>Mukul Mahavir Agrawal</li> <li>Rajat Agrawal</li> </ol>	Nil	N.A.	72,046	72,046	0.53

**M. Contribution being made by the promoters or Directors either as part of the offer or separately in furtherance of objects:**

No Contribution is being made by the promoters of the Company or Directors as part of the offer or separately in furtherance of its objects.

**N. Principle terms of assets charged as securities:**

Not Applicable

**O. Listing:**

The Company will make an application to the Stock Exchanges at which the existing shares are listed, for listing of the equity shares. Such equity shares, once allotted, shall rank pari-passu with the existing equity shares of the Company in all respects, including dividend and voting rights.

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

Not Applicable, as the Company has not proposed to issue the Equity Shares for consideration other than cash.

**Q. Change in control if any consequent to preferential issue:**

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

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

During the period from 1<sup>st</sup> April, 2025 till the date of this Notice, the Company has not made any Preferential Issue of any securities.

**S. Lock-in period:**

The Equity Shares shall be locked-in for such period as may be specified under Regulation 167 of Chapter V of the SEBI ICDR Regulations.

**T. Certificate from Practicing Company Secretaries:**

A Certificate from Ms. Shaswati Vaishnav, Practicing Company Secretary certifying that the issue of equity shares on preferential basis is being made in accordance with requirements of the Chapter V of the SEBI ICDR Regulations shall be available for inspection at the Registered Office of the Company on all working days (excluding Saturdays and Sundays) during 10:00 A.M. (IST) to 5:00 P.M. (IST) up to the date of Extra Ordinary General Meeting.

The copy of the same has been hosted on the website of the Company at [https://www.kingfaindia.com/kyc/CCUICDRReg163\(2\).pdf](https://www.kingfaindia.com/kyc/CCUICDRReg163(2).pdf)

**U. Disclosures as per Regulation 163(1)(j) pertaining to the current and proposed status of the Allottee(s) post Preferential Issue namely, Promoter or Non-Promoter:**

The current and proposed status of the Proposed Allottees post the preferential issue is “**Non-Promoter**”.

**V. Particulars of the issue including the material terms of issue, date of passing Board Resolution, kind of securities offered, etc:**

Details of the securities to be issued, price of securities, date of approval by the Board in relation to the preferential allotment, and details of the Proposed Allottees are set out in the previous paragraphs. The Equity Shares being offered, issued and allotted to the proposed Investors by way of the Preferential Issue shall *inter alia* be subject to the following terms and conditions, apart from others as prescribed under applicable law:

- a) The Equity Shares to be issued and allotted pursuant to the Preferential Issue shall be listed and traded on the Stock Exchanges subject to receipt of necessary permissions and approvals.
- b) The Equity Shares to be issued and allotted shall be fully paid up and shall rank pari-passu with the existing equity shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company.
- c) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- d) The pre-preferential allotment shareholding of the Investor(s), if any, in the Company shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations.
- e) The Investors shall be required to bring in the entire consideration for the Equity Shares to be allotted to them, on or before the date of allotment thereof.
- f) The consideration for allotment of Equity Shares shall be paid to the Company from the bank accounts of the Investors.
- g) the monies received by the Company from the Proposed Allottees for application of the Equity Shares pursuant to this preferential issue be kept by the Company in a separate bank account;
- h) The Equity Shares shall be allotted in dematerialized form only within a maximum period of 15 days from the date of passing of this resolution by the Members provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permission.

**W. Other disclosures:**

In accordance with SEBI ICDR Regulations,

- i. The Company is in compliance with the conditions for continuous listing, and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
- ii. The Proposed Allottees have confirmed that they have not sold any Equity Shares of the Company during the 90 Trading Days preceding the Relevant Date.
- iii. Neither the Company nor any of its Directors or Promoters are categorized as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Consequently, the disclosures required under Regulation 163 of the SEBI ICDR Regulations are not applicable.
- iv. Neither the Company nor its Directors or Promoters or allottees have been declared as wilful defaulter or fraudulent borrower as defined under the Schedule VI of SEBI ICDR Regulations.
- v. Neither the Company nor any of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
- vi. The pre- preferential holding of the Proposed Allottee(s), if any is in dematerialized form.
- vii. The entire pre-preferential allotment shareholding of the Proposed Allottees, if any, shall be locked-in from the Relevant Date up to a period of 90 trading days from the date of trading approval. As per the SEBI ICDR Regulations, SBI Flexicap Fund, SBI Automotive Opportunities Fund, SBI Conservative Hybrid Fund are schemes of SBI Mutual Fund which is a mutual fund registered with SEBI and is exempt from Regulation 167(6) of SEBI ICDR Regulations
- viii. As the Equity Shares have been listed for a period of more than 90 (ninety) trading days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- ix. The Company shall re-compute the price of the relevant securities to be allotted under the Preferential Allotment in terms of the provisions of SEBI ICDR Regulations where it is required to do so, including pursuant to Regulation 166 of the SEBI ICDR Regulations, if required.
- x. If the amount payable on account of the re-computation of price is not paid within the time stipulated in SEBI ICDR Regulations, the relevant securities to be allotted under the Preferential Allotment shall continue to be locked-in till the time such amount is paid by the Proposed Allottee:
- xi. The issue of Equity Shares shall be made in accordance with the provisions of the Memorandum of Association and Articles of Association of the Company, the Companies Act, 2013 and relevant regulations of SEBI ICDR Regulations and shall be made in a dematerialized form only.
- xii. The Company shall submit an application for in-principle approval to the Stock Exchanges where its equity shares are listed on the same day this Notice is sent to the Members to seek their approval by way of special resolution.
- xiii. The Company does not have any outstanding dues to SEBI, Stock Exchanges or the depositories.

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 resolutions as set out in Item No. 1 as special resolution for your approval.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Notice except to the extent of their shareholding in the Company.

**Regd. Office:**

Dhun Building, 3rd Floor, 827,  
Mount Road, Madras,  
Tamil Nadu, India, 600002

**By Order of the Board**

Sd/-  
Deepak Vyas  
Company Secretary

**Place:** Pune**Date:** 22<sup>nd</sup> August, 2025